Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note. *The foundation may be able to use a copy of this return to satisfy state reporting requirements*

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

POSTMARK DATE MAY 07 2013

Name of foundation		A Employer identification number
JAMES M. SCHOONMAKER II FOUNDATION 02-41447		59-6964359
Number and street (or P O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
P.O. BOX 803878		312- 630-6000
City or town, state, and ZIP code		C If exemption application is pending, check here ▶ ☐
CHICAGO, IL 60680		

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)* ▶ $ 3,392,985.

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)	249,387.			
	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	85,615.	85,963.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	350,384.			
	b	Gross sales price for all assets on line 6a 972,047.				
	7	Capital gain net income (from Part IV, line 2)		350,384.		
	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	685,386.	436,347.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	3,823.	3,441.		382.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 3	11,832.	1,770.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	17,655.	6,211.	NONE	1,382.
	25	Contributions, gifts, grants paid	140,000.			140,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	157,655.	6,211.	NONE	141,382.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	527,731.			
	b	**Net investment income** (if negative, enter -0-)		430,136.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	102,385.	137,228.	137,228.
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 ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 4	1,544,597.	1,666,077.	2,012,448.
c	Investments - corporate bonds (attach schedule) STMT 5	810,757.	811,287.	848,468.
11	Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 6	64,338.	134,734.	169,316.
14	Land, buildings, and equipment basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ SEE ATTACHMENTS)	133,831.	186,165.	225,525.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,655,908.	2,935,491.	3,392,985.
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)		NONE	
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. ▶ [X]			
27	Capital stock, trust principal, or current funds	2,655,908.	2,935,491.	
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)	2,655,908.	2,935,491.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,655,908.	2,935,491.	

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	2,655,908.
2	Enter amount from Part I, line 27a	2	527,731.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT	3	174.
4	Add lines 1, 2, and 3	4	3,183,813.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON TRANSFERRED SECURITY - IBM	5	248,322.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,935,491.

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	PUBLICLY TRADED SECURITIES			
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	972,047.		621,663.	350,384.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) 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				350,384.
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	350,384.
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	

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))
2011	114,651.	2,798,332.	0.040971
2010	99,128.	2,423,577.	0.040902
2009	97,159.	1,947,682.	0.049884
2008	82,748.	1,969,943.	0.042005
2007	55,567.	1,673,879.	0.033197

2 **Total** of line 1, column (d)	2	0.206959
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.041392
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,082,370.
5 Multiply line 4 by line 3	5	127,585.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,301.
7 Add lines 5 and 6	7	131,886.
8 Enter qualifying distributions from Part XII, line 4	8	141,382.

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,301.
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	
3	Add lines 1 and 2	3	4,301.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	4,301.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 6,016.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	6,016.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,715.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,715. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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 IL			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 7	10	X	

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 ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (312)630-6000
Located at ▶ PO BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

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 2012, 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 Form TD F 90-22.1. 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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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 2012 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 2012.)*	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 2012?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**		
	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? ☐ 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**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	3,823.		-0-
JAMES M SCHOONMAKER II ., NAPLES, FL	TRUSTEE			
PATRICE H SCHOONMAKER ., NAPLES, FL	TRUSTEE			

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

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

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
Total number of others receiving over $50,000 for professional services ▶		NONE

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 ▶	

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	3,129,310.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,129,310.
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	NONE
3	Subtract line 2 from line 1d	3	3,129,310.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,940.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,082,370.
6	**Minimum investment return.** Enter 5% of line 5	6	154,119.

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	154,119.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,301.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,301.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	149,818.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	149,818.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	149,818.

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	141,382.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	141,382.
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	4,301.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	137,081.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				149,818.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			48,320.	
b Total for prior years: 20___,20___, 20___		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 ... NONE				
b From 2008 ... NONE				
c From 2009 ... NONE				
d From 2010 ... NONE				
e From 2011 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 141,382.				
a Applied to 2011, but not more than line 2a			48,320.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				93,062.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				56,756.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 ... NONE				
b Excess from 2009 ... NONE				
c Excess from 2010 ... NONE				
d Excess from 2011 ... NONE				
e Excess from 2012 ... NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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 (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(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					
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).)

JAMES M SCHOONMAKER II

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.

N/A

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 of the person to whom applications should be addressed:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 13				140,000.
Total . . . . ▶ **3a**				140,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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	85,615.	
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	350,384.	
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)				435,999.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 435,999.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

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

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] | 03/26/2013 | VICE PRESIDENT

Signature of officer or trustee | Date | Title

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

THE NORTHERN TRUST COMPAN

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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.

OMB No. 1545-0047

2012

Name of the organization

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number

59-6964359

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, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization 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) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to 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. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ _______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization: JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number: 59-6964359

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Mr. James M. Schoonmaker II 3701 Nelsons Walk Naples, FL 34102	$ 249,387.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
JAMES M. SCHOONMAKER II FOUNDATION 02-41447	59-6964359

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	1317 SHARES OF IBM COMMON STOCK	$ 249,387.	02/05/2012

(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
		$	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		85,963.	85,963.
ACCRUED/DEFERRED INCOME		-348.	
	TOTAL	85,615.	85,963.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR TAX	4,046.	
ESTIMATED TAX	6,016.	
FOREIGN TAX	1,770.	1,770.
TOTALS	11,832.	1,770.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		1,666,077.	2,012,448.
	TOTALS	1,666,077.	2,012,448.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		811,287.	848,468.
	TOTALS	811,287.	848,468.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	134,734.	169,316.
TOTALS		134,734.	169,316.

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

Mr. James M. Schoonmaker II
3701 Nelsons Walk
Naples, FL 34102

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  NORTHERN TRUST BANK OF FLORIDA
FORM, INFORMATION AND MATERIALS:
  ANY
  NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  PREFERENCE SHALL BE GIVEN TO SUCH CHARITABLE ORGANIZATIONS WHOSE ACTIVITIES ARE DEVOTED TO FOSTERING THE DEVELOPMENT OF NATIONAL OR INTERNATIONAL COMPETITION IN THE SPORTS OF SAILING AND YACHTING

STATEMENT 8

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WATCH HILL CONSESRVANCY
ADDRESS:
222 WATCH HILL ROAD
WATCH HILL, RI 02891
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
HUMANE SOCIETY NAPLES
ADDRESS:
370 AIRPORT-PULLING RD. N.
NAPLES, FL 34104
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WESTERLY HOSPITAL
FOUNDERS SOCIETY
ADDRESS:
25 WELLS STREET
WESTERLY, RI 02891
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NAPLES BOTANICAL GARDEN
ADDRESS:
4820 BAYSHORE DRIVE
NAPLES, FL 34112
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
U.S. SAILING TEAM
ADDRESS:
P O BOX 1260, 15 MARITIME DRIVE
PORTSMOUTH, RI 02871
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
NCH HEALTHCARE FOUNDATION
ADDRESS:
4513 EXECUTIVE DR # 2
NAPLES, FL 34119
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
VMI FOUNDATION INC
ADDRESS:
.
LEXINGTON, VA
RELATIONSHIP:
NA
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
KAPPA KAPPA GAMMA
ADDRESS:
.
COLUMBUS, OH
RELATIONSHIP:
NONE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MEMORIAL & LIBRARY ASSOCIATEION
OF WESTERLY
ADDRESS:
44 BROAD ST
WESTERLY, RI 02891
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
NATIONAL SAILING HALL OF
FAME & MUSEUM, INC
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
US SAILING FOUNDATION
ADDRESS:
.
PORTSMOUTH, RI 02871
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
NEW YORK YACHT CLUB FOUNDATION
ADDRESS:
37 WEST 44TH STREET
NEW YORK, NY 10036
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WATCH HILL MEMORIAL LIBRARY
ADDRESS:
.
WESTERLY, RI 02891
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
NAPLES PHILHARMONIC
ADDRESS:
.
NAPLES, FL 34108
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
GREATER MONESSEN HISTORICAL SOCIETY
ADDRESS:
.
MONESSEN, PA 15062
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NAPLES COMMUNITY SAILING CENTER
ADDRESS:
284 CAPE SABLE DR.
NAPLES, FL 34104
RELATIONSHIP:
N/A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

TOTAL GRANTS PAID: 140,000.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number: 59-6964359

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I — Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,769.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	2,769.

