4/30/2018 12:25:44 PM - XXXX4010 - JEN - BCR - JEAN L POTTER FDTN

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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ **Do not enter social security numbers on this form as it may be made public.**
▶ **Go to *www.irs.gov/Form990PF* for instructions and the latest information.**

OMB No 1545-0052

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation: JEAN L POTTER FDTN

A Employer identification number: 47-1641626

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

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

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 12,870,555

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	127,834			
	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	365,039	293,302		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	104,091			
	b	Gross sales price for all assets on line 6a 2,166,650				
	7	Capital gain net income (from Part IV, line 2)		104,091		
	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	596,964	397,393	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	121,762	48,705		73,057
	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)	432	259		173
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	5,492	2,485		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	431	431		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	128,117	51,880	0	73,230
	25	Contributions, gifts, grants paid	648,567			648,567
	26	**Total expenses and disbursements.** Add lines 24 and 25	776,684	51,880	0	721,797
	27	Subtract line 26 from line 12				
	a	***Excess of revenue over expenses and disbursements***	-179,720			
	b	**Net investment income** (if negative, enter -0-)		345,513		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

			Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	540	457	457
	2	Savings and temporary cash investments	213,393	49,315	49,315
	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)	2,917,684	2,169,040	2,197,880
	b	Investments—corporate stock (attach schedule)	7,707,539	7,343,735	8,343,812
	c	Investments—corporate bonds (attach schedule)	374,978	1,669,487	1,659,900
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	979,813	757,806	619,191
	14	Land, buildings, and equipment basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	12,193,947	11,989,840	12,870,555
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26, and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	12,193,947	11,989,840	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	12,193,947	11,989,840	
	31	**Total liabilities and net assets/fund balances** (see instructions)	12,193,947	11,989,840	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	12,193,947
2	Enter amount from Part I, line 27a	2	-179,720
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	5,676
4	Add lines 1, 2, and 3	4	12,019,903
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	30,063
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	11,989,840

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	104,091
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 doesn't 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))
2016	741,308	12,996,517	0 057039
2015	863,903	13,300,483	0 064953
2014	736,548	10,149,766	0 072568
2013	0	0	0 000000
2012	0	0	0 000000

2	**Total** of line 1, column (d)	2	0 194560
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years .	3	0 038912
4	Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	13,034,012
5	Multiply line 4 by line 3	5	507,179
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,455
7	Add lines 5 and 6	7	510,634
8	Enter qualifying distributions from Part XII, line 4	8	721,797

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	3,455
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	3,455
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	3,455
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 — 6a 3,007		
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	3,007
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	448
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 2018 estimated tax** ▶ **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by *General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered See instructions ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

2

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

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

Website address ▶ N/A

14 The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A Telephone no ▶ 609-274-6834
Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

		Line	Yes	No
1a	During the year, did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2017 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 2017)	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 2017?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

			Yes	No
5a	During the year, did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance? See instructions	5b	N/A	
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	N/A	

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

1 List all officers, directors, trustees, and 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-MLTC P O Box 1501, NJ2-130-03-31 Pennington, NJ 08534-	TRUSTEE 2 00	121,762		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	12,876,081
b	Average of monthly cash balances	1b	356,418
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	13,232,499
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	13,232,499
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	198,487
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,034,012
6	**Minimum investment return.** Enter 5% of line 5	6	651,701

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	651,701
2a	Tax on investment income for 2017 from Part VI, line 5	2a	3,455		
b	Income tax for 2017 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,455
3	Distributable amount before adjustments Subtract line 2c from line 1			3	648,246
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	648,246
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	648,246

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	721,797
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	721,797
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	3,455
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	718,342

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7					648,246
2 Undistributed income, if any, as of the end of 2017					
a Enter amount for 2016 only				0	
b Total for prior years 20____, 20____, 20____					
3 Excess distributions carryover, if any, to 2017					
a From 2012					
b From 2013					
c From 2014	543,942				
d From 2015	206,629				
e From 2016	95,491				
f **Total** of lines 3a through e		846,062			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ $ 721,797					
a Applied to 2016, 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 2017 distributable amount					648,246
e Remaining amount distributed out of corpus		73,551			
5 Excess distributions carryover applied to 2017 (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		919,613			
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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)					
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2018.** Subtract lines 7 and 8 from line 6a		919,613			
10 Analysis of line 9					
a Excess from 2013					
b Excess from 2014	543,942				
c Excess from 2015	206,629				
d Excess from 2016	95,491				
e Excess from 2017	73,551				

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 2017, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines.

