



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



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

OMB No. 1545-0052

**2013**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation  
Do not enter Social Security numbers on this form as it may be made public.Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf)

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation **MCCUNE FAMILY FOUNDATION UNDER AGREEMENT**

02-97314

A Employer identification number

26-1595257

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

Room/suite

B Telephone number (see instructions)

P.O. BOX 803878

312-630-6000

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

CHICAGO, IL 60680

C If exemption application is pending, check here ☐

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) **\$ 26,178,155.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

Revenue	1	Contributions, gifts, grants, etc., received (attach schedule) . . . . .	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 . . . . .	2,050,887.			
	b	Gross sales price for all assets on line 6a . . . . .	20,737,098.			
	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 . . . . .				
Operating and Administrative Expenses	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	NONE	210.
	b	Accounting fees (attach schedule) STMT 3	2,000.	1,000.	NONE	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: . . . . .				
	a	Excess of revenue over expenses and disbursements . . . . .	26,909,706.			
	b	Net investment income (if negative, enter -0-) . . . . .		2,372,197.		
	c	Adjusted net income (if negative, enter -0-) . . . . .				

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		35,264.	574,102.	574,102.
	2	Savings and temporary cash investments . . . . .				
	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 (attach schedule) ▶ . . . . .					
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 (attach schedule) ▶ . . . . .					
15	Other assets (describe ▶ . . . . .)		39,531.			
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		654,706.	25,933,579.	26,178,155.	
<b>Liabilities</b>	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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .				NONE	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here . . . . . <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	Foundations that do not follow SFAS 117, . . . . . <input checked="" type="checkbox"/> X					
	check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds . . . . .		654,706.	25,933,579.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .		654,706.	25,933,579.		
31	<b>Total liabilities and net assets/fund balances</b> (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	<b>Total net assets or fund balances at end of year</b> (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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 20,737,098.		18,686,211.	2,050,887.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
<b>a</b>			2,050,887.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	2,050,887.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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
<b>2 Total of line 1, column (d)</b>			0.415947
<b>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</b>			0.083189
<b>4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5</b>			8,986,786.
<b>5 Multiply line 4 by line 3</b>			747,602.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			23,722.
<b>7 Add lines 5 and 6</b>			771,324.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			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 . . . . . Date of ruling or determination letter: _____ (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"/> NONE Refunded <input type="checkbox"/> . . . . .	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL <input type="checkbox"/> 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. . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses. . . . .	X	

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		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 . . . . .			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	15		
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>			X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .	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		
	If "Yes," list the years <u></u>		
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. <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 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

Form 990-PF (2013)

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY 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 . . . . .	

Form 990-PF (2013)



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	9,123,641.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	9,123,641.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	9,123,641.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	136,855.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4.	<b>5</b>	8,986,786.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	449,339.
<b>2a</b>	Tax on investment income for 2013 from Part VI, line 5	<b>2a</b>	47,444.
<b>b</b>	Income tax for 2013. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	47,444.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1.	<b>3</b>	401,895.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	401,895.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	<b>7</b>	401,895.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	333,376.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	<b>4</b>	333,376.
<b>5</b>	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)	<b>5</b>	N/A
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	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
<b>1</b> Distributable amount for 2013 from Part XI, line 7 . . . . .				401,895.
<b>2</b> Undistributed income, if any, as of the end of 2013:				
<b>a</b> Enter amount for 2012 only . . . . .			NONE	
<b>b</b> Total for prior years: 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2013:				
<b>a</b> From 2008 . . . . .	NONE			
<b>b</b> From 2009 . . . . .	NONE			
<b>c</b> From 2010 . . . . .	26,013.			
<b>d</b> From 2011 . . . . .	NONE			
<b>e</b> From 2012 . . . . .	109,271.			
<b>f</b> Total of lines 3a through e . . . . .	135,284.			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4: ► \$ 333,376.				
<b>a</b> Applied to 2012, but not more than line 2a . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2013 distributable amount . . . . .				333,376.
<b>e</b> Remaining amount distributed out of corpus . .	NONE			
<b>5</b> 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.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5	66,765.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 . . . . .				
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a . . . . .	66,765.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2009 . . .	NONE			
<b>b</b> Excess from 2010 . . .	NONE			
<b>c</b> Excess from 2011 . . .	NONE			
<b>d</b> Excess from 2012 . . .	66,765.			
<b>e</b> Excess from 2013 . . .				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
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)(iii) . . . . .					
(3) Largest amount of support from an exempt organization . . . . .					
(4) Gross investment income . . . . .					