Part II — Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					17,065.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	330,548.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	2.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	347,615.

Part III Summary of Parts I and II
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			2,769.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			347,615.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			2.
c	28% rate gain	14c			1,395.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			350,384.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*
- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number: 59-6964359

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 20. ABBOTT LABORATORIES	12/23/2011	11/16/2012	1,261.00	1,120.00	141.00
45. ALTERA CORP	12/23/2011	05/08/2012	1,492.00	1,667.00	-175.00
41. AMAZON COM INC	12/23/2011	02/06/2012	7,554.00	8,574.00	-1,020.00
9. AMAZON COM INC	12/23/2011	02/07/2012	1,650.00	1,599.00	51.00
29. AMERICAN WTR WKS CO IN	01/31/2012	04/20/2012	977.00	974.00	3.00
13. AMERICAN WTR WKS CO IN	01/30/2012	11/02/2012	474.00	435.00	39.00
5. AMERICAN WTR WKS CO INC	01/30/2012	11/19/2012	185.00	167.00	18.00
33. AMGEN INC	01/25/2012	04/20/2012	2,241.00	2,254.00	-13.00
17. AMGEN INC	01/24/2012	11/02/2012	1,467.00	1,160.00	307.00
69. AMGEN INC	01/24/2012	11/16/2012	5,805.00	4,708.00	1,097.00
4. AMGEN INC	01/23/2012	11/19/2012	341.00	273.00	68.00
24. AUTODESK, INC	05/23/2011	04/20/2012	974.00	1,003.00	-29.00
15. AUTODESK, INC	12/23/2011	09/19/2012	505.00	462.00	43.00
21. AUTOMATIC DATA PROCESS	01/18/2012	04/20/2012	1,151.00	1,180.00	-29.00
70. AUTOMATIC DATA PROCESS	01/18/2012	09/18/2012	4,088.00	3,906.00	182.00
46. AUTOMATIC DATA PROCESS	01/17/2012	09/19/2012	2,696.00	2,522.00	174.00
30. AUTOMATIC DATA PROCESS	01/13/2012	09/20/2012	1,757.00	1,643.00	114.00
71. BRISTOL MYERS SQUIBB C	12/23/2011	04/20/2012	2,419.00	2,448.00	-29.00
23. CVS CORP	04/27/2012	11/02/2012	1,070.00	1,035.00	35.00
10. CVS CORP	04/27/2012	11/19/2012	450.00	450.00	
36. COCA COLA CO	08/30/2011	04/20/2012	2,674.00	2,516.00	158.00
15. CONOCOPHILLIPS	12/23/2011	10/12/2012	843.00	824.00	19.00
24. EXPRESS SCRIPTS HLDG C	01/25/2012	04/20/2012	1,398.00	1,246.00	152.00
17. EXPRESS SCRIPTS HLDG C	06/20/2012	11/02/2012	1,053.00	916.00	137.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No 1545-0092

2012

Name of estate or trust: JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number: 59-6964359

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
1a 9. EXPRESS SCRIPTS HLDG CO	06/20/2012	11/19/2012	468.00	485.00	-17.00	*
10. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES IND	04/20/2012	07/16/2012	328.00	348.00	-20.00	
14. MFC FLEXSHARES TR TR I TARGET DURATION TIPS INDEX	04/20/2012	07/16/2012	354.00	356.00	-2.00	
13. MFC FLEXSHARES TR IBOX TARGET DURATION TIPS INDEX	04/20/2012	07/16/2012	338.00	336.00	2.00	
8. W W GRAINGER INC	12/10/2012	12/12/2012	1,546.00	1,521.00	25.00	
4. H J HEINZ CO	12/23/2011	08/10/2012	220.00	217.00	3.00	
39. H J HEINZ CO	12/23/2011	08/13/2012	2,148.00	2,091.00	57.00	
7. H J HEINZ CO	09/01/2011	08/14/2012	387.00	367.00	20.00	
64. HOME DEPOT INC	02/06/2012	04/20/2012	3,287.00	2,895.00	392.00	
30. HOME DEPOT INC	02/06/2012	11/02/2012	1,860.00	1,357.00	503.00	
12. HOME DEPOT INC	02/06/2012	11/19/2012	754.00	543.00	211.00	
32. INTEL CORP	05/07/2012	11/02/2012	705.00	892.00	-187.00	
14. INTEL CORP	05/07/2012	11/19/2012	282.00	390.00	-108.00	*
5. INTERCONTINENTALEXCHANG	06/07/2012	11/02/2012	649.00	641.00	8.00	
3. INTERCONTINENTALEXCHANG	06/07/2012	11/19/2012	389.00	385.00	4.00	
10. JOHNSON & JOHNSON	12/23/2011	11/16/2012	689.00	658.00	31.00	
17. MCDONALDS CORP	12/23/2011	04/20/2012	1,660.00	1,633.00	27.00	
41. MCKESSON HBOC INC	09/01/2011	01/24/2012	3,130.00	3,287.00	-157.00	
34. MCKESSON HBOC INC	12/23/2011	01/25/2012	2,614.00	2,682.00	-68.00	
29. NORFOLK SOUTHERN CORP	12/23/2011	04/20/2012	2,005.00	2,090.00	-85.00	
89. MFB NORTHERN FUNDS ULT FIXED INCOME FD	11/02/2012	11/19/2012	910.00	910.00		
70. ADR NOVARTIS AG SPONSO #US66987V1098	12/23/2011	01/23/2012	3,877.00	4,024.00	-147.00	
27. NUCOR CORP	02/06/2012	04/20/2012	1,065.00	1,219.00	-154.00	
12. NUCOR CORP	02/06/2012	11/02/2012	487.00	542.00	-55.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . .