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

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
Total			▶ **3a**	648,567
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	365,039	
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	104,091	
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		469,130	0

13 Total. Add line 12, columns (b), (d), and (e) 13 469,130

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Edward R K (signature) | Date | Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
LAWRENCE F MCGUIRE		4/30/2018		P01233953
Firm's name ▶ PRICEWATERHOUSECOOPERS, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH PA 15219			Phone no 412-355-6000	

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.**
▶ **Go to *www.irs.gov/Form990* for the latest information.**

OMB No 1545-0047

2017

Name of the organization	**Employer identification number**
JEAN L POTTER FDTN	47-1641626

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000, or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc , purposes, but no such contributions totaled more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions totaling $5,000 or more during the year ▶ $ ____________________

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

Name of organization	Employer identification number
JEAN L POTTER FDTN	47-1641626

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	JEAN POTTER TRUST 515 EAST LAS OLAS BLVD FT LAUDERDALE FL 33301-4261 Foreign State or Province Foreign Country	$ 127,834	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
	Foreign State or Province Foreign Country	$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
JEAN L POTTER FDTN	47-1641626

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions.)	(d) Date received
		$	

Name of organization	Employer identification number
JEAN L POTTER FDTN	47-1641626

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

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
For Prov Country	

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

Recipient(s) paid during the year

Name					
WORLD VISION					
Street					
P O BOX 9716					
City		**State**	**Zip Code**	**Foreign Country**	
FEDERAL WAY		WA	98063-9716		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					162,142

Name					
BILLY GRAHAM EVANGELISTIC ASSOCIATION					
Street					
1 BILLY GRAHAM PKWY					
City		**State**	**Zip Code**	**Foreign Country**	
CHARLOTTE		NC	28201-0001		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					129,713

Name					
AFRICAN ENTERPRISE					
Street					
128 E PALM AVE					
City		**State**	**Zip Code**	**Foreign Country**	
MONROVIA		CA	91016-5108		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					32,428

Name					
CHRISTIAN HEALING MINISTRIES INC					
Street					
438 W 67TH ST					
City		**State**	**Zip Code**	**Foreign Country**	
JACKSONVILLE		FL	32208-3931		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					12,971

Name					
Wycliffe Associates Inc					
Street					
11450 Translation Way					
City		**State**	**Zip Code**	**Foreign Country**	
ORLANDO		FL	32832-7002		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					25,943

Name					
GOOD SHEPHERD					
Street					
850 SOUTH 5TH STREET					
City		**State**	**Zip Code**	**Foreign Country**	
ALLENTOWN		PA	18103		
Relationship	**Foundation Status**				
NONE	PC				
Purpose of grant/contribution					**Amount**
GENERAL OPERATING					97,285

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

Recipient(s) paid during the year

Name
CAMPUS CRUSADE FOR CHRIST, INC

Street
100 LAKE HART DRIVE 2200

City	State	Zip Code	Foreign Country
ORLANDO	FL	32832-0100	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	64,857

Name
PRISON FELLOWSHIP

Street
PO BOX 1550

City	State	Zip Code	Foreign Country
MERRIFIELD	VA	22116-9880	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	45,400

Name
DOOR OF HOPE

Street
PO BOX 90455

City	State	Zip Code	Foreign Country
PASADENA	CA	91109-0455	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	64,857

