Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation
THE KNIGHT FAMILY FOUNDATION
C/O HPM PARTNERS LLC

A Employer identification number
27-6566394

Number and street (or P O box number if mail is not delivered to street address): 600 SUPERIOR AVE

Room/suite: 1000

B Telephone number: (216) 706-2461

City or town, state or province, country, and ZIP or foreign postal code: CLEVELAND, OH 44114

C If exemption application is pending, check here ▶☐

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

D 1. Foreign organizations, check here ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,110,614.

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

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

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

			(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	2,561,024.		N/A	
	2	Check ▶☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	12.	12.		STATEMENT 1
	4	Dividends and interest from securities	142,766.	142,766.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	162,558.			
	b	Gross sales price for all assets on line 6a 2,030,969.				
	7	Capital gain net income (from Part IV, line 2)		162,558.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	1,053.	0.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	2,867,413.	305,336.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 4	27,079.	27,079.		0.
	17	Interest				
	18	Taxes STMT 5	21,335.	4,136.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	100.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	48,514.	31,215.		0.
	25	Contributions, gifts, grants paid	330,652.			330,652.
	26	**Total expenses and disbursements.** Add lines 24 and 25	379,166.	31,215.		330,652.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	2,488,247.			
	b	**Net investment income** (if negative, enter -0-)		274,121.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	102,357.	229,781.	229,781.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	3,165,373.	5,031,943.	6,289,981.
	c	Investments - corporate bonds STMT 9	1,226,413.	1,599,148.	1,590,852.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,494,143.	6,860,872.	8,110,614.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 10)	125,000.	10,000.	
	23	**Total liabilities** (add lines 17 through 22)	125,000.	10,000.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	4,369,143.	6,850,872.	
	30	**Total net assets or fund balances**	4,369,143.	6,850,872.	
	31	**Total liabilities and net assets/fund balances**	4,494,143.	6,860,872.	

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	4,369,143.
2	Enter amount from Part I, line 27a	2	2,488,247.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	6,857,390.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	6,518.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,850,872.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,130,119.		1,047,830.	82,289.
b	887,422.		820,581.	66,841.
c	13,428.			13,428.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				82,289.
b				66,841.
c				13,428.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	162,558.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	154,607.	4,558,774.	.033914
2011	119,805.	2,675,122.	.044785
2010	169,823.	2,598,759.	.065348
2009	114,243.	2,350,135.	.048611
2008	123,671.	2,637,250.	.046894

2 **Total** of line 1, column (d)	2	.239552
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047910
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	7,090,968.
5 Multiply line 4 by line 3	5	339,728.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,741.
7 Add lines 5 and 6	7	342,469.
8 Enter qualifying distributions from Part XII, line 4	8	330,652.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions) **b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b **c** All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			1	5,482.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	5,482.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	5,482.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	3,070.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	8,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	11,070.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	45.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,543.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 5,543. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ TONY DECELLO Telephone no. ▶ (216) 706-2461

Located at ▶ 600 SUPERIOR AVE SUITE 1000, CLEVELAND, OH ZIP+4 ▶ 44114

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6)	Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(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)?	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	**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? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b**		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**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.

(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
REBECCA W. KNIGHT 155 THORN TREE LANE WINNETKA, IL 60093	TRUSTEE 10.00	0.	0.	0.
LESTER B. KNIGHT 155 THORN TREE LANE WINNETKA, IL 60093	TRUSTEE 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2013)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	6,668,596.
b	Average of monthly cash balances		1b	530,356.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	7,198,952.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	7,198,952.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	107,984.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	7,090,968.
6	**Minimum investment return.** Enter 5% of line 5		6	354,548.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	354,548.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 5,482.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	5,482.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	349,066.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	349,066.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	349,066.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	330,652.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	330,652.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	330,652.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				349,066.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			48,503.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 330,652.				
a Applied to 2012, but not more than line 2a			48,503.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				282,149.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				66,917.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 11

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

NONE

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF CHICAGO 5801 SOUTH ELLIS AVE. CHICAGO, IL 60637	UNRELATED	PC	GENERAL SUPPORT	56,000.
EMERGENCY FUND 651 W. WASHINGTON, SUITE 504 CHICAGO, IL 60661	UNRELATED	PC	GENERAL SUPPORT	75,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W. ANN LURIE PLACE CHICAGO, IL 60632	UNRELATED	PC	GENERAL SUPPORT	89,652.
TRAVERSE AREA RECREATION & TRANSPORTATION TRAILS 415 SOUTH UNION ST. TRAVERSE CITY, MI 49685	UNRELATED	PC	GENERAL SUPPORT	10,000.
ONE ACRE FUND 1954 FIRST ST. HIGHLAND PARK, IL 60035	UNRELATED	PC	GENERAL SUPPORT	75,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	330,652.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12.	
4 Dividends and interest from securities			14	142,766.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	1,053.	
8 Gain or (loss) from sales of assets other than inventory			18	162,558.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		306,389.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 306,389.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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
N/A		