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number: 59-6964359

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5. NUCOR CORP	02/06/2012	11/19/2012	201.00	226.00	-25.00 *
20. PFIZER INC	11/16/2012	11/19/2012	480.00	475.00	5.00
12.5 PHILLIPS 66 COM	12/23/2011	05/07/2012	371.00	423.00	-52.00
3. PRECISION CASTPARTS COR	10/24/2011	04/20/2012	521.00	516.00	5.00
95. PRINCIPAL FINANCIAL GR	12/23/2011	06/07/2012	2,333.00	2,373.00	-40.00
59. QUALCOMM INC	01/17/2012	04/20/2012	3,715.00	3,381.00	334.00
16. ST JUDE MEDICAL INC	09/24/2012	11/02/2012	616.00	688.00	-72.00
7. ST JUDE MEDICAL INC	09/24/2012	11/19/2012	249.00	301.00	-52.00 *
41. SALESFORCE COM INC COM	12/23/2011	01/17/2012	4,285.00	5,210.00	-925.00
16. STARBUCKS CORP	08/14/2012	11/02/2012	813.00	741.00	72.00
8. STARBUCKS CORP	08/13/2012	11/19/2012	397.00	368.00	29.00
1. THE TRAVELERS COMPANIES	12/23/2011	03/12/2012	58.00	59.00	-1.00
39. THE TRAVELERS COMPANIE	12/23/2011	03/13/2012	2,246.00	2,090.00	156.00
20. V F CORP	12/23/2011	04/20/2012	3,016.00	2,509.00	507.00
31. VERIZON COMMUNICATIONS	12/23/2011	04/20/2012	1,202.00	1,207.00	-5.00
25. WAL MART STORES INC	12/23/2011	08/01/2012	1,853.00	1,430.00	423.00
36. WHOLE FOODS MKT INC	12/10/2012	12/14/2012	3,205.00	2,723.00	482.00
11. NOBLE CORPORATION (SWI COM USD0.10	10/17/2012	11/19/2012	377.00	418.00	-41.00 *

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 2,769.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number 59-6964359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example, 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 22. ABBOTT LABORATORIES	12/23/2009	04/20/2012	1,311.00	1,168.00	143.00
10. ABBOTT LABORATORIES	09/01/2011	11/02/2012	649.00	521.00	128.00
25. ABBOTT LABORATORIES	09/01/2011	11/16/2012	1,577.00	1,188.00	389.00
98. ABBOTT LABORATORIES	11/18/2010	11/16/2012	6,180.00	4,234.00	1,946.00
28. ALTERA CORP	02/17/2011	04/20/2012	1,036.00	1,172.00	-136.00
108. ALTERA CORP	11/18/2010	05/07/2012	3,622.00	1,967.00	1,655.00
17. ALTERA CORP	02/17/2011	05/07/2012	570.00	711.00	-141.00
32. ALTERA CORP	03/20/2009	05/08/2012	1,061.00	560.00	501.00
40. AMAZON COM INC	11/18/2010	01/26/2012	7,653.00	4,108.00	3,545.00
3. AMAZON COM INC	04/16/2009	02/06/2012	553.00	229.00	324.00
44. AMERICAN EXPRESS CO	04/26/2010	04/20/2012	2,536.00	2,089.00	447.00
23. AMERICAN EXPRESS CO	07/06/2011	11/02/2012	1,304.00	1,209.00	95.00
8. AMERICAN EXPRESS CO	07/06/2011	11/19/2012	440.00	420.00	20.00
10. APPLE COMPUTER INC	02/17/2011	04/20/2012	5,837.00	3,583.00	2,254.00
1. APPLE COMPUTER INC	11/18/2010	07/16/2012	609.00	309.00	300.00
5. APPLE COMPUTER INC	09/01/2011	11/02/2012	2,883.00	1,912.00	971.00
2. APPLE COMPUTER INC	09/01/2011	11/19/2012	1,113.00	765.00	348.00
95. AUTODESK, INC	05/23/2011	09/18/2012	3,172.00	3,969.00	-797.00
86. AUTODESK, INC	09/01/2011	09/19/2012	2,896.00	3,377.00	-481.00
1. BHP LTD SPONSORED ADR	11/18/2010	04/20/2012	73.00	87.00	-14.00
20. BHP LTD SPONSORED ADR	02/17/2011	04/20/2012	1,468.00	1,879.00	-411.00
4. BHP LTD SPONSORED ADR	11/18/2010	11/02/2012	284.00	350.00	-66.00
6. BHP LTD SPONSORED ADR	09/01/2011	11/02/2012	425.00	508.00	-83.00
4. BHP LTD SPONSORED ADR	09/01/2011	11/19/2012	280.00	339.00	-59.00 *
34. BRISTOL MYERS SQUIBB C	09/01/2011	11/02/2012	1,127.00	1,016.00	111.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
JAMES M. SCHOONMAKER II FOUNDATION 02-41447	59-6964359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13. BRISTOL MYERS SQUIBB C	11/08/2011	11/19/2012	413.00	410.00	3.00
29. CHEVRONTEXACO CORP	02/17/2011	04/20/2012	2,978.00	2,819.00	159.00
14. CHEVRONTEXACO CORP	09/01/2011	11/02/2012	1,515.00	1,392.00	123.00
1. CHEVRONTEXACO CORP	12/23/2009	11/19/2012	104.00	77.00	27.00
5. CHEVRONTEXACO CORP	09/01/2011	11/19/2012	520.00	495.00	25.00
29. CITRIX SYS INC	04/11/2011	04/20/2012	2,281.00	2,166.00	115.00
26. CITRIX SYS INC	07/22/2010	05/07/2012	2,166.00	1,210.00	956.00
53. CITRIX SYS INC	04/11/2011	05/07/2012	4,415.00	3,891.00	524.00
8. CITRIX SYS INC	09/01/2011	11/02/2012	502.00	477.00	25.00
3. CITRIX SYS INC	09/01/2011	11/19/2012	181.00	179.00	2.00
35. COCA COLA CO	08/30/2011	11/02/2012	1,297.00	1,223.00	74.00
15. COCA COLA CO	08/30/2011	11/19/2012	555.00	524.00	31.00
19. CONOCOPHILLIPS	02/17/2011	04/20/2012	1,384.00	1,436.00	-52.00
11. CONOCOPHILLIPS	09/01/2011	10/12/2012	619.00	576.00	43.00
115. CONOCOPHILLIPS	11/19/2010	10/12/2012	6,467.00	5,397.00	1,070.00
29. COSTCO WHSL CORP NEW	02/02/2011	04/20/2012	2,544.00	2,085.00	459.00
13. COSTCO WHSL CORP NEW	09/01/2011	11/02/2012	1,248.00	1,040.00	208.00
6. COSTCO WHSL CORP NEW	09/01/2011	11/19/2012	578.00	480.00	98.00
60. DANAHER CORP	02/17/2011	04/20/2012	3,190.00	3,071.00	119.00
3. DANAHER CORP	11/18/2010	04/20/2012	159.00	130.00	29.00
31. DANAHER CORP	09/01/2011	11/02/2012	1,609.00	1,387.00	222.00
12. DANAHER CORP	09/01/2011	11/19/2012	632.00	537.00	95.00
36. WALT DISNEY CO	02/17/2011	04/20/2012	1,531.00	1,574.00	-43.00
19. WALT DISNEY CO	02/17/2011	11/02/2012	947.00	831.00	116.00
7. WALT DISNEY CO	02/17/2011	11/19/2012	333.00	306.00	27.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number 59-6964359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. DOMINION RES INC VA NEW	09/14/2010	04/20/2012	203.00	176.00	27.00
40. DOMINION RES INC VA NE	02/17/2011	04/20/2012	2,028.00	1,769.00	259.00
19. DOMINION RES INC VA NE	09/01/2011	11/02/2012	982.00	927.00	55.00
2. DOMINION RES INC VA NEW	09/14/2010	11/19/2012	100.00	88.00	12.00
6. DOMINION RES INC VA NEW	09/01/2011	11/19/2012	301.00	293.00	8.00
185. E I DU PONT DE NEMOUR	11/18/2010	02/06/2012	9,556.00	7,252.00	2,304.00
26. E I DU PONT DE NEMOURS	02/17/2011	04/20/2012	1,372.00	1,446.00	-74.00
13. E I DU PONT DE NEMOURS	02/17/2011	11/02/2012	574.00	723.00	-149.00
5. E I DU PONT DE NEMOURS	02/17/2011	11/19/2012	213.00	278.00	-65.00 *
6. EMC CORP MASS	11/18/2010	04/20/2012	167.00	130.00	37.00
95. EMC CORP MASS	02/17/2011	04/20/2012	2,650.00	2,589.00	61.00
47. EMC CORP MASS	09/01/2011	11/02/2012	1,180.00	1,046.00	134.00
1. EMC CORP MASS	11/18/2010	11/19/2012	24.00	22.00	2.00
18. EMC CORP MASS	09/01/2011	11/19/2012	436.00	401.00	35.00
36. EATON CORP	04/01/2011	04/20/2012	1,705.00	1,996.00	-291.00
18. EATON CORP	03/30/2011	11/02/2012	885.00	986.00	-101.00
7. EATON CORP	03/30/2011	11/19/2012	351.00	383.00	-32.00
45. EXXON MOBIL CORP	02/17/2011	04/20/2012	3,830.00	3,776.00	54.00
1. EXXON MOBIL CORP	11/18/2010	04/20/2012	85.00	70.00	15.00
22. EXXON MOBIL CORP	12/23/2009	11/02/2012	1,985.00	1,548.00	437.00
9. EXXON MOBIL CORP	09/01/2011	11/19/2012	784.00	666.00	118.00
26. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES IND	09/29/2011	11/19/2012	881.00	817.00	64.00
36. MFC FLEXSHARES TR TR I TARGET DURATION TIPS INDEX	09/29/2011	11/19/2012	916.00	897.00	19.00
1. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	09/29/2011	11/02/2012	26.00	25.00	1.00
35. MFC FLEXSHARES TR IBOX TARGET DURATION TIPS INDEX	09/29/2011	11/19/2012	923.00	871.00	52.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number