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

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

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
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.
<b>Total</b> . . . . .			<b>3a</b>	328,500.
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			<b>3b</b>	



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

- |          |  | Yes          | No |
|----------|--|--------------|----|
| <b>1</b> | 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?  |              |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |              |    |
|          | (1) Cash . . . . .   | <b>1a(1)</b> | X  |
|          | (2) Other assets . . . . .   | <b>1a(2)</b> | X  |
| <b>b</b> | Other transactions:  |              |    |
|          | (1) Sales of assets to a noncharitable exempt organization . . . . .   | <b>1b(1)</b> | X  |
|          | (2) Purchases of assets from a noncharitable exempt organization . . . . .   | <b>1b(2)</b> | X  |
|          | (3) Rental of facilities, equipment, or other assets . . . . .   | <b>1b(3)</b> | X  |
|          | (4) Reimbursement arrangements . . . . .   | <b>1b(4)</b> | X  |
|          | (5) Loans or loan guarantees . . . . .   | <b>1b(5)</b> | X  |
|          | (6) Performance of services or membership or fundraising solicitations . . . . .   | <b>1b(6)</b> | X  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees . . . . .   | <b>1c</b>    | X  |
| <b>d</b> | 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. |              |    |

[illegible]

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

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

<b>Sign Here</b>	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				
	<div style="display: flex; align-items: center;"> <div style="border-bottom: 1px solid black; width: 90%;"></div> </div> Signature of officer or trustee	<div style="display: flex; align-items: center;"> <div style="border-bottom: 1px solid black; width: 80%;"></div> <div style="border-bottom: 1px solid black; width: 10%; text-align: center;">05/08/2014</div> </div> Date	<div style="display: flex; align-items: center;"> <div style="border-bottom: 1px solid black; width: 90%; text-align: center;">VICE PRESIDENT</div> </div> Title	May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
<b>THE NORTHERN TRUST COMPANY</b>					
<b>Paid Preparer Use Only</b>	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	

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

OMB No. 1545-0047

**2013**▶ **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](http://www.irs.gov/form990)**Name of the organization****Employer identification number**MCCUNE FAMILY FOUNDATION UNDER AGREEMENT26-1595257**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 foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒
- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$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 <b>MCCUNE FAMILY FOUNDATION UNDER AGREEMENT</b>	Employer identification number <b>26-1595257</b>
---	---

**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
<u>3</u>	<u>VARIOUS SECURITIES (SEE ATTACHED)</u> ----- ----- -----	\$ <u>15,638,244.</u>	<u>09/19/2013</u>
<u>5</u>	<u>VARIOUS SECURITIES (SEE ATTACHED)</u> ----- ----- -----	\$ <u>7,675,991.</u>	<u>09/20/2013</u>
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----
-----	----- ----- ----- -----	\$ -----	-----

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

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ 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](http://www.irs.gov/form1041)

OMB No. 1545-0092

**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)
<b>1a</b> 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				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .	846,322.	849,350.	61.	-2,967.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .			<b>4</b>	
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			<b>5</b>	
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet . . . . .			<b>6</b>	( )
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ▶			<b>7</b>	-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)
<b>8a</b> 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				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	19,806,933.	17,856,659.		1,950,274.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .			<b>11</b>	
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .			<b>12</b>	
<b>13</b> Capital gain distributions. . . . .			<b>13</b>	103,580.
<b>14</b> Gain from Form 4797, Part I. . . . .			<b>14</b>	
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet . . . . .			<b>15</b>	( )
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ▶			<b>16</b>	2,053,854.

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

Schedule D (Form 1041) 2013

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

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>17</b> Net short-term gain or (loss) . . . . .	<b>17</b>		-2,967.
<b>18</b> Net long-term gain or (loss):			
<b>a</b> Total for year . . . . .	<b>18a</b>		2,053,854.
<b>b</b> Unrecaptured section 1250 gain (see line 18 of the wrkst.) . . . .	<b>18b</b>		12.
<b>c</b> 28% rate gain . . . . .	<b>18c</b>		5,703.
<b>19</b> Total net gain or (loss). Combine lines 17 and 18a . . . . . ▶	<b>19</b>		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**

<b>20</b> 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:	<b>20</b>	( )
<b>a</b> The loss on line 19, column (3) or <b>b</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.