Sign Here

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

▶ Rebecca W. Knight | 8-4-14 ▶ TRUSTEE
Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
MATTHEW WOJTOWICZ, CPA		7/22/2014		P00969025

Firm's name ▶ HPM PARTNERS LLC
Firm's EIN ▶ 27-1180831
Firm's address ▶ 600 SUPERIOR AVE, SUITE 1000
CLEVELAND, OH 44114
Phone no. (216) 687-0700

Form **990-PF** (2013)

323622
10-10-13

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

Schedule of Contributors

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

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
THE KNIGHT FAMILY FOUNDATION C/O HPM PARTNERS LLC	27-6566394

Organization type (check one)

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

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

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . ▶ $ ____________

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

Name of organization
THE KNIGHT FAMILY FOUNDATION
C/O HPM PARTNERS LLC

Employer identification number
27-6566394

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	THE REBECCA W. KNIGHT 2000 REVOCABLE TRUST 155 THORN TREE LANE WINNETKA, IL 60093	$ 1,280,512.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	CHARLES KNIGHT 369 CLINTON ST. BROOKLYN, NY 11231	$ 320,128.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
3	JAMES KNIGHT 155 THORN TREE LANE WINNETKA, IL 60093	$ 320,128.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
4	AMELIA KNIGHT 155 THORN TREE LANE WINNETKA, IL 60093	$ 320,128.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
5	JESSICA KNIGHT STEVENSON 2038 W. CRYSTAL ST. APT. NO. 2 CHICAGO, IL 60622	$ 320,128.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	**Employer identification number**
THE KNIGHT FAMILY FOUNDATION C/O HPM PARTNERS LLC	27-6566394

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

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

Name of organization	**Employer identification number**
THE KNIGHT FAMILY FOUNDATION C/O HPM PARTNERS LLC	27-6566394

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

Use duplicate copies of Part III if additional space is needed.

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
HORIZON HOSPICE & PALLIATIVE CARE 833 WEST CHICAGO AVE. CHICAGO, IL 60642	UNRELATED	PC	GENERAL SUPPORT	10,000.
ST. MARTIN DE PORRES HOUSE OF HOPE 6423 S. WOODLAWN AVE. CHICAGO, IL 60637	UNRELATED	PC	GENERAL SUPPORT	5,000.
FOOD BANK OF THE SOUTHERN TIER 388 UPPER OAKWOOD AVE. ELMIRA, NY 14903	UNRELATED	PC	GENERAL SUPPORT	10,000.
Total from continuation sheets				25,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST CHECKING	12.	12.	
TOTAL TO PART I, LINE 3	12.	12.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST #23-82453	156,194.	13,428.	142,766.	142,766.	
TO PART I, LINE 4	156,194.	13,428.	142,766.	142,766.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST - NONDIVIDEND DISTRIBUTIONS	1,053.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,053.	0.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST - INVESTMENT ADVISORY FEES	27,079.	27,079.		0.
TO FORM 990-PF, PG 1, LN 16C	27,079.	27,079.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAID	17,199.	0.		0.
FOREIGN TAXES PAID	4,136.	4,136.		0.
TO FORM 990-PF, PG 1, LN 18	21,335.	4,136.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS FILING FEES	100.	0.		0.
TO FORM 990-PF, PG 1, LN 23	100.	0.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
ADJUSTMENT DUE TO TIMING DIFFERENCES - DIVIDENDS RECEIVABLE	6,518.
TOTAL TO FORM 990-PF, PART III, LINE 5	6,518.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - SEE ATTACHED SCHEDULE	5,031,943.	6,289,981.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,031,943.	6,289,981.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - SEE ATTACHED SCHEDULE	1,599,148.	1,590,852.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,599,148.	1,590,852.

FORM 990-PF OTHER LIABILITIES STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CHECKS NOT YET CLEARED	125,000.	10,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	125,000.	10,000.