59-6964359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 15. FRANKLIN RESOURCES INC	02/17/2011	04/20/2012	1,845.00	1,946.00	-101.00
4. FRANKLIN RESOURCES INC	01/12/2010	04/20/2012	492.00	442.00	50.00
9. FRANKLIN RESOURCES INC	07/07/2011	11/02/2012	1,187.00	1,232.00	-45.00
3. FRANKLIN RESOURCES INC	07/07/2011	11/19/2012	389.00	411.00	-22.00 *
107. GENERAL ELECTRIC CO	02/17/2011	04/20/2012	2,069.00	2,306.00	-237.00
43. GENERAL ELECTRIC CO	02/17/2011	11/02/2012	927.00	927.00	
7. GENERAL ELECTRIC CO	01/12/2010	11/02/2012	151.00	117.00	34.00
20. GENERAL ELECTRIC CO	01/12/2010	11/19/2012	410.00	334.00	76.00
6. GOOGLE INC CL A	04/26/2010	04/20/2012	3,630.00	2,575.00	1,055.00
2. GOOGLE INC CL A	09/01/2011	11/02/2012	1,376.00	1,067.00	309.00
1. GOOGLE INC CL A	09/01/2011	11/19/2012	666.00	534.00	132.00
11. GOOGLE INC CL A	05/27/2009	12/05/2012	7,585.00	4,387.00	3,198.00
1. GOOGLE INC CL A	09/01/2011	12/05/2012	690.00	534.00	156.00
8. W W GRAINGER INC	02/17/2011	04/20/2012	1,737.00	1,072.00	665.00
7. W W GRAINGER INC	02/17/2011	04/26/2012	1,453.00	938.00	515.00
7. W W GRAINGER INC	09/13/2010	04/26/2012	1,453.00	804.00	649.00
6. W W GRAINGER INC	09/13/2010	04/27/2012	1,263.00	689.00	574.00
3. W W GRAINGER INC	09/01/2011	11/02/2012	603.00	454.00	149.00
1. W W GRAINGER INC	09/13/2010	11/19/2012	190.00	115.00	75.00
33. W W GRAINGER INC	09/13/2010	12/12/2012	6,377.00	3,761.00	2,616.00
35. H J HEINZ CO	02/17/2011	04/20/2012	1,865.00	1,694.00	171.00
90. H J HEINZ CO	11/18/2010	08/08/2012	4,971.00	4,229.00	742.00
51. H J HEINZ CO	08/19/2010	08/09/2012	2,811.00	2,389.00	422.00
44. H J HEINZ CO	08/19/2010	08/10/2012	2,418.00	2,052.00	366.00
53. INTL BUSINESS MACHINES	01/01/1980	01/13/2012	9,460.00	29.00	9,431.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number

