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Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation
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2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation 02-97314		MCCUNE FAMILY FOUNDATION UNDER AGREEMENT		A Employer identification number 26-1595257	
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 803878		Room/suite		B Telephone number (see instructions) 312-630-6000	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60680				C If exemption application is pending, check here ► <input type="checkbox"/>	
G Check all that apply: Initial return Final return Address change		Initial return of a former public charity Amended return Name change		D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
H Check type of organization: Section 4947(a)(1) nonexempt charitable trust		Section 501(c)(3) exempt private foundation Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 26,178,155.		J Accounting method: Cash <input checked="" type="checkbox"/> Accrual Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		24,868,827.			
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		369,602.	367,022.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a		2,050,887.			
7 Capital gain net income (from Part IV, line 2)			2,050,887.		
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		27,289,316.	2,417,909.		
13 Compensation of officers, directors, trustees, etc.		36,505.	32,854.		3,651.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)		STMT 2.	210.	NONE	210.
b Accounting fees (attach schedule)		STMT 3.	2,000.	1,000.	1,000.
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)		STMT 4.	12,380.	11,858.	
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)		STMT 5.	15.		15.
24 Total operating and administrative expenses.					
Add lines 13 through 23		51,110.	45,712.	NONE	4,876.
25 Contributions, gifts, grants paid		328,500.			328,500.
26 Total expenses and disbursements. Add lines 24 and 25		379,610.	45,712.	NONE	333,376.
27 Subtract line 26 from line 12:		26,909,706.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			2,372,197.		
c Adjusted net income (if negative, enter -0-)					

Assets	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	
1	Cash - non-interest-bearing		35,264.	574,102.
2	Savings and temporary cash investments			574,102.
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 6.	283,980.	14,797,781.	15,062,563.
c	Investments - corporate bonds (attach schedule) STMT 7.	265,995.	9,551,983.	9,527,304.
11	Investments - land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 8.	29,936.	1,009,713.	1,014,186.
14	Land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
15	Other assets (describe ►)	39,531.		
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	654,706.	25,933,579.	26,178,155.
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
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
	Permanently restricted			
27	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input checked="" type="checkbox"/>			
28	Capital stock, trust principal, or current funds	654,706.	25,933,579.	
29	Paid-in or capital surplus, or land, bldg., and equipment fund			
30	Retained earnings, accumulated income, endowment, or other funds			
31	Total net assets or fund balances (see instructions)	654,706.	25,933,579.	
	Total liabilities and net assets/fund balances (see instructions)	654,706.	25,933,579.	

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	654,706.
2	Enter amount from Part I, line 27a	2	26,909,706.
3	Other increases not included in line 2 (itemize) ► WASH SALE	3	58.
4	Add lines 1, 2, and 3	4	27,564,470.
5	Decreases not included in line 2 (itemize) ► UNREALIZED GAIN FOR TRANSFERRED SECURITIES	5	1,630,891.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,933,579.

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 20,737,098.		18,686,211.	2,050,887.		
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			2,050,887.		
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	2,050,887.	
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))
2012	150,973.	854,921.	0.176593
2011	902.	823,714.	0.001095
2010	90,642.	828,666.	0.109383
2009	90,635.	753,997.	0.120206
2008	7,708.	889,007.	0.008670

- 2 Total of line 1, column (d)** **2** 0.415947
- 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** 0.083189
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5** **4** 8,986,786.
- 5 Multiply line 4 by line 3** **5** 747,602.
- 6 Enter 1% of net investment income (1% of Part I, line 27b)** **6** 23,722.
- 7 Add lines 5 and 6** **7** 771,324.
- 8 Enter qualifying distributions from Part XII, line 4** **8** 333,376.

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 ► <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary - see instructions)	1	47,444.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
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	47,444.	
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	47,444.	
6 Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	632.	
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	632.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	46,812.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► <input type="checkbox"/> Refunded ► <input type="checkbox"/> NONE	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10	X	

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?

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.

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1c Did the foundation file Form 1120-POL for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

1e 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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

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. . . .

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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . .

STMT 9

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	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 ► <u>N/A</u>			
14	The books are in care of ► <u>THE NORTHERN TRUST COMPANY</u> Telephone no. ► <u>(312) 630-6000</u> Located at ► <u>P.O. BOX 803878, CHICAGO, IL</u> ZIP+4 ► <u>60680</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15	► <input type="checkbox"/>
16	At any time during calendar year 2013, 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X			
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)			
<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X			
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 ► <input type="checkbox"/>			
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X	
b	If "Yes," did it have excess business holdings in 2013 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 2013.)	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 2013?	4b	X

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

5a	During the year did the foundation pay or incur any amount to:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>					
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	X
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?				

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 6320 VENTURE DR., BRANDENTON, FL 34202	TRUSTEE 40	36,505.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ► **NONE**

Form 990-PF (2013)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

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	9,123,641.
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	9,123,641.
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	9,123,641.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	136,855.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,986,786.
6	Minimum investment return. Enter 5% of line 5	6	449,339.

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	449,339.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	47,444.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	47,444.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	401,895.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	401,895.
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	401,895.

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	333,376.
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	333,376.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	333,376.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				401,895.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20_____,20_____,20_____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	26,013.			
d From 2011	NONE			
e From 2012	109,271.			
f Total of lines 3a through e	135,284.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 333,376.				
a Applied to 2012, but not more than line 2a			NONE	
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 2013 distributable amount			333,376.	
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	68,519.			68,519.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	66,765.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)		NONE		
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	66,765.			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	66,765.			
e Excess from 2013				

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

NOT APPLICABLE

a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ►

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
a 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 XI, 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)(ii)					
(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).)