FORM 990-PF PART XV - LINE 1A LIST OF FOUNDATION MANAGERS STATEMENT 11

NAME OF MANAGER

REBECCA W. KNIGHT
LESTER B. KNIGHT

EIN: 27-6566394

ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 13

Account Number 2382453
Account Name THE KNIGHT FAMILY FOUNDATION

Page 1 of 1

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Common Stock								
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS CUSIP 665162483	19 050 40,526 660	Emerging Markets	0 00	772,032 87	789,173.90	-17,141 03	0 00	-17,141 03
MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRU CUSIP 665162384	12.070 17,848 800	United States	0 00	215,435 01	190,168 09	25,266.92	0 00	25,266 92
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CUSIP 233203421	19 460 9,348 290	Emerging Markets	0 00	181,917 72	175,000.00	6,917 72	0 00	6,917 72
MFO DFA INVT DIMENSIONS GROUP INC U S CORE EQUITY 1 CUSIP 233203413	16 540 23,068 890	United States	0 00	381,559 44	351,630 58	29,928.86	0.00	29,928 86
Total Funds - Common Stock			0 00	1,550,945 04	1,505,972 57	44,972 47	0 00	44,972 47

A

^ Complete cost information not available.

*Generated by Northern Trust on 09 Jul 14

EIN: 27-6566394

ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 13

Account Number 2382453
Account Name THE KNIGHT FAMILY FOUNDATION

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Equities ETF								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT CUSIP 33939L407	34 310 10,400 000	Global Region	7,229 87	356,824 00	355,988 74	835 26	0 00	835 26
MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE CUSIP 922042775	50 730 5,000 000	International	0 00	253,650 00	236,008 50	17,641 50	0 00	17,641 50
Total Funds - Equities ETF			7,229 87 **A**	610,474 00 **A**	591,997 24	18,476 76	0 00	18,476 76

^ Complete cost information not available

*Generated by Northern Trust on 09 Jul 14

EIN: 27-6566394

ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 13

Account Number 2382453
Account Name THE KNIGHT FAMILY FOUNDATION

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Government Agency								
MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CUSIP 693390700	10 690 58,101 780	United States	0 00	621,108 02	621,417 13	-309 11	0 00	-309 11
MFO VANGUARD FIXED INCOME SECS FD INC INFLATION-PROTE CUSIP 922031869	12 980 5,857.650	United States	0 00	76,032 29	79,902 04	-3,869 75	0.00	-3,869.75
Total Funds - Government Agency			0 00	697,140.31 **B**	701,319 17	-4,178 86	0 00	-4,178 86

^ Complete cost information not available.

*Generated by Northern Trust on 09 Jul 14

EIN: 27-6566394

Northern Trust

Portfolio Value

As of 31 DEC 13

Account Number 2382453
Account Name THE KNIGHT FAMILY FOUNDATION

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Corporate Bond								
MFB NORTHERN HIGH YIELD FIXED INCOME FUND CUSIP 665162699	7 490 54,354 660	United States	0 00	407,116 40	396,272.61	10,843 79	0 00	10,843 79
MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD CUSIP 72201F516	9 330 13,352 100	International	0.00	124,575 09	146,750 00	-22,174 91	0.00	-22,174 91
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841	9 610 37,671 220	United States	0 00	362,020 42	354,806 39	7,214 03	0 00	7,214 03
Total Funds - Corporate Bond			0 00	893,711 91 **B**	897,829 00	-4,117 09	0 00	-4,117 09

^ Complete cost information not available.

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ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

EIN: 27-6566394

ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 13

Account Number 2382453
Account Name THE KNIGHT FAMILY FOUNDATION

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Funds - Real Estate								
MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE CUSIP 233203348	5 020 17,152 260	United States	0 00	86,104 34	91,250 00	-5,145 66	0 00	-5,145 66
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS CUSIP 233203835	25 930 3,368 400	United States	0 00	87,342 61	91,250 00	-3,907 39	0 00	-3,907 39
Total Funds - Real Estate			0 00	173,446 95 A	182,500 00	-9,053.05	0 00	-9,053 05