59-6964359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13. INTL BUSINESS MACHINES	02/17/2011	04/20/2012	2,593.00	2,136.00	457.00
7. INTL BUSINESS MACHINES	09/01/2011	11/02/2012	1,354.00	1,196.00	158.00
2. INTL BUSINESS MACHINES	09/01/2011	11/19/2012	379.00	342.00	37.00
1299. INTL BUSINESS MACHIN	01/01/1980	12/10/2012	250,666.00	711.00	249,955.00
11. INTL BUSINESS MACHINES	09/01/2011	12/10/2012	2,123.00	1,834.00	289.00
65. J P MORGAN CHASE & CO	02/17/2011	04/20/2012	2,816.00	3,109.00	-293.00
17. J P MORGAN CHASE & CO	12/23/2009	04/20/2012	736.00	707.00	29.00
40. J P MORGAN CHASE & CO	11/18/2010	11/02/2012	1,696.00	1,660.00	36.00
16. J P MORGAN CHASE & CO	11/18/2010	11/19/2012	649.00	635.00	14.00
16. JOHNSON & JOHNSON	01/01/1980	04/20/2012	1,020.00	1.00	1,019.00
8. JOHNSON & JOHNSON	09/01/2011	11/02/2012	567.00	524.00	43.00
89. JOHNSON & JOHNSON	01/01/1980	11/16/2012	6,131.00	4.00	6,127.00
2. JOHNSON & JOHNSON	09/01/2011	11/16/2012	138.00	131.00	7.00
40. JOHNSON CONTROLS INC	02/17/2011	04/20/2012	1,303.00	1,684.00	-381.00
17. JOHNSON CONTROLS INC	09/01/2011	11/02/2012	446.00	529.00	-83.00
5. JOHNSON CONTROLS INC	11/18/2010	11/02/2012	131.00	184.00	-53.00
8. JOHNSON CONTROLS INC	09/01/2011	11/19/2012	207.00	249.00	-42.00 *
13. MCDONALDS CORP	09/22/2011	11/02/2012	1,129.00	1,130.00	-1.00
6. MCDONALDS CORP	09/22/2011	11/19/2012	509.00	515.00	-6.00 *
122. MCKESSON HBOC INC	11/18/2010	01/23/2012	9,377.00	7,481.00	1,896.00
43. MCKESSON HBOC INC	12/08/2009	01/24/2012	3,283.00	2,629.00	654.00
27. NATIONAL-OILWELL INC	02/17/2011	04/20/2012	2,108.00	2,199.00	-91.00
14. NATIONAL-OILWELL INC	09/01/2011	11/02/2012	1,003.00	970.00	33.00
4. NATIONAL-OILWELL INC	09/01/2011	11/19/2012	292.00	264.00	28.00
1. NATIONAL-OILWELL INC	11/18/2010	11/19/2012	73.00	62.00	11.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number
59-6964359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
6a 16. NIKE INC CLASS B	02/17/2011	04/20/2012	1,774.00	1,377.00	397.00	
7. NIKE INC CLASS B	09/01/2011	11/02/2012	662.00	608.00	54.00	
3. NIKE INC CLASS B	09/01/2011	11/19/2012	285.00	261.00	24.00	
15. NOBLE ENERGY INC	02/17/2011	04/20/2012	1,407.00	1,317.00	90.00	
7. NOBLE ENERGY INC	09/01/2011	11/02/2012	665.00	617.00	48.00	
3. NOBLE ENERGY INC	09/01/2011	11/19/2012	280.00	264.00	16.00	
15. NORFOLK SOUTHERN CORP	08/10/2011	11/02/2012	916.00	1,013.00	-97.00	
5. NORFOLK SOUTHERN CORP	08/10/2011	11/19/2012	286.00	338.00	-52.00	*
430. MFB NORTHERN FUNDS MU HIGH YIELD OPPORTUNITY FUND	02/17/2011	07/16/2012	4,489.00	4,739.00	-250.00	
6310. MFB NORTHERN FUNDS M HIGH YIELD OPPORTUNITY FUND	08/31/2011	11/02/2012	67,959.00	66,391.00	1,568.00	
936. MFB NORTHERN FUNDS MU HIGH YIELD OPPORTUNITY FUND	11/04/2011	11/19/2012	10,006.00	9,652.00	354.00	
64. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	02/17/2011	07/16/2012	1,131.00	1,166.00	-35.00	
7. MFB NORTHN FDS MULTI-MA REALESTATE FD	02/17/2011	11/02/2012	130.00	128.00	2.00	
262. MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	02/17/2011	11/19/2012	4,763.00	4,774.00	-11.00	*
168. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	07/15/2010	07/16/2012	2,827.00	3,424.00	-597.00	
639. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	09/01/2011	11/19/2012	11,451.00	13,419.00	-1,968.00	*
535. MFB NORTHN MULTI-MANA EQTY FD FD	02/17/2011	07/16/2012	4,526.00	5,489.00	-963.00	
38. MFB NORTHN MULTI-MANAG FD FD	02/17/2011	11/02/2012	351.00	390.00	-39.00	
1405. MFB NORTHN MULTI-MAN EQTY FD FD	02/17/2011	11/19/2012	12,828.00	14,415.00	-1,587.00	*
70. MFB NORTHN MULTIMGR SM	08/21/2006	04/20/2012	668.00	696.00	-28.00	
65. MFB NORTHN MULTIMGR SM	06/06/2011	07/16/2012	610.00	684.00	-74.00	
4. MFB NORTHN MULTIMGR SMA	06/06/2011	11/02/2012	38.00	42.00	-4.00	
166. MFB NORTHN MULTIMGR S	06/06/2011	11/19/2012	1,559.00	1,748.00	-189.00	*
1088. MFB NORTHN MULTIMGR	02/17/2011	04/20/2012	13,263.00	13,432.00	-169.00	
101. MFB NORTHN MULTIMGR M	12/16/2010	07/16/2012	1,156.00	1,168.00	-12.00	

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number 59-6964359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 7. MFB NORTHN MULTIMGR MID	12/16/2010	11/02/2012	85.00	81.00	4.00
261. MFB NORTHN MULTIMGR M	11/04/2011	11/19/2012	3,124.00	3,018.00	106.00
545. MFB NORTHN FDS SMALL	02/17/2011	04/20/2012	8,404.00	8,170.00	234.00
40. MFB NORTHN FDS SMALL C	12/16/2010	07/16/2012	614.00	579.00	35.00
3. MFB NORTHN FDS SMALL CA	12/16/2010	11/02/2012	48.00	43.00	5.00
102. MFB NORTHN FDS SMALL	12/16/2010	11/19/2012	1,581.00	1,476.00	105.00
9054. MFB NORTHERN FDS FIX	02/17/2011	04/20/2012	95,429.00	91,638.00	3,791.00
397. MFB NORTHERN FDS FIXE	12/27/2006	07/16/2012	4,264.00	3,918.00	346.00
29. MFB NORTHERN FDS FIXED	09/29/2011	11/02/2012	315.00	303.00	12.00
1020. MFB NORTHERN FDS FIX	11/04/2011	11/19/2012	11,067.00	10,761.00	306.00
160. ADR NOVARTIS AG SPONS ISIN #US66987V1098	11/18/2010	01/23/2012	8,862.00	8,689.00	173.00
5. OMNICOM GROUP	12/21/2010	04/20/2012	249.00	234.00	15.00
35. OMNICOM GROUP	02/17/2011	04/20/2012	1,746.00	1,758.00	-12.00
19. OMNICOM GROUP	12/21/2010	11/02/2012	915.00	887.00	28.00
8. OMNICOM GROUP	12/20/2010	11/19/2012	373.00	373.00	
9. ORACLE CORPORATION	11/18/2010	04/20/2012	264.00	255.00	9.00
85. ORACLE CORPORATION	02/17/2011	04/20/2012	2,497.00	2,809.00	-312.00
37. ORACLE CORPORATION	09/01/2011	11/02/2012	1,153.00	1,034.00	119.00
6. ORACLE CORPORATION	11/18/2010	11/02/2012	187.00	170.00	17.00
17. ORACLE CORPORATION	09/01/2011	11/19/2012	511.00	475.00	36.00
.5 PHILLIPS 66 COM	02/17/2011	05/01/2012	16.00	18.00	-2.00
57.5 PHILLIPS 66 COM	11/19/2010	05/07/2012	1,709.00	1,702.00	7.00
44. PIMCO COMMODITY REALRE STRATEGY FUND	02/17/2011	07/16/2012	297.00	412.00	-115.00
4. PIMCO COMMODITY REALRET FUND	02/17/2011	11/02/2012	27.00	37.00	-10.00
137. PIMCO COMMODITY REALR STRATEGY FUND	02/17/2011	11/19/2012	943.00	1,284.00	-341.00 *

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JAMES M. SCHOONMAKER II FOUNDATION 02-41447	59-6964359