<b>21</b> Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	<b>21</b>		
<b>22</b> Enter the smaller of line 18a or 19 in column (2) but not less than zero . . . . .	<b>22</b>		
<b>23</b> 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) . .	<b>23</b>		
<b>24</b> Add lines 22 and 23 . . . . .	<b>24</b>		
<b>25</b> If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	<b>25</b>		
<b>26</b> Subtract line 25 from line 24. If zero or less, enter -0- . . . . .	<b>26</b>		
<b>27</b> Subtract line 26 from line 21. If zero or less, enter -0- . . . . .	<b>27</b>		
<b>28</b> Enter the smaller of the amount on line 21 or \$2,450 . . . . .	<b>28</b>		
<b>29</b> Enter the smaller of the amount on line 27 or line 28 . . . . .	<b>29</b>		
<b>30</b> Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶	<b>30</b>		
<b>31</b> Enter the smaller of line 21 or line 26 . . . . .	<b>31</b>		
<b>32</b> Subtract line 30 from line 26 . . . . .	<b>32</b>		
<b>33</b> Enter the smaller of line 21 or \$11,950 . . . . .	<b>33</b>		
<b>34</b> Add lines 27 and 30 . . . . .	<b>34</b>		
<b>35</b> Subtract line 34 from line 33. If zero or less, enter -0- . . . . .	<b>35</b>		
<b>36</b> Enter the smaller of line 32 or line 35 . . . . .	<b>36</b>		
<b>37</b> Multiply line 36 by 15% . . . . . ▶	<b>37</b>		
<b>38</b> Enter the amount from line 31 . . . . .	<b>38</b>		
<b>39</b> Add lines 30 and 36 . . . . .	<b>39</b>		
<b>40</b> Subtract line 39 from line 38. If zero or less, enter -0- . . . . .	<b>40</b>		
<b>41</b> Multiply line 40 by 20% . . . . . ▶	<b>41</b>		
<b>42</b> 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) . . . .	<b>42</b>		
<b>43</b> Add lines 37, 41, and 42 . . . . .	<b>43</b>		
<b>44</b> 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) . . . .	<b>44</b>		
<b>45</b> 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) . . . . . ▶	<b>45</b>		

**Sales and Other Dispositions of Capital Assets**

OMB No. 1545-0074

Department of the Treasury  
Internal Revenue Service► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).**2013**Attachment  
Sequence No **12A**

► 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

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

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.

☐ (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

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 <b>Note</b> below and see <i>Column (e)</i> 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
<b>2 Totals.</b> 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 <b>Box A</b> above is checked), line 2 (if <b>Box B</b> above is checked), or line 3 (if <b>Box C</b> 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.**

3X2615 2.000

Form **8949** (2013)

Form **8949****Sales and Other Dispositions of Capital Assets**

OMB No 1545-0074

Department of the Treasury  
Internal Revenue Service► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).**2013**Attachment  
Sequence No **12A**

► 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

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

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.

- ☐ (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

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	
	620. MFB NORTHN FDS SMALL	12/11/2013	12/13/2013	7,570.00	7,533.00			37.00
	706.875 MFB NORTHERN FDS S	12/11/2013	12/13/2013	15,643.00	15,700.00	W	57.00	
	1432.125 MFB NORTHERN FDS	12/11/2013	12/13/2013	31,693.00	31,807.00			-114.00
	4870.6 MFB NORTHERN FDS FI FD	12/11/2013	12/11/2013	49,583.00	49,583.00			
	21055.48 MFB NORTHN FDS IN FD BOND FUND	12/11/2013	12/11/2013	216,871.00	228,702.00			-11,831.00
	24476.17 PIMCO COMMODITY R STRATEGY FUND	09/19/2013	12/11/2013	136,577.00	168,291.00			-31,714.00
<b>2 Totals.</b> 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.

Form **8949** (2013)JSA  
3X2615 2 000

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

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. CHEVRONTXACO 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

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	
	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.)

Social security number or taxpayer identification number

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

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 (a) 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 REALSTATE 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.



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

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 <b>Note</b> below and see <i>Column (e)</i> 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.

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

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	
	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 CONSOLDTN)	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
<b>2 Totals.</b> 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

Account number 0297314

Page 1 of 6

## ◆ Asset Detail - Base Currency

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

### Equity Securities

#### Common stock

##### United States - USD

SCHLUMBERGER LTD COM COM CUSIP 806657108  
SLB

0.000	90.11	361.25	0.00	0.00	0.00	0.00	0.00	0.00
Total USD		361.25	0.00	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	0.00
Total Common Stock		361.25	0.00	0.00	0.00	0.00	0.00	0.00
0.000								