N/A

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 address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
SOUTHEASTERN GUIDE DOGS, INC 4210 77TH STREET EAST Palmetto FL 34221-9270	N/A	PUBLIC	FOR 2013 GRANT FOR SIGNS	121,000.
FLORIDA SHERIFFS YOUTH RANCHES, INC P. O. BOX 2000 Boys Ranch FL 32064	N/A	PUBLIC	TO ASSIST WITH THE COST OF RANCH	107,500.
WOODSHOLE OCEANOGRAPHIC INSTITUTION 86 WATER ST. WOODS HOLE MA 02543	N/A	PUBLIC	FOR CAPTAIN AND CHIEF ENGINEER STATEROOMS	100,000.
Total			► 3a	328,500.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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****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****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)

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

(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

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?	Yes	No
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.		

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

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

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

**Sign
Here**

► James H. Costello
Signature of officer or trustee

05/08/2014

Date

► VICE PRESIDENT

Title

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

THE NORTHERN TRUST COMPANY

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no	

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990

Name of the organization

Employer identification number

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

26-1595257

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

Employer identification number

26-1595257

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	FRANCIS K MCCUNE EXEMPT MARITAL C/O THE NORTHERN TRUST COMPANY CHICAGO, IL 60680	\$ 6,621.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	FRANCIS K MCCUNE NON-EXEMPT MARITAL C/O THE NORTHERN TRUST COMPANY CHICAGO, IL 60680	\$ 791,923.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	FRANCIS K MCCUNE NON-EXEMPT MARITAL C/O THE NORTHERN TRUST COMPANY CHICAGO, IL 60680	\$ 15,638,244.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4	FRANCIS K MCCUNE GPOA MARITAL C/O THE NORTHERN TRUST COMPANY CHICAGO, IL 60680	\$ 456,048.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	FRANCIS K MCCUNE GPOA MARITAL C/O THE NORTHERN TRUST COMPANY CHICAGO, IL 60680	\$ 7,675,991.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
6	MARY W MCCUNE IRREVOCABLE TRUST C/O THE NORTHERN TRUST COMPANY CHICAGO, IL 60680	\$ 300,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

Employer identification number

26-1595257

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
3	VARIOUS SECURITIES (SEE ATTACHED)	\$ 15,638,244.	09/19/2013
5	VARIOUS SECURITIES (SEE ATTACHED)	\$ 7,675,991.	09/20/2013
	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	(b) Description of noncash property given	\$	
	(b) Description of noncash property given	\$	(d) Date received
	(b) Description of noncash property given	\$	(d) Date received
	(b) Description of noncash property given	\$	

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**

OMB No. 1545-0092

► Attach to Form 1041, Form 5227, or Form 990-T.
 ► Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
 ► Information about Schedule D and its separate instructions is at www.irs.gov/form1041

2013

Name of estate or trust

Employer identification number

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

26-1595257

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	846,322.	849,350.	61.	-2,967.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ►			7	-2,967.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	19,806,933.	17,856,659.		1,950,274.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	
13 Capital gain distributions			13	103,580.
14 Gain from Form 4797, Part I			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15 ()	
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ►			16	2,053,854.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2013

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Part III	Summary of Parts I and II	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss)	17		-2,967.
18	Net long-term gain or (loss):			
a	Total for year	18a		2,053,854.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		12.
c	28% rate gain	18c		5,703.
19	Total net gain or (loss). Combine lines 17 and 18a ►	19		2,050,887.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20	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:	20	()
a	The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34).	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23	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)	23		
24	Add lines 22 and 23	24		
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ►	25		
26	Subtract line 25 from line 24. If zero or less, enter -0-	26		
27	Subtract line 26 from line 21. If zero or less, enter -0-	27		
28	Enter the smaller of the amount on line 21 or \$2,450	28		
29	Enter the smaller of the amount on line 27 or line 28	29		
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ►	30		
31	Enter the smaller of line 21 or line 26	31		
32	Subtract line 30 from line 26	32		
33	Enter the smaller of line 21 or \$11,950	33		
34	Add lines 27 and 30	34		
35	Subtract line 34 from line 33. If zero or less, enter -0-	35		
36	Enter the smaller of line 32 or line 35	36		
37	Multiply line 36 by 15% ►	37		
38	Enter the amount from line 31	38		
39	Add lines 30 and 36	39		
40	Subtract line 39 from line 38. If zero or less, enter -0-	40		
41	Multiply line 40 by 20% ►	41		
42	Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43	Add lines 37, 41, and 42	43		
44	Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ►	45		

Form 8949

Sales and Other Dispositions of Capital Assets

OMB No. 1545-0074

2013

Attachment Sequence No 12A

Department of the Treasury
Internal Revenue Service

Name(s) shown on return

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

Social security number or taxpayer identification number

26-1595257

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
1673. EMERSON ELECTRIC CO		12/14/2012	12/11/2013	111,544.00	86,730.00			24,814.00
236. EXXON MOBIL CORP		12/11/2013	12/11/2013	22,350.00	22,350.00			
1352.51 GENERAL ELECTRIC C		12/12/2012	12/11/2013	36,032.00	29,545.00			6,487.00
785. MFB NORTHN MID CAP IN		12/11/2013	12/13/2013	13,251.00	13,204.00			47.00
3262. MFB NORTHN INTL EQTY		12/11/2013	12/13/2013	38,981.00	39,307.00			-326.00
1274.9 MFB NORTHERN FUNDS ADVANTAGED ULTRA SHORT		12/11/2013	12/11/2013	12,953.00	12,940.00			13.00
3397.51 MFB NORTHN FDS MUL GLOBAL REALESTATE FD		12/19/2012	12/11/2013	61,359.00	61,223.00			136.00
3. MFB NORTHERN FUNDS BD I		12/11/2013	12/13/2013	31.00	31.00			
391. MFB NORTHERN FUNDS BD		12/11/2013	12/13/2013	4,094.00	4,098.00	W	4.00	
1830. MFB NORTHERN FDS GLO ESTATE INDEX FD		12/11/2013	12/13/2013	16,470.00	16,525.00			-55.00
619.48 MFB NORTHN MULTIMGR FD		12/19/2012	12/11/2013	7,973.00	6,046.00			1,927.00
2187.76 MFB NORTHN MULTIMG		12/19/2012	12/11/2013	33,692.00	26,078.00			7,614.00
2551. MFB NORTHN FUNDS EME EQTY EQTY INDEX FD		12/11/2013	12/13/2013	28,826.00	29,030.00			-204.00
38.42 MFB NORTHN FDS SMALL		12/19/2012	12/11/2013	829.00	627.00			202.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
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Form 8949 (2013)

Department of the Treasury
Internal Revenue Service

► **Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

26-1595257

Most brokers issue their own substitute statement

most brokers issue their own substantiation statement instead of using Form 1099-E. They also may provide basic information (symbol, year, cost, etc.) on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I **Short-Term.** Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (C) Short-term transactions not reported to you on Form 1099-B

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) □

846,322. 849,350. 61. -2,967.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
2015-2-200

Form 8949 (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side.)