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
6a 4. PRECISION CASTPARTS COR	10/24/2011	11/02/2012	692.00	688.00	4.00	
2. PRECISION CASTPARTS COR	10/25/2011	11/19/2012	352.00	344.00	8.00	
60. PRINCIPAL FINANCIAL GR	02/17/2011	04/20/2012	1,698.00	2,049.00	-351.00	
5. PRINCIPAL FINANCIAL GRO	12/06/2010	04/20/2012	142.00	150.00	-8.00	
123. PRINCIPAL FINANCIAL G	12/03/2010	06/05/2012	2,879.00	3,540.00	-661.00	
37. PRINCIPAL FINANCIAL GR	12/06/2010	06/05/2012	865.00	1,101.00	-236.00	
168. PRINCIPAL FINANCIAL G	05/07/2010	06/06/2012	4,037.00	4,741.00	-704.00	
17. PRINCIPAL FINANCIAL GR	05/07/2010	06/07/2012	417.00	480.00	-63.00	
34. PROCTER & GAMBLE CO	02/17/2011	04/20/2012	2,290.00	2,177.00	113.00	
5. PROCTER & GAMBLE CO	11/18/2010	04/20/2012	337.00	320.00	17.00	
18. PROCTER & GAMBLE CO	09/01/2011	11/02/2012	1,245.00	1,143.00	102.00	
7. PROCTER & GAMBLE CO	09/01/2011	11/19/2012	472.00	444.00	28.00	
1. PROCTER & GAMBLE CO	09/01/2011	12/05/2012	69.00	63.00	6.00	
112. PROCTER & GAMBLE CO	04/08/2010	12/05/2012	7,768.00	6,928.00	840.00	
28. QUALCOMM INC	07/15/2011	11/02/2012	1,659.00	1,536.00	123.00	
11. QUALCOMM INC	07/15/2011	11/19/2012	683.00	604.00	79.00	
13. MFC SPDR GOLD TR GOLD	02/17/2011	07/16/2012	2,008.00	1,756.00	252.00	
1. MFC SPDR GOLD TR GOLD S	02/17/2011	11/02/2012	163.00	135.00	28.00	
34. MFC SPDR GOLD TR GOLD	02/17/2011	11/19/2012	5,708.00	4,593.00	1,115.00	
63. SALESFORCE COM INC COM	07/15/2010	01/13/2012	6,541.00	5,991.00	550.00	
22. SALESFORCE COM INC COM	06/11/2010	01/17/2012	2,299.00	2,089.00	210.00	
20. SCHLUMBERGER LTD ISIN 6	02/28/2011	04/20/2012	1,458.00	1,854.00	-396.00	*
12. SCHLUMBERGER LTD ISIN 6	02/28/2011	11/02/2012	825.00	1,112.00	-287.00	
5. SCHLUMBERGER LTD ISIN #	02/28/2011	11/19/2012	348.00	463.00	-115.00	*
20. SIMON PPTY GROUP INC N	02/17/2011	04/20/2012	3,004.00	2,163.00	841.00	

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(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 36. SIMON PPTY GROUP INC N	09/01/2011	10/12/2012	5,500.00	3,807.00	1,693.00
6. SIMON PPTY GROUP INC NE	11/02/2010	11/02/2012	934.00	598.00	336.00
3. SIMON PPTY GROUP INC NE	11/02/2010	11/19/2012	444.00	299.00	145.00
11. SPECTRA ENERGY CORP CO	11/18/2010	03/01/2012	346.00	265.00	81.00
90. SPECTRA ENERGY CORP CO	02/17/2011	03/01/2012	2,833.00	2,384.00	449.00
83. SPECTRA ENERGY CORP CO	11/18/2010	03/02/2012	2,606.00	1,968.00	638.00
53. SPECTRA ENERGY CORP CO	02/19/2008	03/05/2012	1,653.00	1,246.00	407.00
73. SPECTRA ENERGY CORP CO	02/19/2008	03/06/2012	2,262.00	1,716.00	546.00
58. SPECTRA ENERGY CORP CO	02/19/2008	04/20/2012	1,764.00	1,363.00	401.00
27. SPECTRA ENERGY CORP CO	09/01/2011	11/02/2012	757.00	702.00	55.00
11. SPECTRA ENERGY CORP CO	09/01/2011	11/19/2012	304.00	286.00	18.00
35. THE TRAVELERS COMPANIE	02/17/2011	03/12/2012	2,019.00	2,094.00	-75.00
95. THE TRAVELERS COMPANIE	11/18/2010	03/12/2012	5,481.00	4,979.00	502.00
22. US BANCORP DEL NEW	02/17/2011	04/20/2012	685.00	625.00	60.00
50. US BANCORP DEL NEW	04/29/2008	04/20/2012	1,556.00	1,718.00	-162.00
35. US BANCORP DEL NEW	02/17/2011	11/02/2012	1,169.00	994.00	175.00
5. US BANCORP DEL NEW	12/20/2010	11/19/2012	159.00	131.00	28.00
8. US BANCORP DEL NEW	02/17/2011	11/19/2012	255.00	227.00	28.00
2. UNITED TECHNOLOGIES COR	12/27/2007	04/20/2012	163.00	153.00	10.00
15. UNITED TECHNOLOGIES CO	02/17/2011	04/20/2012	1,220.00	1,269.00	-49.00
9. UNITED TECHNOLOGIES COR	11/18/2010	11/02/2012	702.00	681.00	21.00
3. UNITED TECHNOLOGIES COR	11/18/2010	11/19/2012	229.00	226.00	3.00
50. UNITEDHEALTH GROUP INC	02/17/2011	04/20/2012	2,973.00	2,131.00	842.00
5. UNITEDHEALTH GROUP INC	02/17/2011	04/26/2012	289.00	213.00	76.00
26. UNITEDHEALTH GROUP INC	11/18/2010	04/26/2012	1,503.00	901.00	602.00

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6a 13. UNITEDHEALTH GROUP INC	12/15/2009	04/27/2012	752.00	406.00	346.00
78. UNITEDHEALTH GROUP INC	12/15/2009	06/20/2012	4,650.00	2,435.00	2,215.00
22. UNITEDHEALTH GROUP INC	12/15/2009	06/21/2012	1,311.00	687.00	624.00
13. UNITEDHEALTH GROUP INC	09/01/2011	11/02/2012	728.00	618.00	110.00
8. UNITEDHEALTH GROUP INC	09/01/2011	11/19/2012	418.00	380.00	38.00
10. V F CORP	09/01/2011	11/02/2012	1,579.00	1,118.00	461.00
4. V F CORP	04/28/2011	11/19/2012	626.00	430.00	196.00
15. VERIZON COMMUNICATIONS	09/28/2011	11/02/2012	667.00	557.00	110.00
6. VERIZON COMMUNICATIONS	09/28/2011	11/19/2012	254.00	223.00	31.00
20. WAL MART STORES INC	02/17/2011	04/20/2012	1,242.00	1,096.00	146.00
2. WAL MART STORES INC	12/29/2008	04/20/2012	124.00	110.00	14.00
123. WAL MART STORES INC	11/18/2010	08/01/2012	9,117.00	6,620.00	2,497.00
22. WELLS FARGO & CO NEW	12/03/2010	04/20/2012	730.00	633.00	97.00
80. WELLS FARGO & CO NEW	02/17/2011	04/20/2012	2,655.00	2,639.00	16.00
9. WELLS FARGO & CO NEW	12/03/2010	07/16/2012	305.00	259.00	46.00
41. WELLS FARGO & CO NEW	12/03/2010	11/02/2012	1,394.00	1,141.00	253.00
19. WELLS FARGO & CO NEW	11/18/2010	11/19/2012	611.00	524.00	87.00
32. WHOLE FOODS MKT INC	02/17/2011	04/20/2012	2,718.00	1,747.00	971.00
47. WHOLE FOODS MKT INC	02/02/2011	04/26/2012	3,898.00	2,440.00	1,458.00
23. WHOLE FOODS MKT INC	06/02/2010	04/27/2012	1,918.00	918.00	1,000.00
11. WHOLE FOODS MKT INC	02/02/2011	04/27/2012	917.00	571.00	346.00
10. WHOLE FOODS MKT INC	09/01/2011	11/02/2012	971.00	654.00	317.00
4. WHOLE FOODS MKT INC	09/01/2011	11/19/2012	364.00	262.00	102.00
47. WHOLE FOODS MKT INC	06/02/2010	12/12/2012	4,277.00	1,877.00	2,400.00
11. WHOLE FOODS MKT INC	09/01/2011	12/12/2012	1,001.00	720.00	281.00