Name
WORLD CHALLENGE INC

Street
PO BOX 260

City	State	Zip Code	Foreign Country
LINDALE	TX	75771-9990	

Relationship	Foundation Status
NONE	PC

Purpose of grant/contribution	Amount
GENERAL OPERATING	12,971

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

Name

Street

City	State	Zip Code	Foreign Country

Relationship	Foundation Status

Purpose of grant/contribution	Amount

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

	Amount		Totals	Gross Sales	Cost or Other Basis, Expenses, Depreciation and Adjustments	Net Gain or Loss
Long Term CG Distributions	3		Capital Gains/Losses	2,166,650	2,062,559	104,091
Short Term CG Distributions	0		Other sales	0	0	0

	Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	BATAVIA NY CITY SCH DIST	070437HB7	X				3/4/2014	6/15/2017	100,000	100,000				0	0
2	BIOVERATIV INC REG SHS	09075E100	X				2/26/2014	3/15/2017	155	170				0	-15
3	BIOVERATIV INC REG SHS	09075E100	X				4/16/2014	3/15/2017	258	239				0	19
4	BIOVERATIV INC REG SHS	09075E100	X				6/11/2013	3/15/2017	981	683				0	298
5	BIOVERATIV INC REG SHS	09075E100	X				4/1/2016	3/15/2017	981	800				0	181
6	BIOVERATIV INC REG SHS	09075E100	X				4/17/2014	3/15/2017	207	188				0	19
7	COCA COLA COM	191216100	X				3/4/2014	6/26/2017	90,938	76,652				0	14,286
8	COCA COLA COM	191216100	X				3/4/2014	8/28/2017	227,362	191,630				0	35,732
9	WISCONSIN ST PETROLEUM	977109BY2	X				3/4/2014	7/3/2017	100,000	100,000				0	0
10	SEAGATE TECH PLC SHS	G7945M107	X				8/24/2015	9/28/2017	2,052	2,972				0	-920
11	SEAGATE TECH PLC SHS	G7945M107	X				8/12/2015	9/28/2017	1,922	2,977				0	-1,055
12	COCA COLA COM	191216100	X				3/4/2014	10/31/2017	98,066	81,829				0	16,237
13	COCA COLA COM	191216100	X				3/4/2014	10/31/2017	131,489	109,766				0	21,723
14	DOWDUPONT INC COM	26078J100	X				9/8/2017	9/8/2017	0	0				0	0
15	EASTMAN CHEMICAL CO CC	277432100	X				3/4/2014	3/15/2017	49,949	56,422				0	-6,473
16	EXXON MOBIL CORP COM	30231G102	X				3/4/2014	6/26/2017	81,351	95,578				0	-14,227
17	FEDERAL HOME LN MTG CO	3137EADH9	X				11/18/2013	6/29/2017	26,000	26,000				0	0
18	FEDERAL NATL MTG ASSOC	31398ADM1	X				10/1/2013	6/12/2017	2,000	2,000				0	0
19	FEDERAL NATL MTG ASSOC	31398ADM1	X				3/30/2011	6/12/2017	4,000	4,000				0	0
20	FEDERAL NATL MTG ASSOC	31398ADM1	X				6/26/2007	6/12/2017	18,000	17,789				0	211
21	FREEPORT-MCMORAN INC	35671D857	X				3/4/2014	3/15/2017	54,814	143,056				0	-88,242
22	GNM P558784X 05 50%2034	36213MXM5	X				3/4/2014	2/15/2017	821	1,020				0	-199
23	GENERAL ELECTRIC	369604103	X				3/4/2014	6/26/2017	55,161	51,534				0	3,627
24	MC KINNEY TEX	581646C46	X				3/4/2014	2/15/2017	55,000	55,000				0	0
25	MIAMI-DADE CNTY FLA WTR	59334DCT9	X				3/4/2014	10/2/2017	100,000	100,000				0	0
26	TEMPE ARIZ	879709P80	X				7/8/2014	7/3/2017	160,000	160,000				0	0
27	3M COMPANY	88579Y101	X				3/4/2014	8/28/2017	202,282	134,481				0	67,801
28	3M COMPANY	88579Y101	X				3/4/2014	10/31/2017	115,416	67,240				0	48,176
29	TRAVIS CNTY TEX PERM	89453PJD2	X				7/8/2014	3/1/2017	140,000	140,000				0	0
30	TUPPERWARE BRANDS COR	899896104	X				8/24/2015	3/15/2017	3,642	2,995				0	647
31	TUPPERWARE BRANDS COR	899896104	X				8/12/2015	3/15/2017	3,339	2,999				0	340
32	TUPPERWARE BRANDS COR	899896104	X				3/4/2015	3/15/2017	7,709	9,011				0	-1,302
33	TUPPERWARE BRANDS COR	899896104	X				1/21/2015	3/15/2017	9,470	9,636				0	-166
34	WALGREENS BOOTS ALLIAN	931427108	X				3/4/2014	6/26/2017	76,573	67,635				0	8,938
35	WELLS FARGO ULTRA SHOR	949917702	X				3/4/2014	6/26/2017	246,704	248,252				0	-1,548
36	WELLS FARGO ULTRA SHOR	949917702	X				3/4/2014	6/28/2017	5	5				0	0