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

Social security number or taxpayer identification number

26-1595257

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
2075. AMERICAN EXPRESS CO		10/30/2012	12/11/2013	175,445.00	115,035.00			60,410.00
1210. AMERICAN WTR WKS CO		10/30/2012	12/11/2013	49,130.00	44,188.00			4,942.00
1092. AMGEN INC		10/30/2012	12/11/2013	124,469.00	94,825.00			29,644.00
582. APPLE COMPUTER INC		12/05/2012	12/11/2013	327,625.00	339,172.00			-11,547.00
897. BHP LTD SPONSORED ADR		10/30/2012	11/21/2013	62,322.00	63,160.00			-838.00
91. BRISTOL MYERS SQUIBB C		09/01/2011	04/29/2013	3,629.00	2,656.00			973.00
2490. CVS CORP		10/30/2012	12/11/2013	170,398.00	114,948.00			55,450.00
1321. CHEVRONTEXACO CORP		10/30/2012	12/11/2013	161,912.00	144,917.00			16,995.00
810. CITRIX SYS INC		10/30/2012	12/11/2013	47,110.00	50,632.00			-3,522.00
3358. COCA COLA CO		10/30/2012	12/11/2013	135,225.00	124,312.00			10,913.00
1238. COSTCO WHSL CORP NEW		10/30/2012	12/11/2013	147,761.00	119,571.00			28,190.00
2899. DANAHER CORP		10/30/2012	12/11/2013	215,695.00	150,126.00			65,569.00
1709. WALT DISNEY CO		10/30/2012	12/11/2013	121,374.00	84,512.00			36,862.00
52. DOMINION RES INC VA NE		11/18/2010	04/29/2013	3,184.00	2,273.00			911.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side.)

Social security number or taxpayer identification number

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

26-1595257

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
35. E I DU PONT DE NEMOURS		09/01/2011	07/03/2013	1,831.00	1,404.00			427.00
5581. EMC CORP MASS		12/05/2012	12/11/2013	130,417.00	135,371.00			-4,954.00
2039. EXPRESS SCRIPTS HLDG		11/16/2012	12/11/2013	137,203.00	123,395.00			13,808.00
1865. EXXON MOBIL CORP		10/30/2012	12/11/2013	176,624.00	169,031.00			7,593.00
9792. MFC FLEXSHARES TR IB TARGET DURATION TIPS IN		10/30/2012	12/11/2013	244,796.00	256,776.00			-11,980.00
2490. FRANKLIN RESOURCES I		10/30/2012	12/11/2013	134,712.00	105,376.00			29,336.00
4611.49 GENERAL ELECTRIC C		10/30/2012	12/11/2013	122,853.00	96,968.00			25,885.00
168. GOOGLE INC CL A		10/30/2012	12/11/2013	181,336.00	113,082.00			68,254.00
2825. HOME DEPOT INC		10/30/2012	12/11/2013	224,983.00	170,837.00			54,146.00
3089. INTEL CORP		10/30/2012	12/11/2013	75,773.00	67,940.00			7,833.00
553. INTERCONTINENTALEXCHA INC COM COM		10/30/2012	12/11/2013	121,270.00	72,366.00			48,904.00
609. INTL BUSINESS MACHINE		10/30/2012	12/11/2013	107,026.00	116,420.00			-9,394.00
3685. J P MORGAN CHASE & C		10/30/2012	12/11/2013	207,343.00	151,398.00			55,945.00
57. JOHNSON CONTROLS INC		09/10/2009	04/29/2013	2,002.00	1,518.00			484.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return. (Name and SSN or taxpayer identification no. not required if shown on other side.)

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

Social security number or taxpayer identification number

26-1595257

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Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
1376. MCDONALDS CORP		10/30/2012	12/11/2013	131,368.00	119,749.00			11,619.00
1283. NATIONAL-OILWELL INC		10/30/2012	12/11/2013	100,857.00	94,773.00			6,084.00
1241. NIKE INC CLASS B		10/30/2012	12/11/2013	95,667.00	56,012.00			39,655.00
18. NOBLE ENERGY INC		04/16/2009	04/29/2013	2,041.00	1,067.00			974.00
1333. NORFOLK SOUTHERN COR		10/30/2012	12/11/2013	118,036.00	83,704.00			34,332.00
35489. MFB NORTHERN FUNDS ADVANTAGED ULTRA SHORT		11/02/2012	12/11/2013	360,568.00	360,213.00			355.00
63746.6 MFB NORTEN FDS MUL GLOBAL REALESTATE FD		11/02/2012	12/11/2013	1,151,264.00	1,153,701.00			-2,437.00
125179.31 MFB NORTEN FDS M EMERGING MKTS EQTY FD		11/02/2012	12/11/2013	2,370,896.00	2,250,231.00			120,665.00
275325.42 MFB NORTEN MULTI INTL EQTY FD FD		10/30/2012	12/11/2013	2,932,216.00	2,518,244.00			413,972.00
32482.29 MFB NORTEN MULTIM FD		10/30/2012	12/11/2013	418,047.00	310,606.00			107,441.00
51059.15 MFB NORTEN MULTIM FD		10/30/2012	12/11/2013	786,311.00	609,565.00			176,746.00
20152.5 MFB NORTEN FDS SMA FD		10/30/2012	12/11/2013	434,689.00	317,380.00			117,309.00
2385.12 MFB NORTEN HI YIEL		04/20/2012	07/03/2013	17,793.00	17,364.00			429.00
108310. MFB NORTEN HI YIEL		10/30/2012	12/11/2013	826,405.00	809,076.00			17,329.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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26-1595257