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Employer identification number

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(a) Description of property (Example. 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 52. WHOLE FOODS MKT INC	06/02/2010	12/13/2012	4,676.00	2,077.00	2,599.00
3. WHOLE FOODS MKT INC	06/02/2010	12/14/2012	267.00	120.00	147.00
30. COVIDIEN PLC USD0.20(P CONSLDTN)	02/17/2011	04/20/2012	1,630.00	1,534.00	96.00
1. COVIDIEN PLC USD0.20(PO	02/04/2010	04/20/2012	54.00	51.00	3.00
14. COVIDIEN PLC USD0.20(P CONSLDTN)	09/01/2011	11/02/2012	776.00	725.00	51.00
6. COVIDIEN PLC USD0.20(PO	09/01/2011	11/19/2012	340.00	311.00	29.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 330,548.00

* INDICATES WASH SALE

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
136 000	78 44	0 00	10,667 84	9,520 55	1,147 29	0 00	1,147 29
Total USD		0 00	10,667 84	9,520 55	1,147 29	0 00	1,147 29
Total Australia		0 00	10,667 84	9,520 55	1,147 29	0 00	1,147 29
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
314 000	57 48	0 00	18,048 72	14 800 19	3,248 53	0 00	3,248 53
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
183 000	37 13	0 00	6,794 79	6,175 33	619 46	0 00	619 46
AMGEN INC COM CUSIP 031162100							
165 000	86 32	0 00	14,242 80	11,407 72	2,835 08	0 00	2,835 08
APPLE INC COM STK CUSIP 037833100							
88 000	533 03	0 00	46,906 64	18,148 18	28,758 46	0 00	28,758 46
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
474 000	32 59	0 00	15,447 66	14,170 82	1,276 84	0 00	1,276 84
CHEVRON CORP COM CUSIP 166764100							
200 000	108 14	0 00	21,628 00	15,632 92	5,995 08	0 00	5,995 08
CITRIX SYS INC COM CUSIP 177376100							
122 000	65 75	0 00	8,021 50	6,328 28	1,693 22	0 00	1,693 22

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
COCA COLA CO COM CUSIP 191216100							
508 000	36 25	0 00	18,415 00	17,708 47	706 53	0 00	706 53
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
187 000	98 77	0 00	18,469 99	12,833 72	5,636 27	0 00	5,636 27
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
205 000	57 74	0 00	11,836 70	9,209 18	2,627 52	0 00	2 627 52
CVS CAREMARK CORP COM STK CUSIP 126650100							
376 000	48 35	0 00	18 179 60	16,912 02	1,267 58	0 00	1,267 58
DANAHER CORP COM CUSIP 235851102							
438 000	55 90	0 00	24,484 20	13,831 87	10,652 33	0 00	10,652 33
DOMINION RES INC VA NEW COM CUSIP 25746U109							
270 000	51 80	0 00	13,986 00	12,327 38	1,658 62	0 00	1,658 62
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
284 000	44 97	0 00	12 771 48	12,243 44	528 04	0 00	528 04
EATON CORP PLC COM USD0 50 CUSIP G29183103							
243 000	54 20	0 00	13,170 60	12,563 28	607 32	0 00	607 32
EMC CORP COM CUSIP 268648102							
844 000	25 30	0 00	21,353 20	17,991 45	3,361 75	0 00	3,361 75

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
EMERSON ELECTRIC CO COM CUSIP 291011104							
253 000	52 96	0 00	13,398 88	13,116 63	282 25	0 00	282 25
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
308 000	54 00	0 00	16,632 00	16,153 95	478 05	0 00	478 05
EXXON MOBIL CORP COM CUSIP 30231G102							
317 000	86 55	0 00	27,436 35	16,912 27	10,524 08	0 00	10,524 08
FRKLN RES INC COM CUSIP 354613101							
125 000	125 70	0 00	15,712 50	14,187 42	1,525 08	0 00	1,525 08
GENERAL ELECTRIC CO CUSIP 369604103							
902 000	20 99	171 38	18,932 98	16,051 20	2,881 78	0 00	2,881 78
GOOGLE INC CL A CL A CUSIP 38259P508							
25 000	709 37	0 00	17,734 25	13,364 09	4,370 16	0 00	4 370 16
HOME DEPOT INC COM CUSIP 437076102							
427 000	61 85	0 00	26,409 95	19,714 16	6,695 79	0 00	6,695 79
INTEL CORP COM CUSIP 458140100 INTC							
467 000	20 63	0 00	9,634 21	12,666 44	-3,032 23	0 00	-3,032 23
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
84 000	123 81	0 00	10,400 04	10,660 77	-260 73	0 00	-260 73

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
92 000	191 55	0 00	17,622 60	50 38	17,572 22	0 00	17,572 22
JOHNSON CTL INC COM CUSIP 478366107							
298 000	30 70	0 00	9,148 60	8,145 65	1,002 95	0 00	1,002 95
JPMORGAN CHASE & CO COM CUSIP 46625H100							
557 000	43 97	0 00	24,491 29	19,381 88	5,109 41	0 00	5,109 41
MC DONALDS CORP COM CUSIP 580135101							
207 000	88 21	0 00	18,259 47	18,045 59	213 88	0 00	213 88
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
194 000	68 35	0 00	13,259 90	7 923 62	5,336 28	0 00	5 336 28
NIKE INC CL B CUSIP 654106103							
188 000	51 60	0 00	9,700 80	7,089 12	2,611 68	0 00	2 611 68
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103							
370 000	34 82	0 00	12,883 40	13 508 52	-625 12	0 00	-625 12
NOBLE ENERGY INC COM CUSIP 655044105							
93 000	101 74	0 00	9,461 82	6,333 64	3,128 18	0 00	3,128 18
NORFOLK SOUTHN CORP COM CUSIP 655844108							
201 000	61 84	0 00	12,429 84	13,480 04	-1,050 20	0 00	-1,050 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
NUCOR CORP COM CUSIP 670346105							
179 000	43 18	65 78	7,729 22	8,023 58	-294 36	0 00	-294 36
OMNICOM GROUP INC COM CUSIP 681919106							
269 000	49 96	0 00	13,439 24	12,187 14	1,252 10	0 00	1,252 10
ORACLE CORP COM CUSIP 68389X105 ORCL							
608 000	33 32	0 00	20,258 56	16,694 70	3,563 86	0 00	3,563 86
PFIZER INC COM CUSIP 717081103							
1,035 000	25 08	0 00	25,957 80	25,271 15	686 65	0 00	686 65
PRECISION CASTPARTS CORP COM CUSIP 740189105							
68 000	189 42	0 00	12,880 56	11,347 75	1,532 81	0 00	1,532 81
PROCTER & GAMBLE COM NPV CUSIP 742718109							
133 000	67 89	0 00	9,029 37	7,235 22	1,794 15	0 00	1,794 15
QUALCOMM INC COM CUSIP 747525103 QCOM							
393 000	62 02	0 00	24,373 86	21,162 22	3 211 64	0 00	3,211 64
SCHLUMBERGER LTD COM COM CUSIP 806857108							
174 000	69 29	44 27	12,056 46	14,469 74	-2,413 28	0 00	-2,413 28
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
389 000	27 38	0 00	10,650 82	8,400 11	2,250 71	0 00	2,250 71