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

		432	259	0	173
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	OTHER PROFESSIONAL FEES	432	259		173

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		5,492	2,485	0	0
	Description				
1	FOREIGN TAXES PAID	2,485	2,485		
2	ESTIMATED EXCISE PAYMENTS	3,007			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		431	431	0	0
	Description				
1		431	431		

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

	Federal		0	2,169,040	0	2,197,880	
	State/Local		0	0	0	0	
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg of Year	FMV End of Year	State/Local Obligation
1				0			
2	IBERVILLE PARISH LA CONS		0	100,294		100,435	
3	LAKE TRAVIS TEX INDPT		0	106,393		105,786	
4	MISSISSIPPI DEV BK SPL		0	100,006		100,000	
5	NEW YORK ST LCL GOVT		0	106,840		107,622	
6	NORTH CAROLINA ST LTD		0	80,108		79,616	
7	NORTH FT BEND WTR AUTH		0	103,804		106,302	
8	OKLAHOMA ST CAPITOL IMPT		0	164,661		170,565	
9	PENNSYLVANIA ST TPK		0	135,499		136,219	
10	SHELDON TEX INDPT SCH		0	200,324		200,136	
11	SPOKANE WA		0	100,574		101,150	
12	U S TREASURY BOND		0	24,299		29,610	
13	U S TREASURY BOND 3 125% FEB 15 20		0	40,821		44,073	
14	U S TREASURY NOTE		0	22,211		22,804	
15	U S TREASURY NOTE 2 000% FEB 15 20		0	73,501		73,647	
16	WASHINGTON ST VARIOUS		0	133,637		137,219	
17	WESTON MASS MUN PURP LN		0	101,153		100,607	
18	UNIVERSITY CONN		0	107,966		107,233	
19	BROWARD CNTY FLA SCH BRD		0	50,638		50,641	
20	EDEN PRAIRIE MINN TAX		0	127,196		130,403	
21	FLORIDA ST BRD ED PUB ED		0	101,596		102,192	
22	GILBERT ARIZ PUB FACS		0	76,329		76,138	
23	HAWAII ST		0	111,190		115,482	