^ Complete cost information not available

*Generated by Northern Trust on 09 Jul 14

EIN: 27-6566394

Northern Trust

Portfolio Value

As of 31 DEC 13

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-THRNBRG

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
#REORG/COMPASS GROUP PLC REVERSE STOCK SPLIT COMPASS CUSIP 20449X203	16 033 934 000	United Kingdom	0 00	14,974.82	11,493 67	3,481.15	0 00	3,481 15
ACCENTURE PLC SHS CL A NEW CUSIP G1151C101	82 220 133 000	United States	0 00	10,935 26	9,271 97	1,663 29	0 00	1,663 29
ADIDAS AG CUSIP 00687A107	64 230 320 000	Germany	0 00	20,553.60	12,977 63	7,575 97	0 00	7,575 97
ADR AIA GROUP LTD SPONSORED ADR CUSIP 001317205	20 068 1,058 000	Hong Kong	0 00	21,231 94	17,005 49	4,226 45	0 00	4,226 45
ADR AMADEUS IT HLDG S A ADS CUSIP 02263T104	42 861 230 000	Spain	0 00	9,858 03	7,608 53	2,249 50	0 00	2,249 50
ADR ANHEUSER BUSCH INBEV SA/NV SPONSOREDADR CUSIP 03524A108	106 460 125 000	Belgium	0 00	13,307 50	12,616 62	690 88	0 00	690 88
ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106	54 740 168 000	United Kingdom	0 00	9,196.32	5,676 55	3,519 77	0 00	3,519 77
ADR ASML HOLDING NV NY REG 2012 (POST REV SPLIT) CUSIP N07059210	93 700 139 000	Netherlands	0 00	13,024 30	10,119 89	2,904 41	0 00	2,904 41
ADR BAIDU INC SPONSORED ADR CUSIP 056752108	177 880 74 000	China	0 00	13,163.12	8,460 72	4,702 40	0 00	4,702 40
ADR BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR CUSIP 05946K101	12 390 859 000	Spain	0 00	10,643 01	9,587 72	1,055 29	0 00	1,055 29

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Northern Trust | *Portfolio Value*
As of 31 DEC 13

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-THRNBRG

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR BURBERRY GROUP PLC SPONSORED CUSIP 12082W204	50 550 252 000	United Kingdom	67 58	12,738 60	10,939 25	1,799 35	0 00	1,799 35
ADR CHINA MOBILE LTD CUSIP 16941M109	52 290 244 000	China	0 00	12,758.76	13,197 60	-438 84	0 00	-438 84
ADR DASSAULT SYS S A SPONSORED ADR CUSIP 237545108	124 300 76 000	France	0.00	9,446 80	7,907 69	1,539 11	0 00	1,539 11
ADR EMBRAER S A SPONSORED ADR REPSTG 4 COM SHS CUSIP 29082A107	32 180 339 000	Brazil	44 01	10,909 02	10,232 01	677 01	0 00	677 01
ADR HENNES & MAURITZ AB ADR CUSIP 425883105	9 160 1,499 000	Sweden	0 00	13,730 84	11,231 23	2,499 61	0 00	2,499 61
ADR HONG KONG EXCHANGES & CLEARING LTD ADR CUSIP 43858F109	16 676 547 000	Hong Kong	0 00	9,121 77	11,168 82	-2,047.05	0 00	-2,047 05
ADR HSBC HLDGS PLC SPONSORED ADR NEW CUSIP 404280406	55 130 236 000	United Kingdom	0 00	13,010 68	11,554 63	1,456 05	0 00	1,456 05
ADR IND & COMM BK OF-UNSPON ADR ADR IND & COMM BK CUSIP 455807107	13 580 616 000	China	0 00	8,365 28	9,253 33	-888 05	0 00	-888 05
ADR ING GROEP N V SPONSORED ADR CUSIP 456837103	14 010 1,374 000	Netherlands	0 00	19,249 74	14,866 23	4,383 51	0 00	4,383 51
ADR INTESA SANPAOLO S P A SPONSORED ADR REPSTG ORD SHS CUSIP 46115H107	14 950 724 000	Italy	0 00	10,823 80	10,133 04	690 76	0 00	690 76

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Northern Trust | *Portfolio Value*
As of 31 DEC 13

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-THRNBRG

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR JULIUS BAER GROUP LTD-UN ADR CUSIP 48137C108	9 650 891 000	Switzerland	0 00	8,598 15	8,423 06	175 09	0 00	175 09
ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7 PENCE CUSIP 495724403	12 840 1,793 000	United Kingdom	0 00	23,022 12	16,713 93	6,308 19	0 00	6,308 19
ADR KOMATSU LTD SPONSORED ISIN US5004584018 CUSIP 500458401	20 580 421 000	Japan	0 00	8,664 18	10,120 03	-1,455 85	0 00	-1,455 85
ADR KONE OYJ ADR CUSIP 50048H101	22 598 380 000	Finland	0 00	8,587 24	8,286 07	301 17	0 00	301.17
ADR KUBOTA CORP. CUSIP 501173207	83 600 157 000	Japan	0 00	13,125 20	11,821 35	1,303 85	0 00	1,303 85
ADR LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP 502441306	36 600 655 000	France	0 00	23,972 93	22,533 58	1,439 35	0 00	1,439 35
ADR MICHELIN COMPAGNIE GENERALE DES ETABLISSEMENTS CUSIP 59410T106	21 289 699 000	France	0 00	14,881 01	11,612 96	3,268 05	0 00	3,268 05
ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR CUSIP 606822104	6 680 2,584 000	Japan	0 00	17,261 12	13,908 33	3,352.79	0 00	3,352 79
ADR NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP 641069406	73 590 258 000	Switzerland	0 00	18,986 22	17,195 60	1,790 62	0 00	1,790 62
ADR NOKIA CORP SPONSORED ADR CUSIP 654902204	8 110 538 000	Finland	0 00	4,363 18	4,362 21	0 97	0 00	0 97
ADR NOVARTIS AG CUSIP 66987V109	80 380 223.000	Switzerland	0 00	17,924 74	14,714 64	3,210 10	0 00	3,210 10