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
ST JUDE MED INC COM CUSIP 790849103							
266 000	36 14	61 18	9,613 24	11,247 78	-1,634 54	0 00	-1,634 54
STARBUCKS CORP COM CUSIP 855244109							
281 000	53 62	0 00	15,067 22	12,913 93	2,153 29	0 00	2,153 29
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
120 000	82 01	0 00	9,841 20	6,962 19	2,879 01	0 00	2,879 01
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
274 000	54 24	0 00	14,861 76	11,839 52	3,022 24	0 00	3,022 24
US BANCORP CUSIP 902973304 USB							
487 000	31 94	94 96	15,554 78	12,264 85	3,289 93	0 00	3,289 93
V F CORP COM CUSIP 918204108							
139 000	150 97	0 00	20,984 83	15,137 11	5,847 72	0 00	5,847 72
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
209 000	43 27	0 00	9,043 43	7,862 00	1,181 43	0 00	1,181 43
WALT DISNEY CO CUSIP 254687106							
258 000	49 79	0 00	12,845 82	7,969 05	4,876 77	0 00	4,876 77
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
694 000	34 18	0 00	23,720 92	18,926 31	4,794 61	0 00	4,794 61
Total USD		437 57	835,214 85	668,983 97	166,230 88	0 00	166,230 88

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
Total United States		437 57	835,214 85	668,983 97	166,230 88	0 00	166,230 88
Total Common Stock							
16,121.000		**437.57**	**845,882.69**	**678,504 52**	**167,378.17**	**0.00**	**167,378.17**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
21,478 620	19 18	0 00	411,959 93	350,133 12	61,826 81	0 00	61,826 81
Total USD		0 00	411,959 93	350,133 12	61,826 81	0 00	61,826 81
Total Emerging Markets Region		0 00	411,959 93	350,133 12	61,826 81	0 00	61,826 81
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
917 000	35 62	337 37	32,663 54	29,536 27	3,127 27	0 00	3,127 27
Total USD		337 37	32,663 54	29,536 27	3,127 27	0 00	3,127 27
Total Global Region		337 37	32,663 54	29,536 27	3,127 27	0 00	3,127 27
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
49,616 800	9 56	0 00	474,336 60	407,610 49	66,726 11	0 00	66,726 11
Total USD		0 00	474,336 60	407,610 49	66,726 11	0 00	66,726 11
Total International Region		0 00	474,336 60	407,610 49	66,726 11	0 00	66,726 11
United States - USD							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
3,623 620	16 37	0 00	59,318 65	52,611 17	6,707 48	0 00	6,707 48
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
9,594 850	11 89	0 00	114,082 76	86,291 57	27,791 19	0 00	27,791 19
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
5,962 920	9 74	0 00	58,078 84	51,171 14	6,907 70	0 00	6,907 70
Total USD		0 00	231,480 25	190,073 88	41,406 37	0 00	41,406 37
Total United States		0 00	231,480 25	190,073 88	41,406 37	0 00	41,406 37
Total Equity Funds **91,193.810**		**337.37**	**1,150,440 32**	**977,353 76**	**173,086.56**	**0.00**	**173,086.56**
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
102 000	158 09	0 00	16,125 18	10,219 13	5,906 05	0 00	5,906 05
Total USD		0 00	16,125 18	10,219 13	5,906 05	0 00	5,906 05
Total United States		0 00	16,125 18	10,219 13	5,906 05	0 00	5,906 05
Total Other Equity **102.000**		**0.00**	**16,125.18**	**10,219.13**	**5,906.05**	**0.00**	**5,906.05**
Total Equity Securities **107,416.810**		**774 94**	**2,012,448 19**	**1,666,077.41**	**346,370.78**	**0.00**	**346,370 78**

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
36,842 790	10 63	0 00	391,638 85	377,399 97	14,238 88	0 00	14,238 88
Issue Date 25 Aug 08							
MFB NORTHERN FDS ULTRA SHORT FIXED INCOME FD CUSIP 665162467							
3,166 860	10 21	0 00	32,333 64	32 396 90	-63 26	0 00	-63 26
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442							
33,349 270	10 81	0 00	360,505 60	339,657 27	20,848 33	0 00	20,848 33
Total USD		0 00	784,478 09	749,454 14	35,023 95	0 00	35,023 95
Total United States		0 00	784,478 09	749,454 14	35,023 95	0 00	35,023 95
Total Corporate/Government **73,358.920**		**0 00**	**784,478 09**	**749,454.14**	**35,023.95**	**0.00**	**35,023.95**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
1,225 000	26 30	122 21	32,217 50	30,708 22	1,509 28	0 00	1,509 28
Issue Date 07 Dec 12							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
1,245 000	25 52	8 08	31,772 40	31,124 83	647 57	0 00	647 57
Issue Date 07 Dec 12							
Total USD		130 29	63,989 90	61,833 05	2,156 85	0 00	2,156 85

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Other bonds							
Total United States		130 29	63,989 90	61,833 05	2,156 85	0 00	2,156 85
Total Other Bonds							
2,470.000		**130 29**	**63,989 90**	**61,833 05**	**2,156.85**	**0.00**	**2,156 85**
Total Fixed Income Securities							
75,828.920		**130.29**	**848,467.99**	**811,287.19**	**37,180.80**	**0.00**	**37,180.80**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
9,247 200	18 31	0 00	169,316 23	134,733 85	34,582 38	0 00	34,582 38
Total USD		0 00	169,316 23	134,733 85	34,582 38	0 00	34,582 38
Total Global Region		0 00	169,316 23	134,733 85	34,582 38	0 00	34,582 38
Total Real Estate Funds							
9,247.200		**0.00**	**169,316.23**	**134,733 85**	**34,582.38**	**0.00**	**34,582.38**
Total Real Estate							
9,247 200		**0.00**	**169,316.23**	**134,733.85**	**34,582.38**	**0.00**	**34,582.38**

Commodities

Commodities

Global Region - USD

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
1,192 000	162 01	0 00	193,115 92	152,739 69	40,376 23	0 00	40,376 23
Total USD		0 00	193,115 92	152,739 69	40,376 23	0 00	40,376 23
Total Global Region		0 00	193,115 92	152,739 69	40,376 23	0 00	40,376 23
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
4,880 900	6 64	0 00	32,409 17	33 425 47	-1,016 30	0 00	-1,016 30
Total USD		0 00	32,409 17	33,425 47	-1,016 30	0 00	-1,016 30
Total United States		0 00	32,409 17	33,425 47	-1,016 30	0 00	-1,016 30
Total Commodities **6,072 900**		**0 00**	**225,525.09**	**186,165.16**	**39,359.93**	**0.00**	**39,359.93**
Total Commodities **6,072.900**		**0.00**	**225,525.09**	**186,165.16**	**39,359.93**	**0.00**	**39,359 93**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	1 19	137,227 70	137,227 70	0 00	0 00	0 00
Total short term - all currencies		1 19	137,227 70	137,227 70	0 00	0 00	0 00

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Short Term Investments							
Short term							
Total short term - all countries		1 19	137,227 70	137,227 70	0 00	0 00	0 00
Total Short Term							
137,227.700		**1.19**	**137,227.70**	**137,227.70**	**0 00**	**0.00**	**0.00**
Total Cash and Short Term Investments							
137,227.700		**1.19**	**137,227.70**	**137,227.70**	**0.00**	**0.00**	**0 00**
Total							
335,793.530		**906.42**	**3,392,985.20**	**2,935,491.31**	**457,493.89**	**0.00**	**457,493.89**