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You **must** check Box D, E, or F below. Check **only one box**. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
14844.87 MFB NORTHERN FDS FD		12/19/2011	12/11/2013	151,121.00	149,955.00			1,166.00
361204.57 MFB NORTHERN FDS I FD BOND FUND		11/02/2012	12/11/2013	3,720,407.00	3,969,638.00			-249,231.00
1189. NUCOR CORP		10/30/2012	12/11/2013	61,657.00	48,178.00			13,479.00
1782. OMNICOM GROUP		10/30/2012	11/21/2013	126,138.00	84,906.00			41,232.00
4026. ORACLE CORPORATION		10/30/2012	12/11/2013	139,298.00	124,330.00			14,968.00
6838. PFIZER INC		12/05/2012	12/11/2013	210,719.00	165,990.00			44,729.00
1094.98 PIMCO COMMODITY RE STRATEGY FUND		04/20/2012	07/03/2013	6,187.00	7,242.00			-1,055.00
452. PRECISION CASTPARTS C		10/30/2012	12/11/2013	114,301.00	76,669.00			37,632.00
878. PROCTER & GAMBLE CO		10/30/2012	12/11/2013	73,982.00	60,855.00			13,127.00
2603. QUALCOMM INC		10/30/2012	12/11/2013	191,659.00	152,249.00			39,410.00
267. MFC SPDR GOLD TR GOLD		04/20/2012	04/29/2013	38,012.00	32,309.00	C		5,703.00
1757. ST JUDE MEDICAL INC		10/30/2012	12/11/2013	102,501.00	67,397.00			35,104.00
1156. SCHLUMBERGER LTD ISI #AN8068571086		10/30/2012	12/11/2013	100,304.00	81,530.00			18,774.00
673. SIMON PPTY GROUP INC		10/30/2012	11/21/2013	101,161.00	100,459.00			702.00

2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)

(E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

(F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
74. SPECTRA ENERGY CORP CO		09/01/2011	04/29/2013	2,306.00	1,361.00			945.00
1860. STARBUCKS CORP		10/30/2012	12/11/2013	142,722.00	84,962.00			57,760.00
3227. US BANCORP DEL NEW		10/30/2012	12/11/2013	126,628.00	106,688.00			19,940.00
798. UNITED TECHNOLOGIES C		10/30/2012	12/11/2013	87,230.00	62,369.00			24,861.00
1807. UNITEDHEALTH GROUP I		11/16/2012	12/11/2013	130,368.00	97,911.00			32,457.00
920. V F CORP		10/30/2012	12/11/2013	211,559.00	141,996.00			69,563.00
1383. VERIZON COMMUNICATIO		10/30/2012	12/11/2013	66,470.00	61,424.00			5,046.00
4596. WELLS FARGO & CO NEW		10/30/2012	12/11/2013	201,349.00	155,024.00			46,325.00
45000. WEST VIRGINIA UNIV 10-01-2013BEO		10/30/2012	10/01/2013	45,000.00	45,000.00			
1359. COVIDIEN PLC USD0.20 CONSLDTN)		10/30/2012	12/11/2013	90,520.00	67,894.00			22,626.00
1613. EATON CORP PLC COM U		12/03/2012	12/11/2013	114,774.00	83,011.00			31,763.00
.88 MALLINCKRODT PLC COMMO		10/02/2008	07/01/2013	39.00	32.00			7.00
4. MALLINCKRODT PLC COMMON		11/18/2010	08/13/2013	179.00	128.00			51.00
2447. NOBLE CORP PLC COMMO		11/02/2012	12/11/2013	90,736.00	93,258.00			-2,522.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►				19,806,933.	17,856,659.			1,950,274.

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Market Value	Cost	Market	Unrealized gain/loss	Total
Investment Mgr ID	Exchange rate/ local market price	Income/expense			Transaction		
Shares/PAR value							
Equity Securities							
Common stock							
United States - USD							
SCHLUMBERGER LTD COM COM CUSIP 806857108							
SLB	0.000	80.11	361.25	0.00	0.00	0.00	0.00
Total USD		361.25	0.00	0.00	0.00	0.00	0.00
Total United States		361.25	0.00	0.00	0.00	0.00	0.00
Total Common Stock		361.25	0.00	0.00	0.00	0.00	0.00
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 8665162582							
200,685.560	11.28	0.00	2,263,507.51	2,283,574.08	-20,066.57	0.00	-20,066.57
Total USD		0.00	2,263,507.51	2,283,574.08	-20,066.57	0.00	-20,066.57
Total Emerging Markets Region		0.00	2,263,507.51	2,283,574.08	-20,066.57	0.00	-20,066.57
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33039L407							
37,859.000	34.31	26,318.82	1,298,942.29	1,285,121.83	13,820.46	0.00	13,820.46
Total USD		26,318.82	1,298,942.29	1,285,121.83	13,820.46	0.00	13,820.46
Total Global Region		26,318.82	1,298,942.29	1,285,121.83	13,820.46	0.00	13,820.46
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 6865130209							
418,845.410	12.34	0.00	5,168,552.35	5,047,087.14	121,465.21	0.00	121,465.21