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As of 31 DEC 13

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-THRNBRG

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR NOVO-NORDISK A S ADR CUSIP 670100205	184 760 134 000	Denmark	0 00	24,757 84	19,235 52	5,522.32	0 00	5,522 32
ADR PEARSON PLC SPONSORED ADR CUSIP 705015105	22 400 555 000	United Kingdom	0.00	12,432 00	10,403 09	2,028 91	0 00	2,028 91
ADR PUBLICIS S A NEW SPONSORED ADR CUSIP 74463M106	22.912 1,218 000	France	0 00	27,906 81	19,514 12	8,392 69	0 00	8,392 69
ADR RECKITT BENCKISER PLC SPONSORED ADR CUSIP 756255204	15 877 1,153 000	United Kingdom	0 00	18,306 18	13,729 46	4,576 72	0 00	4,576 72
ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 CUSIP 771195104	70 200 256.000	Switzerland	0 00	17,971.20	15,827 93	2,143.27	0 00	2,143 27
ADR SABMILLER PLC SPONSORED ADR CUSIP 78572M105	51.280 271.000	United Kingdom	0.00	13,896 88	11,732 31	2,164 57	0 00	2,164 57
ADR SUMITOMO MITSUI TR HLDGS INC SPONSORED ADR CUSIP 86562X106	5 290 2,733 000	Japan	0 00	14,457 57	13,989.40	468 17	0 00	468 17
ADR SWATCH GROUP AG ADR CUSIP 870123106	33 200 361 000	Switzerland	0 00	11,985 20	8,109 86	3,875 34	0 00	3,875 34
ADR SYNGENTA AG SPONSORED ADR CUSIP 87160A100	79 940 163 000	Switzerland	0 00	13,030 22	12,806 40	223 82	0 00	223.82
ADR TATA MTRS LTD SPONSORED ADR CUSIP 876568502	30 800 281 000	India	0 00	8,654 80	6,936 80	1,718 00	0 00	1,718 00

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ADR TENCENT HLDGS LTD ADR CUSIP 88032Q109	64 420 215.000	China	0 00	13,850.30	6,956 55	6,893 75	0 00	6,893 75
ADR TOYOTA MTR CORP SPONSORED ADR CUSIP 892331307	121 920 173 000	Japan	0 00	21,092 16	15,651 86	5,440 30	0 00	5,440 30
CANADIAN NATL RY CO COM CUSIP 136375102	57 020 322 000	Canada	0 00	18,360 44	13,373 46	4,986 98	0 00	4,986 98
CARNIVAL CORP COM PAIRED CUSIP 143658300	40 170 339 000	United States	0 00	13,617 63	12,043 83	1,573 80	0 00	1,573 80
DEUTSCHE BK AG COM STK ISIN DE0005140008 SDL 505964X CUSIP D18190898	48 240 249 000	Germany	0 00	12,011 76	11,306 63	705 13	0 00	705.13
EXPERIAN PLC CUSIP 30215C101	18 430 483 000	United Kingdom	48 78	8,901 69	8,831 31	70 38	0 00	70 38
FANUC CORPORATION CUSIP 307305102	30 525 568.000	Japan	0 00	17,338 20	14,581.89	2,756 31	0 00	2,756 31
FRESENIUS MEDICAL CARE AG AND CO KGAA CUSIP 358029106	35 580 451 000	Germany	0 00	16,046 58	15,892 62	153 96	0 00	153 96
GDR ASSA ABLOY AB ADR CUSIP 045387107	26 450 558 000	Sweden	0 00	14,759 10	8,934 37	5,824 73	0 00	5,824 73
LAS VEGAS SANDS CORP COM STK CUSIP 517834107	78 870 217 000	United States	0 00	17,114 79	10,455 72	6,659 07	0 00	6,659.07
LULULEMON ATHLETICA INC COM CUSIP 550021109	59 030 220 000	United States	0 00	12,986.60	14,931.07	-1,944 47	0 00	-1,944 47
MERCADOLIBRE INC COM STK CUSIP 58733R102	107 790 81 000	United States	11 58	8,730 99	6,876.59	1,854 40	0.00	1,854 40