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
			0	7,343,735	0	8,343,812
1						
2	INFOSYS TECHNOLOGIES LTD	0		7,485		8,240
3	ING GROEP N V SPONSORED ADR	0		19,706		20,417
4	INTEL CORPORATION	0		92,380		146,835
5	INTERNATIONAL BUSINESS MACHINES C	0		363,438		303,772
6	INTERNATIONAL PAPER COMPANY COMI	0		39,016		42,064
7	J P MORGAN CHASE & CO	0		41,416		83,841
8	JOHNSON & JOHNSON COM	0		39,819		50,020
9	KONINKLIJKE AHOLD	0		5,998		7,043
10	KRAFT (THE) HEINZ CO SHS	0		71,665		93,390
11	LOWES COMPANIES INC COM	0		17,280		41,358
12	MASTERCARD INC	0		13,752		42,835
13	MC DONALDS CORPORATION COMMON	0		13,343		23,925
14	MERCK AND CO INC SHS	0		38,316		45,016
15	MICROSOFT CORP COM	0		35,515		73,821
16	NATIONAL GRID PLC SHS	0		20,202		18,937
17	NOVARTIS AG SPNSRD ADR	0		80,428		83,624
18	ORACLE CORPORATION	0		13,131		19,763
19	PEPSICO INC	0		85,084		112,485
20	PFIZER INC COM	0		79,620		93,701
21	PHILIP MORRIS INTL INC	0		97,428		121,392
22	PHILLIPS 66 SHS	0		58,859		72,322
23	PROCTER & GAMBLE CO COM	0		83,486		93,442
24	QUALCOMM INC	0		20,311		24,456
25	SANOFI-SYNTHELABO	0		97,661		85,183
26	SCHLUMBERGER LIMITED COM	0		23,858		18,869
27	TARGET CORP	0		19,869		23,294
28	TEXTRON INCORPORATED COMMON	0		88,015		124,951
29	THOMSON CORP	0		24,614		27,375
30	3M CO	0		659,663		1,137,072
31	TRANSCANADA CORP	0		18,977		19,213
32	US BANCORP DEL	0		17,591		28,183
33	UNILEVER PLC AMER SHS ADR NEW	0		14,930		19,314
34	UNITED PARCEL SVC INC CL B	0		24,332		25,975
35	VEOLIA ENVIRONNEMENT	0		7,512		8,109
36	VERIZON COMMUNICATIONS INC	0		65,299		71,826
37	VODAFONE GROUP PLC SHS	0		176,844		153,184
38	WPP PLC NEW/ADR	0		7,476		7,607
39	WAL MART STORES INC	0		24,731		30,612
40	WALGREENS BOOTS ALLIANCE	0		780,279		827,868
41	WELLS FARGO & CO NEW	0		140,271		180,979
42	UNITED TECHNOLOGIES CORP	0		65,156		82,538
43	INVESCO LTD	0		7,482		7,673
44	ABB LTD	0		40,427		50,422
45	AT& T INC	0		41,928		43,390
46	ABBOTT LABORATORIES	0		7,475		8,675

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
			0	7,343,735	0	8,343,812
47	ABBVIE INC SHS	0		49,382		76,014
48	AETNA INC	0		14,409		37,521
49	ALPHABET INC SHS CL C	0		7,605		25,114
50	AMGEN INC	0		17,121		31,302
51	ANHEUSER-BUSCH INBEV ADR	0		61,071		59,573
52	APPLE COMPUTER INC COM	0		37,678		64,477
53	BP P L C SPONS ADR	0		75,573		72,586
54	BIOGEN IDEC INC	0		23,640		31,857
55	CVS CORP	0		18,255		25,375
56	CATERPILLAR INC	0		33,677		61,299
57	CENTURYTEL INC	0		18,871		15,012
58	CHINA MOBILE HONG KONG LTD	0		7,445		7,480
59	CISCO SYS INC	0		125,631		195,407
60	CITIGROUP INC COM NEW	0		16,793		39,884
61	COCA-COLA CO USD	0		600,179		708,387
62	COMCAST CORP NEW CL A	0		19,254		42,213
63	DIAGEO PLC SPON ADR NEW	0		38,540		49,066
64	DISNEY (WALT) COMPANY HOLDING CO	0		11,525		24,942
65	DOVER CORPORATION	0		4,085		12,422
66	DOWDUPONT INC COM	0		195,056		279,467
67	EMERSON ELECTRIC COMPANY	0		35,704		38,887
68	EXPRESS SCRIPTS HLDG CO	0		167,994		164,283
69	EXXON MOBIL CORP	0		827,798		728,839
70	GENERAL ELECTRIC CO	0		1,002,311		679,102
71	GENERAL MILLS INC COM	0		6,017		6,878
72	GENERAL MOTORS CO	0		81,784		95,097
73	HSBC HLDGS PLC	0		124,265		124,297
74	HP INC	0		30,004		42,020