#### Equity funds

##### Emerging Markets Region - USD

MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 865162582

200,665.560	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 33939L407

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 865130209

418,945.410	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

# Custom Reporting

31 DEC 13

Account number 0297314

Page 2 of 6

## ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Equity funds								
Total USD			0 00	5,168,552 35	5,047,087 14	121,465 21	0 00	121,465 21
Total International Region			0 00	5,168,552 35	5,047,087 14	121,465 21	0 00	121,465 21
United States - USD								
MFB NORTHERN FUNDS SMALL CAP INDEX FD CUSIP 685162723								
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 685162772								
218,515 890		22 88	0 00	4,949,553 24	4,808,987 53	140,565 71	0 00	140,565 71
MFB NORTHN MID CAP INDEX FD CUSIP 665130100								
50,825 910		18 88	0 00	858,449 82	854,257 70	4,191 92	0 00	4,191 92
Total USD			0 00	6,331,561 24	6,181,998 09	149,563 15	0 00	149,563 15
Total United States			0 00	6,331,561 24	6,181,998 09	149,563 15	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	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	264,782.25
Fixed Income Securities								

Northern Trust

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

# Custom Reporting

31 DEC 13

Account number 0297314

Page 3 of 6

## ◆ 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/PAF value							

### Fixed Income Securities

#### Corporate/government

##### United States - USD

Issue Date 25 Aug 08

MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 865162467

44,118 140	10 21	0 00	450,446 20	451,328 22	-882 02	0 00	-882 02
------------	-------	------	------------	------------	---------	------	---------

MFB NORTHN HI YIELD FXD INC FD CUSIP 865162899

345,493 690	7 49	0 00	2,587,747 73	2,571,232 30	18,515 43	0 00	18,515 43
-------------	------	------	--------------	--------------	-----------	------	-----------

Issue Date 25 Aug 08

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

841,177.530

#### Municipal issues

##### United States - USD

ARIZONA ST UNIV REVS 4% 07-01-2015 BEO CUSIP 040683489

250,000 000	105 394	5,000 00	263,485 00	265,638 53	-2,153 53	0 00	-2,153 53
-------------	---------	----------	------------	------------	-----------	------	-----------

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 562188HH4

250,000 000	102 349	3,777 77	255,872 50	258,297 27	-2,424 77	0 00	-2,424 77
-------------	---------	----------	------------	------------	-----------	------	-----------

Issue Date 15 Jan 07 Rate 4 00% Maturity Date 15 Aug 14

TEXAS ST 4 25% 08-01-2014 BEO CUSIP 882721GX5

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

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

# Custom Reporting

31 DEC 13

Account number 0297314

Page 4 of 6

## ◆ Asset Detail - Base Currency

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

### Fixed Income Securities

#### 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
<b>Total Municipal Issues</b>							
725,000.000		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 IBOX 3 YR TARGET DURATION TIPS INDEX FD CUSIP : 33839L508

41,495.000	24.92	0.00	1,034,055.40	1,039,287.84	-5,232.44	0.00	-5,232.44
Issue Date 07 Dec 12							
Total USD		0.00	1,034,055.40	1,039,287.84	-5,232.44	0.00	-5,232.44
Total United States		0.00	1,034,055.40	1,039,287.84	-5,232.44	0.00	-5,232.44
<b>Total Other Bonds</b>							
41,495.000		0.00	1,034,055.40	1,039,287.84	-5,232.44	0.00	-5,232.44

#### Total Fixed Income Securities

1,607,672.630		12,762.14	9,527,304.46	9,551,983.47	-24,679.01	0.00	-24,679.01
---------------	--	-----------	--------------	--------------	------------	------	------------

### Real Estate

#### Real estate funds

##### United States - USD

MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 66519Z541

111,817.630	9.07	0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	4,472.69
-------------	------	------	--------------	--------------	----------	------	----------

### Northern Trust

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

# Custom Reporting

31 DEC 13

Account number 0287314

Page 5 of 6

## ◆ 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/PAF value							
<i>Real Estate</i>							
<i>Real estate funds</i>							
Total USD		0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	4,472.69
Total United States		0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	4,472.69
Total Real Estate Funds		0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	4,472.69
111,817.630							
Total Real Estate		0.00	1,014,185.90	1,009,713.21	4,472.69	0.00	4,472.69
111,817.630							

## 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
Total short term - all currencies		9.84	574,101.91	574,101.91	0.00	0.00	0.00
Total short term - all countries		9.84	574,101.91	574,101.91	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
<i>Total Cash and Short Term Investments</i>							
574,101.910		9.84	574,101.91	574,101.91	0.00	0.00	0.00
Total		39,452.05	26,176,155.66	25,933,679.73	244,576.93	0.00	244,576.93
3,261,043.400							

Northern Trust

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

# Custom Reporting

31 DEC 13

Account number 0297314

Page 6 of 6

## ◆ Asset Detail - Base Currency

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

Although this report has been prepared using information believed to be reliable, it may contain information provided by third parties or derived from third party information, and/or information that may have been obtained from, categorized or otherwise reported based upon client direction. The Northern Trust Company does not guarantee the accuracy, timeliness or completeness of any such information. The information included in this report is intended to assist clients with their financial reporting needs, but you must consult with your accountants, auditors and/or legal counsel to ensure your accounting and financial reporting complies with applicable laws, regulations and accounting guidance. The Northern Trust Company and its affiliates shall have no responsibility for the consequences of investment decisions made in reliance on information contained in this report.