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Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
PACIFIC RUBIALES ENERGY CORP COM NEW COMSTK CUSIP 69480U206	17 260 678 000	Canada	0 00	11,702 28	13,636 11	-1,933 83	0 00	-1,933 83
PT BANK MANDIRI TBK UNSPON ADR CUSIP 69367U105	6 460 417 000	Indonesia	0 00	2,693 82	3,739 27	-1,045 45	0 00	-1,045.45
SAP SE-SPONSORED ADR CUSIP 803054204	87.140 117 000	Germany	0 00	10,195 38	7,930 26	2,265 12	0.00	2,265 12
SCHLUMBERGER LTD COM COM CUSIP 806857108	90 110 220 000	United States	60 00	19,824 20	18,100.38	1,723 82	0.00	1,723 82
SINA CORPORATION COM STK USD0 133 CUSIP G81477104	84 250 73 000	United States	0 00	6,150 25	4,699 47	1,450 78	0 00	1,450 78
SOUTHERN COPPER CORP DEL COM CUSIP 84265V105	28 710 219 000	Peru	0 00	6,287 49	7,251 80	-964 31	0 00	-964 31
TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR CUSIP 874039100	17 440 731 000	Taiwan	0 00	12,748 64	13,320 18	-571 54	0 00	-571.54
YANDEX N V COM USD0 01 CL 'A CUSIP N97284108	43 150 353 000	Russian	0 00	15,231 95	9,490 43	5,741 52	0 00	5,741 52
YUM BRANDS INC COM CUSIP 988498101	75 610 221 000	United States	0 00	16,709 81	14,816 41	1,893 40	0 00	1,893.40
Total Common Stock			231 95 A	856,182 04 A	720,099 48	136,082 56	0 00	136,082 56

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ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 13

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-THRNBRG

Security Description	Market Price Local							
Asset ID	Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Preferred Stock								
ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500	13 570							
CUSIP 465562106	591 000	Brazil	43 88	8,019 87	9,897 98	-1,878 11	0 00	-1,878 11
Total Preferred Stock			43 88 A	8,019 87 A	9,897.98	-1,878 11	0 00	-1,878 11

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ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 13

Account Number 2366133
Account Name THE KNIGHT FAMILY FDTN - GNVA

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
ACADIA HEALTHCARE CO INC COM CUSIP 00404A109	47 330 378 000	United States	0 00	17,890 74	12,619 80	5,270 94	0 00	5,270 94
ADR QIWI PLC SPONSORED ADR REPSTG CL B CUSIP 74735M108	56 000 109 000	Cyprus	0 00	6,104 00	5,191 26	912 74	0 00	912 74
AFFILIATED MANAGERS GROUP INC COM STK CUSIP 008252108	216 880 50 000	United States	0 00	10,844 00	8,977 91	1,866 09	0 00	1,866 09
ALLIANCE DATA SYS CORP COM CUSIP 018581108	262 930 110 000	United States	0 00	28,922 30	14,884 08	14,038 22	0.00	14,038 22
AMAZON COM INC COM CUSIP 023135106	398 790 70 000	United States	0 00	27,915 30	11,233 65	16,681.65	0 00	16,681 65
B/E AEROSPACE INC COM CUSIP 073302101	87 030 280 000	United States	0 00	24,368 40	18,691 98	5,676 42	0 00	5,676.42
CABOT OIL & GAS CORP COM CUSIP 127097103	38 760 580 000	United States	0 00	22,480 80	15,582 08	6,898 72	0 00	6,898.72
CELGENE CORP COM CUSIP 151020104	168 960 167 000	United States	0 00	28,216 32	19,469 94	8,746 38	0 00	8,746.38
CHIPOTLE MEXICAN GRILL INC COM STK CUSIP 169656105	532 780 31 000	United States	0 00	16,516 18	10,862.23	5,653.95	0 00	5,653 95
CONTINENTAL RES INC COM CUSIP 212015101	112 520 158 000	United States	0 00	17,778 16	9,413 03	8,365 13	0 00	8,365 13
COPA HOLDINGS SA COM STK CUSIP P31076105	160 110 57 000	United States	0 00	9,126 27	7,852 79	1,273 48	0 00	1,273 48