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 8 May 14 B003

Account number 0287314

Page 1 of 6

Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
<i>Shares/PAR value</i>								
<i>Equity Securities</i>								
Equity funds								
Total USD	0.00	5,168,552.35	5,047,087.14	121,465.21	0.00	0.00	121,465.21	
Total International Region	0.00	5,168,552.35	5,047,087.14	121,465.21	0.00	0.00	121,465.21	
United States - USD								
MFB NORTHERN FUNDS SMALL CAP INDEX FD CUSIP 665162723								
42,739.460	12.25	0.00	523,558.38	518,752.86	4,805.52	0.00	4,805.52	
MFB NORTHERN FUNDS STK INDEX FD CUSIP 665162772								
218,515.890	22.88	0.00	4,949,553.24	4,808,887.53	140,565.71	0.00	140,565.71	
MFB NORTHERN MID CAP INDEX FD CUSIP 665130100								
50,825.910	16.88	0.00	868,449.62	854,257.70	4,191.92	0.00	4,191.92	
Total USD	0.00	6,331,561.24	6,181,988.09	149,563.15	0.00	0.00	149,563.15	
Total United States	0.00	6,331,561.24	6,181,988.09	149,563.15	0.00	0.00	149,563.15	
Total Equity Funds								
967,451.230	26,318.82	15,062,563.39	14,797,781.14	264,782.25	0.00	0.00	264,782.25	
Total Equity Securities								
967,451.230	26,680.07	15,062,563.39	14,797,781.14	264,782.25	0.00	0.00	264,782.25	
<i>Fixed Income Securities</i>								
Corporate/government								
United States - USD								
MFB NORTHERN FUNDS BD INDEX FD CUSIP 665162533								
451,565.800	10.42	0.00	4,705,315.63	4,732,387.91	-27,082.28	0.00	-27,082.28	

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 8 May 14 B003

Account number 0297314

Page 2 of 6

Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Fixed Income Securities

Corporate/government

United States - USD							
Issue Date 25 Aug 08							
MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 685162467				450,446.20	451,328.22	-882.02	-882.02
44,118.140	10.21	0.00					
345,493.690	7.49	0.00	2,587,747.73	2,571,232.30	16,515.43	0.00	16,515.43
Total USD	0.00	7,743,509.56	7,754,958.43	-11,448.87	0.00	-11,448.87	
Total United States	0.00	7,743,509.56	7,754,958.43	-11,448.87	0.00	-11,448.87	
Total Corporate/Government	0.00	7,743,509.56	7,754,958.43	-11,448.87	0.00	-11,448.87	
841,177.630							

Municipal issues

United States - USD							
Issue Date 01 Feb 07 Rate 4.00% Maturity Date 01 Jul 15							
MC LENNAN CNTY TEX JR COLLEGE DIST 4% 08-15-2014 BEO CUSIP 582188HH4							
250,000.000	105.394	5,000.00	283,485.00	285,638.53	-2,153.53	0.00	-2,153.53
Issue Date 15 Jan 07 Rate 4.00% Maturity Date 15 Aug 14							
TEXAS ST 4.25% 08-01-2014 BEO CUSIP 882727GX5							
225,000.000	102.392	3,984.37	230,382.00	233,801.40	-3,419.40	0.00	-3,419.40
Issue Date 01 Dec 05 Rate 5.00% Maturity Date 01 Aug 14							

Northern Trust

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Account number 0297314

Page 3 of 6

Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Market value	Cost	Market	Unrealized gain/loss	Total
Investment Mgr ID	Exchange rate/ local market price	income/expense			Translation		
<i>Fixed Income Securities</i>							
Municipal issues							
Total USD	12,762.14	749,739.50	757,737.20	-7,997.70	0.00	-7,997.70	
Total United States	12,762.14	749,739.50	757,737.20	-7,997.70	0.00	-7,997.70	
Total Municipal Issues	12,762.14	749,739.50	757,737.20	-7,997.70	0.00	-7,997.70	
Other bonds							
United States - USD							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP : 33839L506							
Issue Date 07 Dec 12	41,495.000	24.82	0.00	1,034,055.40	1,039,287.84	-5,232.44	0.00
Total USD	0.00			1,034,055.40	1,039,287.84	-5,232.44	0.00
Total United States	0.00			1,034,055.40	1,039,287.84	-5,232.44	0.00
Total Other Bonds	41,495.000	0.00		1,034,055.40	1,039,287.84	-5,232.44	0.00
Total Fixed Income Securities	1,807,672.530	12,762.14	9,527,304.46	9,551,983.47	-24,678.01	0.00	-24,678.01
<i>Real Estate</i>							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
111,817.630	9.07	0.00		1,014,185.80	1,009,713.21	4,472.69	0.00
							4,472.69

Northern Trust

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Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

>Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Real Estate								

Real estate funds

Total USD	0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	0.00	4,472.69	
Total United States	0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	0.00	4,472.69	
Total Real Estate Funds								
111,817.630	0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	0.00	4,472.69	
Total Real Estate								
111,817.630	0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	0.00	4,472.69	

Cash and Short Term Investments

Short term

USD - United States dollar								
1.00	9.84	574,101.91	574,101.91	0.00	0.00	0.00	0.00	
Total short term - all currencies								
9.84		574,101.91	574,101.91	0.00	0.00	0.00	0.00	
Total short term - all currencies								
9.84		574,101.91	574,101.91	0.00	0.00	0.00	0.00	
Total Short Term								
574,101.910	9.84	574,101.91	574,101.91	0.00	0.00	0.00	0.00	
Total Cash and Short Term Investments								
574,101.910	9.84	574,101.91	574,101.91	0.00	0.00	0.00	0.00	
Total								
3,261,043.400	39,452.05	26,178,155.66	25,933,579.73	244,575.83	0.00	0.00	244,575.83	

Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

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NONCASH CONTRIBUTION FROM FRANCIS K MCCUNE NON-EXEMPT MARITAL TRUST TO MCCUNE FAMILY FOUNDATION (EIN: 26-1595257)