IRS CIRCULAR 230 NOTICE To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law. For more information about this notice, see <http://www.northerntrust.com/circular230>

Northern Trust

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



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

Security Name	Shares	FMV	Cost
#REORG/INTERCONTINEN NAME CHANGE IN	362.00 SHARES R	\$ 65,782.64	\$ 47,422.91
#REORG/NOBLE STOCK MERGER NOBLE CO 2	1,596.00 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 REVS 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
COVIDIEN PLC USD0.20(POST CONSLDTN)	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 MACHS 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 SOUTHN 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 RI	\$ 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 RI	\$ 119,725.58	\$ 93,187.84
VERIZON COMMUNICATIONS COM	903.00 SHARES RI	\$ 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
<b>TOTAL</b>		<b>\$ 15,638,244.16</b>	

NONCASH CONTRIBUTION FROM FRANCIS K MCCUNE GPOA MARITAL TRUST TO MCCUNE FAMILY FOUNDTION  
(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	2780.00 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 R	\$ 42,361.30	\$ 39,688.97
COSTCO WHOLESALE CORP NEW COM	395.00 SHARES REC	\$ 46,902.30	\$ 38,494.72
COVIDIEN PLC USD0.20(POST CONSOLDTN)	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 USD0.50	515.00 SHARES REC	\$ 35,916.10	\$ 26,602.32
EMC CORP COM	1,780.00 SHARES R	\$ 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 R	\$ 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 R	\$ 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 R	\$ 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 R	\$ 43,522.95	\$ 39,822.15
PFIZER INC COM	2,180.00 SHARES R	\$ 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 FOUNDTION  
(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 R	\$ 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 R	\$ 63,449.15	\$ 49,703.78
WEST VIRGINIA UNIV REVS 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 F	\$ 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 RE	\$ 142,172.94	\$ 142,313.15
MFB NORTHN FDS MULTI-MANAGER EMERGIN	39,973.87 UNITS RE	\$ 771,895.43	\$ 723,324.48
MFB NORTHN FDS MULTI-MANAGER GLOBAL	15,934.43 UNITS RE	\$ 303,232.20	\$ 290,535.74
MFB NORTHN HI YIELD FXD INC FD	151,953.00 UNITS F	\$ 1,144,206.09	\$ 1,135,088.91
MFB NORTHN MULTI-MANAGER INTL EQTY FD	87,820.10 UNITS RE	\$ 938,796.87	\$ 806,188.52
MFB NORTHN MULTI-MANAGER MID CAP FD	16,981.48 UNITS RE	\$ 254,722.20	\$ 204,203.87
MFB NORTHN MULTI-MANAGER SMALL CAP FD	10,557.09 UNITS RE	\$ 132,808.19	\$ 101,176.91
<b>TOTAL</b>		<b>\$ 7,675,990.59</b>	

## 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.
	=====	=====

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.	
FOREIGN TAX	11,858.	11,858.
	-----	-----
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.
TOTALS	----- 15. =====	----- 15. =====

FORM 990PF, PART II - CORPORATE STOCK  
=====

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

FORM 990PF, PART II - CORPORATE BONDS  
=====

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

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

26-1595257

FORM 990PF, PART II - OTHER INVESTMENTS  
=====

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

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

=====

NAME AND ADDRESS

-----

FRANCIS K MCCUNE NON-EXEMPT MARITAL  
C/O THE NORTHERN TRUST COMPANY  
CHICAGO, IL 60680

FRANCIS K MCCUNE NON-EXEMPT MARITAL  
C/O THE NORTHERN TRUST COMPANY  
CHICAGO, IL 60680

FRANCIS K MCCUNE GPOA MARITAL  
C/O THE NORTHERN TRUST COMPANY  
CHICAGO, IL 60680

FRANCIS K MCCUNE GPOA MARITAL  
C/O THE NORTHERN TRUST COMPANY  
CHICAGO, IL 60680