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As of 31 DEC 13

Account Number 2366133
Account Name THE KNIGHT FAMILY FDTN - GNVA

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
DISCOVERY COMMUNICATIONS INC NEW COM SERA STK CUSIP 25470F104	90 420 249 000	United States	0 00	22,514 58	18,003 12	4,511 46	0 00	4,511 46
DUNKIN BRANDS GROUP INC COM CUSIP 265504100	48 200 185 000	United States	0 00	8,917 00	7,430 48	1,486 52	0 00	1,486 52
ECOLAB INC COMMON STOCK CUSIP 278865100	104.270 49 000	United States	13 47	5,109 23	4,669 85	439 38	0 00	439.38
FINANCIAL ENGINES INC COM CUSIP 317485100	69 480 354 000	United States	17 70	24,595 92	13,791 58	10,804 34	0 00	10,804 34
FIRST REP BK SAN FRANCISCO CALIF NEW COM CUSIP 33616C100	52 350 102 000	United States	0.00	5,339 70	5,234 82	104 88	0 00	104 88
FLEETCOR TECHNOLOGIES INC COM CUSIP 339041105	117 170 223 000	United States	0 00	26,128 91	12,472 98	13,655 93	0 00	13,655 93
GARTNER INC COM CUSIP 366651107	71 050 217 000	United States	0 00	15,417 85	10,191 29	5,226 56	0 00	5,226.56
GILEAD SCIENCES INC CUSIP 375558103	75 150 340 000	United States	0 00	25,551 00	15,619 47	9,931 53	0 00	9,931 53
GOOGLE INC CL A CL A CUSIP 38259P508	1,120 710 7 000	United States	0 00	7,844 97	6,072.62	1,772 35	0 00	1,772 35
GUIDEWIRE SOFTWARE INC COM USD0 0001 CUSIP 40171V100	49 070 319 000	United States	0 00	15,653 33	13,051 61	2,601.72	0 00	2,601 72
KANSAS CITY SOUTHN CUSIP 485170302	123 830 208 000	United States	44 72	25,756 64	17,406 00	8,350 64	0 00	8,350 64
LINKEDIN CORP CL A CUSIP 53578A108	216 830 126 000	United States	0 00	27,320 58	21,615 91	5,704 67	0 00	5,704.67

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ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
LITHIA MTRS INC CL A CUSIP 536797103	69 420 78 000	United States	0 00	5,414 76	4,536 58	878.18	0 00	878 18
LKQ CORP COM LKQ CORP CUSIP 501889208	32.900 552 000	United States	0 00	18,160 80	17,412 94	747 86	0 00	747 86
LUMBER LIQUIDATORS HLDGS INC COM CUSIP 55003T107	102 890 65 000	United States	0 00	6,687 85	6,487 79	200 06	0 00	200 06
MARKETAXESS HLDGS INC COM STK CUSIP 57060D108	66 870 231 000	United States	0 00	15,446 97	14,267 15	1,179 82	0 00	1,179 82
MASTERCARD INC CL A CUSIP 57636Q104	835 460 35 000	United States	0 00	29,241 10	14,289.43	14,951.67	0 00	14,951.67
MELCO CROWN ENTERTAINMENT LTD ADR CUSIP 585464100	39 220 460 000	Hong Kong	0 00	18,041 20	12,554 96	5,486 24	0 00	5,486 24
MIDDLEBY CORP COM CUSIP 596278101	239 970 58 000	United States	0 00	13,918 26	11,561 91	2,356 35	0 00	2,356 35
REGENERON PHARMACEUTICAL S INC COM CUSIP 75886F107	275 240 54 000	United States	0 00	14,862 96	14,552 68	310 28	0 00	310 28
SALESFORCE COM INC COM STK CUSIP 79466L302	55 190 223 000	United States	0 00	12,307 37	7,956 99	4,350 38	0 00	4,350 38
SBA COMMUNICATIONS CORP CL A COM CUSIP 78388J106	89 840 252 000	United States	0 00	22,639 68	15,917 02	6,722 66	0 00	6,722 66
SPS COMM INC COM CUSIP 78463M107	65 300 92 000	United States	0 00	6,007 60	4,745 56	1,262 04	0 00	1,262 04
STARBUCKS CORP COM CUSIP 855244109	78.390 166 000	United States	0 00	13,012 74	9,918 75	3,093 99	0 00	3,093 99