Security Name	Shares	FMV	Cost
#REORG/INTERCONTINENTAL NAME CHANGE	IN 362.00 SHARES R	\$ 65,782.64	\$ 47,422.91
#REORG/NOBLE STOCK MERGER NOBLE CO	2,1596.00 SHARES	\$ 62,850.48	\$ 60,906.05
ADR BHP BILLITON LTD SPONSORED ADR	586.00 SHARES R	\$ 41,031.72	\$ 41,519.07
AMERICAN EXPRESS CO	1,355.00 SHARES	\$ 105,202.20	\$ 75,490.44
AMERICAN WTR WKS CO INC NEW COM	790.00 SHARES R	\$ 32,247.80	\$ 28,923.87
AMGEN INC COM	710.00 SHARES R	\$ 83,496.00	\$ 62,071.75
APPLE INC COM STK	380.00 SHARES R	\$ 176,567.00	\$ 226,292.20
ARIZONA ST UNIV REV 4% 07-01-2015 BEO	250,000.00 PAR R	\$ 265,352.50	\$ 265,638.53
CHEVRON CORP COM	863.00 SHARES R	\$ 108,599.92	\$ 95,676.49
CITRIX SYS INC COM	527.00 SHARES R	\$ 39,519.73	\$ 33,161.47
COCA COLA CO COM	2,191.00 SHARES	\$ 86,741.69	\$ 81,269.67
COSTCO WHOLESALE CORP NEW COM	807.00 SHARES R	\$ 95,823.18	\$ 78,646.18
COVIEN PLC USD0.20(POST CONS LDTN)	885.00 SHARES R	\$ 55,631.10	\$ 44,399.89
CVS CAREMARK CORP COM STK	1,623.00 SHARES	\$ 98,288.88	\$ 74,993.96
DANAHER CORP COM	1,890.00 SHARES	\$ 133,226.10	\$ 98,795.02
EATON CORP PLC COM USD0.50	1,051.00 SHARES	\$ 73,296.74	\$ 54,289.41
EMC CORP COM	3,639.00 SHARES	\$ 98,362.17	\$ 88,617.42
EMERSON ELECTRIC CO COM	1,090.00 SHARES	\$ 71,602.10	\$ 56,510.37
EXPRESS SCRIPTS HLDG CO COM	1,330.00 SHARES	\$ 83,723.50	\$ 80,894.14
EXXON MOBIL CORP COM	1,180.00 SHARES	\$ 105,704.40	\$ 106,967.00
EXXON MOBIL CORP COM	190.00 SHARES R	\$ 17,020.20	\$ 17,223.50
FRKLN RES INC COM	1,623.00 SHARES	\$ 85,483.41	\$ 68,922.05
GENERAL ELECTRIC CO	3,891.00 SHARES	\$ 96,730.26	\$ 83,007.49
GOOGLE INC CL A CL A	108.00 SHARES R	\$ 97,558.56	\$ 73,176.21
HOME DEPOT INC COM	1,843.00 SHARES	\$ 142,592.91	\$ 112,326.24
INTEL CORP COM	2,015.00 SHARES	\$ 48,178.65	\$ 43,977.38
INTERNATIONAL BUSINESS MACHINES CORP COM	396.00 SHARES R	\$ 76,990.32	\$ 76,762.62
JPMORGAN CHASE & CO COM	2,403.00 SHARES	\$ 128,344.23	\$ 99,407.54
MC DONALDS CORP COM	896.00 SHARES R	\$ 88,444.16	\$ 77,972.16
MC LENNAN CNTY TEX JR COLLEGE DIST 4% 08	250,000.00 PAR R	\$ 258,472.50	\$ 258,297.27
MFC FLEXSHARES TR IBOXX 5 YR TARGET DUR	6,207.00 PAR REC	\$ 156,230.19	\$ 162,995.82
MFC FLEXSHARES TR MORNINGSTAR GLOBAL	4,646.00 SHARES	\$ 162,052.48	\$ 164,143.18
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DU	6,306.00 PAR REC	\$ 157,523.88	\$ 160,345.65
NATIONAL OILWELL VARCO COM STK	836.00 SHARES R	\$ 66,470.36	\$ 62,476.37
NIKE INC CL B	810.00 SHARES R	\$ 56,278.80	\$ 36,879.30
NORFOLK SOUTHERN CORP COM	869.00 SHARES R	\$ 67,625.58	\$ 54,445.05
NUCOR CORP COM	775.00 SHARES R	\$ 39,424.25	\$ 31,297.41
OMNICOM GROUP INC COM	1,161.00 SHARES	\$ 76,672.44	\$ 55,421.79
ORACLE CORP COM	2,625.00 SHARES	\$ 88,908.75	\$ 81,348.75
PFIZER INC COM	4,460.00 SHARES	\$ 129,518.40	\$ 108,437.33
PRECISION CASTPARTS CORP COM	294.00 SHARES R	\$ 69,719.16	\$ 49,918.71
PROCTER & GAMBLE COM NPV	573.00 SHARES R	\$ 46,034.82	\$ 39,925.21
QUALCOMM INC COM	1,698.00 SHARES	\$ 118,231.74	\$ 99,634.40
SCHLUMBERGER LTD COM COM	753.00 SHARES R	\$ 66,979.35	\$ 52,805.38
SIMON PROPERTY GROUP INC COM	439.00 SHARES R	\$ 67,807.94	\$ 66,340.03

NONCASH CONTRIBUTION FROM FRANCIS K MCCUNE NON-EXEMPT MARITAL TRUST TO MCCUNE FAMILY
FOUNDTION (EIN: 26-1595257)