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
				0	1,669,487	0	1,659,900
1							
2	IBM CORP			0	102,873		103,513
3	JPMORGAN CHASE & CO			0	103,257		103,625
4	JOHNSON & JOHNSON			0	103,578		102,140
5	ELI LILLY & CO			0	51,132		50,752
6	MERCK & CO INC			0	100,421		99,595
7	MICROSOFT CORP			0	100,230		102,094
8	MICROSOFT CORP			0	99,219		97,141
9	ORACLE CORP			0	51,448		50,544
10	PEPSICO INC			0	51,377		50,455
11	SHELL INTERNATIONAL FIN			0	22,046		22,790
12	WAL-MART STORES INC			0	105,683		103,893
13	WELLS FARGO & COMPANY			0	11,000		10,999
14	WELLS FARGO & COMPANY			0	12,022		12,019
15	WELLS FARGO & COMPANY			0	152,948		152,138
16	AT&T INC			0	20,727		21,060
17	APPLE INC			0	24,454		24,743
18	BERKSHIRE HATHAWAY INC			0	103,999		103,906
19	CISCO SYSTEMS INC			0	20,832		21,681
20	CITIGROUP INC			0	10,529		11,701
21	COCA-COLA CO/THE			0	97,245		97,320
22	WALT DISNEY COMPANY/THE			0	101,127		100,358
23	FLORIDA POWER & LIGHT CO			0	102,471		102,803
24	GENERAL ELEC CAP CORP			0	54,278		51,634
25	GENERAL ELEC CAP CORP			0	66,591		62,996

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
			0	757,806	619,191
1				0	
2	ISHARES EMERGING MARKETS		0	23,484	23,843
3	SHARES DJ EPAC SEL DV		0	50,185	52,307
4	KAYNE ANDERSON MLP INVT CO		0	13,823	9,125
5	TORTOISE MLP FD INC		0	99,928	70,240
6	BLACKROCK SHORT-TERM		0	147,925	147,485
7	BLACKROCK STRATEGIC		0	124,701	121,841
8	CLEARBRIDGE ENERGY MLP		0	186,910	118,000
9	CLEARBRIDGE ENERGY MLP F		0	110,850	76,350

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

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

1	PURCHASE OF ACCRUED INTEREST C/O FROM PY	1	383
2	FEDERAL EXCISE TAX REFUND	2	5,293
3	Total	3	5,676

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

1	COST BASIS ADJUSTMENT	1	26,026
2	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	2	235
3	BOND AMORTIZATION	3	3,802
4	Total	4	30,063