Security Name	Shares	FMV	Cost
ST JUDE MED INC COM	1,146.00 SHARES	\$ 61,918.38	\$ 43,805.85
STARBUCKS CORP COM	1,211.00 SHARES	\$ 93,646.63	\$ 55,332.10
TEXAS ST 4.25% 08-01-2014 BEO	150,000.00 PAR R	\$ 155,302.50	\$ 155,867.60
UNITED TECHNOLOGIES CORP COM	520.00 SHARES R	\$ 57,725.20	\$ 40,658.15
UNITEDHEALTH GROUP INC COM	1,180.00 SHARES	\$ 86,187.20	\$ 64,465.19
US BANCORP	2,104.00 SHARES	\$ 79,615.36	\$ 70,026.38
V F CORP COM	598.00 SHARES R	\$ 119,725.58	\$ 93,187.84
VERIZON COMMUNICATIONS COM	903.00 SHARES R	\$ 43,994.16	\$ 40,303.15
WALT DISNEY CO	1,115.00 SHARES	\$ 74,827.65	\$ 55,776.49
WELLS FARGO & CO NEW COM STK	2,998.00 SHARES	\$ 129,843.38	\$ 101,714.65
MFB NORTHERN FUNDS INTER TAX EXEMPT FD	236,207.32 UNITS	\$ 2,430,573.32	\$ 2,594,325.32
MFB NORTHERN FUNDS SMALL CAP CORE FUND	13,169.56 UNITS	\$ 274,453.63	\$ 207,960.44
MFB NORTHERN FUNDS TAX ADVANTAGED ULT	22,733.00 UNITS	\$ 230,512.62	\$ 230,739.95
MFB NORTHN FDS MULTI-MANAGER EMERGING	81,584.53 UNITS	\$ 1,575,397.27	\$ 1,476,019.29
MFB NORTHN FDS MULTI-MANAGER GLOBAL	49,037.74 UNITS	\$ 933,188.19	\$ 894,436.92
MFB NORTHN HI YIELD FXD INC FD	284,912.84 UNITS	\$ 2,145,393.69	\$ 2,128,298.91
MFB NORTHN MULTI-MANAGER INTL EQTY FD	179,550.25 UNITS	\$ 1,919,392.17	\$ 1,648,271.30
MFB NORTHN MULTI-MANAGER MID CAP FD	34,726.51 UNITS	\$ 520,897.65	\$ 417,603.67
MFB NORTHN MULTI-MANAGER SMALL CAP FD	21,588.98 UNITS	\$ 271,589.37	\$ 206,910.07
MFO PIMCO FDS PAC INVT MGMT SER COM	RECEIVED 24,476	\$ 141,717.02	\$ 168,291.36
TOTAL		\$ 15,638,244.16	

NONCASH CONTRIBUTION FROM FRANCIS K MCCUNE GPOA MARITAL TRUST TO MCCUNE FAMILY FOUNDATION
(EIN: 26-1595257)

Security Name	Shares	FMV	Cost
#REORG/INTERCONTINEN NAME CHANGE	175.00 SHARES REC	\$ 31,801.00	\$ 22,925.44
#REORG/NOBLE STOCK MERGER NOBLE CO	1780.00 SHARES REC	\$ 30,716.40	\$ 29,764.82
ADR BHP BILLITON LTD SPONSORED ADR	285.00 SHARES REC	\$ 19,955.70	\$ 20,192.73
AMERICAN EXPRESS CO	660.00 SHARES REC	\$ 51,242.40	\$ 36,770.25
AMERICAN WTR WKS CO INC NEW COM	385.00 SHARES REC	\$ 15,715.70	\$ 14,095.81
AMGEN INC COM	350.00 SHARES REC	\$ 41,160.00	\$ 30,598.75
APPLE INC COM STK	185.00 SHARES REC	\$ 85,960.25	\$ 110,117.15
CHEVRON CORP COM	420.00 SHARES REC	\$ 52,852.80	\$ 46,563.30
CITRIX SYS INC COM	260.00 SHARES REC	\$ 19,497.40	\$ 16,360.50
COCA COLA CO COM	1,070.00 SHARES REC	\$ 42,361.30	\$ 39,688.97
COSTCO WHOLESALE CORP NEW COM	395.00 SHARES REC	\$ 46,902.30	\$ 38,494.72
COVIDIEN PLC USDO.20(POST CONSILDTN)	435.00 SHARES REC	\$ 27,344.10	\$ 21,823.67
CVS CAREMARK CORP COM STK	795.00 SHARES REC	\$ 48,145.20	\$ 36,734.57
DANAHER CORP COM	925.00 SHARES REC	\$ 65,203.25	\$ 48,352.06
EATON CORP PLC COM USDO.50	515.00 SHARES REC	\$ 35,916.10	\$ 26,602.32
EMC CORP COM	1,780.00 SHARES REC	\$ 48,113.40	\$ 43,375.09
EMERSON ELECTRIC CO COM	535.00 SHARES REC	\$ 35,144.15	\$ 27,731.12
EXPRESS SCRIPTS HLDG CO COM	650.00 SHARES REC	\$ 40,917.50	\$ 39,432.31
EXXON MOBIL CORP COM	42.00 SHARES RECE	\$ 3,762.36	\$ 3,807.30
EXXON MOBIL CORP COM	628.00 SHARES REC	\$ 56,256.24	\$ 56,928.20
FRKLN RES INC COM	795.00 SHARES REC	\$ 41,872.65	\$ 33,760.34
GENERAL ELECTRIC CO	1,900.00 SHARES REC	\$ 47,234.00	\$ 40,558.69
GOOGLE INC CL A CL A	55.00 SHARES RECE	\$ 49,682.60	\$ 37,265.66
HOME DEPOT INC COM	900.00 SHARES REC	\$ 69,633.00	\$ 54,852.76
INTEL CORP COM	985.00 SHARES REC	\$ 23,551.35	\$ 21,497.62
INTERNATIONAL BUSINESS MACHS CORP COM	195.00 SHARES REC	\$ 37,911.90	\$ 37,799.77
JPMORGAN CHASE & CO COM	1,175.00 SHARES REC	\$ 62,756.75	\$ 48,607.52
MC DONALDS CORP COM	440.00 SHARES REC	\$ 43,432.40	\$ 38,289.90
MFC FLEXSHARES TR IBOXX 5 YR TARGET DUF	3,310.00 PAR RECE	\$ 83,312.70	\$ 86,920.60
MFC FLEXSHARES TR MORNINGSTAR GLOBAL	2,477.00 SHARES REC	\$ 86,397.76	\$ 87,512.41
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DU	3,363.00 PAR RECE	\$ 84,007.74	\$ 85,512.60
NATIONAL OILWELL VARCO COM STK	410.00 SHARES REC	\$ 32,599.10	\$ 30,640.32
NIKE INC CL B	395.00 SHARES REC	\$ 27,444.60	\$ 17,984.35
NORFOLK SOUTHN CORP COM	425.00 SHARES REC	\$ 33,073.50	\$ 26,627.32
NUCOR CORP COM	380.00 SHARES REC	\$ 19,330.60	\$ 15,345.83
OMNICOM GROUP INC COM	570.00 SHARES REC	\$ 37,642.80	\$ 27,209.66
ORACLE CORP COM	1,285.00 SHARES REC	\$ 43,522.95	\$ 39,822.15
PFIZER INC COM	2,180.00 SHARES REC	\$ 63,307.20	\$ 52,783.45
PRECISION CASTPARTS CORP COM	145.00 SHARES REC	\$ 34,385.30	\$ 24,619.76
PROCTER & GAMBLE COM NPV	280.00 SHARES REC	\$ 22,495.20	\$ 19,509.70
QUALCOMM INC COM	830.00 SHARES REC	\$ 57,792.90	\$ 48,702.33
SCHLUMBERGER LTD COM COM	370.00 SHARES REC	\$ 32,911.50	\$ 25,946.87
SIMON PROPERTY GROUP INC COM	215.00 SHARES REC	\$ 33,208.90	\$ 32,489.99
ST JUDE MED INC COM	560.00 SHARES REC	\$ 30,256.80	\$ 21,406.00

NONCASH CONTRIBUTION FROM FRANCIS K MCCUNE GPOA MARITAL TRUST TO MCCUNE FAMILY FOUNDNTION
(EIN: 26-1595257)

STARBUCKS CORP COM	595.00 SHARES REC	\$ 46,011.35	\$ 27,186.30
TEXAS ST 4.25% 08-01-2014 BEO	75,000.00 PAR REC	\$ 77,651.25	\$ 77,933.80
UNITED TECHNOLOGIES CORP COM	255.00 SHARES REC	\$ 28,307.55	\$ 19,938.14
UNITEDHEALTH GROUP INC COM	575.00 SHARES REC	\$ 41,998.00	\$ 31,350.25
US BANCORP	1,030.00 SHARES REC	\$ 38,975.20	\$ 34,280.97
V F CORP COM	295.00 SHARES REC	\$ 59,061.95	\$ 45,970.59
VERIZON COMMUNICATIONS COM	440.00 SHARES REC	\$ 21,436.80	\$ 19,638.30
WALT DISNEY CO	545.00 SHARES REC	\$ 36,574.95	\$ 27,262.95
WELLS FARGO & CO NEW COM STK	1,465.00 SHARES REC	\$ 63,449.15	\$ 49,703.78
WEST VIRGINIA UNIV REV 3.75% 10-01-2013B	45,000.00 PAR REC	\$ 45,057.15	\$ 45,743.70
MFB NORTHERN FUNDS INTER TAX EXEMPT FD	145,644.00 UNITS REC	\$ 1,498,676.76	\$ 1,599,804.84
MFB NORTHERN FUNDS SMALL CAP CORE FUN	6,440.73 UNITS REC	\$ 134,224.81	\$ 101,706.17
MFB NORTHERN FUNDS TAX ADVANTAGED ULT	14,021.00 UNITS REC	\$ 142,172.94	\$ 142,313.15
MFB NORTHN FDS MULTI-MANAGER EMERGIN	39,973.87 UNITS REC	\$ 771,895.43	\$ 723,324.48
MFB NORTHN FDS MULTI-MANAGER GLOBAL	15,934.43 UNITS REC	\$ 303,232.20	\$ 290,535.74
MFB NORTHN HI YIELD FXD INC FD	151,953.00 UNITS REC	\$ 1,144,206.09	\$ 1,135,088.91
MFB NORTHN MULTI-MANAGER INTL EQTY FD	87,820.10 UNITS REC	\$ 938,796.87	\$ 806,188.52
MFB NORTHN MULTI-MANAGER MID CAP FD	16,981.48 UNITS REC	\$ 254,722.20	\$ 204,203.87
MFB NORTHN MULTI-MANAGER SMALL CAP FD	10,557.09 UNITS REC	\$ 132,808.19	\$ 101,176.91
TOTAL		\$ 7,675,990.59	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	367,022.	367,022.
MUNICIPAL INTEREST	27,740.	
ACCRUED/DEFERRED INCOME	-25,480.	
RETURN OF CAPITAL	320.	
TOTAL	369,602.	367,022.

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

26-1595257

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GREEN HAMRICK PERREY QUINLAN &	210.	-	-	210.
TOTALS	210.	NONE	NONE	210.

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
ESTIMATED TAX	522.	11,858.
FOREIGN TAX	-----	-----
TOTALS	12,380.	11,858.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL AG FILING FEE	15.	15.

IL AG FILING FEE

15.

TOTALS	15.	15.
	=====	=====

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

26-1595257

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	14,797,781.	15,062,563.
TOTALS	14,797,781.	15,062,563.

SEE ATTACHMENTS

CGS416 5908 05/08/2014 13:20:19

02-97314

28

STATEMENT 6

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

26-1595257

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	9,551,983.	9,527,304.
TOTALS	9,551,983.	9,527,304.

SEE ATTACHMENTS

CGS416 5908 05/08/2014 13:20:19

02-97314

29

STATEMENT 7

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

26-1595257

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	1,009,713.	1,014,186.
TOTALS		1,009,713.	1,014,186.

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	1,009,713.	1,014,186.
TOTALS		1,009,713.	1,014,186.

NAME AND ADDRESS

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