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

	Amount
Long Term CG Distributions	3
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses
						2,166,647	0	0	2,062,559	104,088	0	0	0	104,088
1	BATAVIA NY CITY SCH DIST	070437HB7		3/4/2014	6/15/2017	100,000		0	100,000	0	0	0	0	0
2	BIOVERATIV INC REG SHS	09075E100		2/26/2014	3/15/2017	155		0	170	-15	0	0	0	-15
3	BIOVERATIV INC REG SHS	09075E100		4/16/2014	3/15/2017	258		0	239	19	0	0	0	19
4	BIOVERATIV INC REG SHS	09075E100		6/11/2013	3/15/2017	981		0	683	298	0	0	0	298
5	BIOVERATIV INC REG SHS	09075E100		4/1/2016	3/15/2017	981		0	800	181	0	0	0	181
6	BIOVERATIV INC REG SHS	09075E100		4/17/2014	3/15/2017	207		0	188	19	0	0	0	19
7	COCA COLA COM	191216100		3/4/2014	6/26/2017	90,938		0	76,652	14,286	0	0	0	14,286
8	COCA COLA COM	191216100		3/4/2014	8/28/2017	227,362		0	191,630	35,732	0	0	0	35,732
9	WISCONSIN ST PETROLEUM	977109BY2		3/4/2014	7/3/2017	100,000		0	100,000	0	0	0	0	0
10	SEAGATE TECH PLC SHS	G7945M107		8/24/2015	9/28/2017	2,052		0	2,972	-920	0	0	0	-920
11	SEAGATE TECH PLC SHS	G7945M107		8/12/2015	9/28/2017	1,922		0	2,977	-1,055	0	0	0	-1,055
12	COCA COLA COM	191216100		3/4/2014	10/31/2017	98,066		0	81,829	16,237	0	0	0	16,237
13	COCA COLA COM	191216100		3/4/2014	10/31/2017	131,489		0	109,766	21,723	0	0	0	21,723
14	DOWDUPONT INC COM	26078J100		9/8/2017	9/8/2017	0		0	0	0	0	0	0	0
15	EASTMAN CHEMICAL CO CC	277432100		3/4/2014	3/15/2017	49,949		0	56,422	-6,473	0	0	0	-6,473
16	EXXON MOBIL CORP COM	30231G102		3/4/2014	6/26/2017	81,351		0	95,578	-14,227	0	0	0	-14,227
17	FEDERAL HOME LN MTG CO	3137EADH9		11/18/2013	6/29/2017	26,000		0	26,000	0	0	0	0	0
18	FEDERAL NATL MTG ASSOC	31398ADM1		10/1/2013	6/12/2017	2,000		0	2,000	0	0	0	0	0
19	FEDERAL NATL MTG ASSOC	31398ADM1		3/30/2011	6/12/2017	4,000		0	4,000	0	0	0	0	0
20	FEDERAL NATL MTG ASSOC	31398ADM1		6/26/2007	6/12/2017	18,000		0	17,789	211	0	0	0	211
21	FREEPORT-MCMORAN INC	35671D857		3/4/2014	3/15/2017	54,814		0	143,056	-88,242	0	0	0	-88,242
22	GNM P558784X 05 50%2034	36213MXM5		3/4/2014	2/15/2017	821		0	1,020	-199	0	0	0	-199
23	GENERAL ELECTRIC	369604103		3/4/2014	6/26/2017	55,161		0	51,534	3,627	0	0	0	3,627
24	MC KINNEY TEX	581646C46		3/4/2014	2/15/2017	55,000		0	55,000	0	0	0	0	0
25	MIAMI-DADE CNTY FLA WTR	59334DCT9		3/4/2014	10/2/2017	100,000		0	100,000	0	0	0	0	0
26	TEMPE ARIZ	879709P80		7/8/2014	7/3/2017	160,000		0	160,000	0	0	0	0	0
27	3M COMPANY	88579Y101		3/4/2014	8/28/2017	202,282		0	134,481	67,801	0	0	0	67,801
28	3M COMPANY	88579Y101		3/4/2014	10/31/2017	115,416		0	67,240	48,176	0	0	0	48,176
29	TRAVIS CNTY TEX PERM	89453PJD2		7/8/2014	3/1/2017	140,000		0	140,000	0	0	0	0	0
30	TUPPERWARE BRANDS COR	899896104		8/24/2015	3/15/2017	3,642		0	2,995	647	0	0	0	647
31	TUPPERWARE BRANDS COR	899896104		8/12/2015	3/15/2017	3,339		0	2,999	340	0	0	0	340
32	TUPPERWARE BRANDS COR	899896104		3/4/2015	3/15/2017	7,709		0	9,011	-1,302	0	0	0	-1,302
33	TUPPERWARE BRANDS COR	899896104		1/21/2015	3/15/2017	9,470		0	9,636	-166	0	0	0	-166
34	WALGREENS BOOTS ALLIAN	931427108		3/4/2014	6/26/2017	76,573		0	67,635	8,938	0	0	0	8,938
35	WELLS FARGO ULTRA SHOR	949917702		3/4/2014	6/26/2017	246,704		0	248,252	-1,548	0	0	0	-1,548
36	WELLS FARGO ULTRA SHOR	949917702		3/4/2014	6/26/2017	5		0	5	0	0	0	0	0

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										121,762	0	0
1	UST-MLTC		P O Box 1501, NJ2-130-03-31	Pennington	NJ	08534-1501		TRUSTEE	2 00	121,762		

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

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	3,007
7	Total		7	3,007