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As of 31 DEC 13

Account Number 2366133
Account Name THE KNIGHT FAMILY FDTN - GNVA

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
STERICYCLE INC COM CUSIP 858912108	116 170 129 000	United States	0 00	14,985 93	11,954 35	3,031 58	0 00	3,031 58
TRACTOR SUPPLY CO COM CUSIP 892356106	77 580 448 000	United States	0 00	34,755 84	18,885 75	15,870 09	0 00	15,870 09
TRIPADVISOR INC COM COM STK CUSIP 896945201	82 830 117 000	United States	0 00	9,691 11	9,282 42	408 69	0 00	408 69
TYLER TECHNOLOGIES INC COM STK CUSIP 902252105	102 130 65 000	United States	0 00	6,638 45	4,800 48	1,837 97	0 00	1,837 97
VIRTUS INVT PARTNERS INC COM CUSIP 92828Q109	200 050 41 000	United States	0 00	8,202 05	6,994 74	1,207 31	0 00	1,207.31
WORKDAY INC CL A COM USD0 001 CUSIP 98138H101	83.160 366 000	United States	0 00	30,436 56	23,865 41	6,571 15	0 00	6,571 15
YELP INC CL A CUSIP 985817105	68 950 67 000	United States	0 00	4,619 65	4,642 96	-23 31	0 00	-23 31
Total Common Stock			75 89 **A**	705,383 06 **A**	494,966 35	210,416.71	0 00	210,416 71

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Portfolio Value

As of 31 DEC 13

Account Number 2366135
Account Name THE KNIGHT FAMILY FDTN - DGHM

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
3M CO COM	140 250							
CUSIP 88579Y101	140 000	United States	0 00	19,635 00	13,326 15	6,308 85	0 00	6,308 85
ACE LTD COM STK	103 530							
CUSIP H0023R105	163 000	United States	0 00	16,875 39	11,856 66	5,018 73	0 00	5,018 73
ACTIVISION BLIZZARD INC COM STK	17 830							
CUSIP 00507V109	967 000	United States	0 00	17,241 61	16,307 37	934 24	0 00	934 24
AKAMAI TECHNOLOGIES INC COM STOCK	47.180							
CUSIP 00971T101	320 000	United States	0 00	15,097 60	12,461 38	2,636 22	0 00	2,636 22
ALEXANDRIA REAL ESTATE EQUITIES INC COM	63 620							
CUSIP 015271109	317 000	United States	215 56	20,167 54	22,665 75	-2,498 21	0 00	-2,498 21
ALLSTATE CORP COMMON STOCK	54 540							
CUSIP 020002101	309 000	United States	77 25	16,852 86	13,359 05	3,493 81	0 00	3,493 81
ANALOG DEVICES, INC , COMMON STOCK, $ 16 2/3 PAR	50 930							
CUSIP 032654105	351.000	United States	0 00	17,876 43	14,522 31	3,354 12	0 00	3,354 12
BAKER HUGHES INC , COMMON STOCK	55 260							
CUSIP 057224107	388 000	United States	0.00	21,440 88	19,044 99	2,395 89	0 00	2,395 89
BAXTER INTL INC COMMON STOCK	69 550							
CUSIP 071813109	284 000	United States	139 16	19,752 20	15,422 81	4,329 39	0 00	4,329 39
BECTON, DICKINSON AND CO , COMMON STOCK,$1 PAR	110 490							
CUSIP 075887109	141 000	United States	0 00	15,579 09	12,106 67	3,472.42	0 00	3,472 42
CHICOS FAS INC COM	18 840							
CUSIP 168615102	960 000	United States	0 00	18,086 40	14,674 18	3,412.22	0 00	3,412 22

^ Complete cost information not available

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EIN: 27-6566394

ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust | *Portfolio Value*
As of 31 DEC 13

Account Number 2366135
Account Name THE KNIGHT FAMILY FDTN - DGHM

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
CIT GROUP INC NEW COM NEW COM NEW CUSIP 125581801	52 130 310 000	United States	0 00	16,160 30	13,322 87	2,837 43	0 00	2,837 43
COVANCE INC COMMON STOCK CUSIP 222816100	88 060 226 000	United States	0 00	19,901 56	14,383 19	5,518 37	0 00	5,518 37
CSX CORP , COMMON STOCK, $1 PAR CUSIP 126408103	28 770 602 000	United States	0 00	17,319 54	15,521 39	1,798 15	0 00	1,798 15
DIRECTV COM CUSIP 25490A309	69 090 228 000	United States	0 00	15,752 52	11,410 42	4,342 10	0 00	4,342 10
DOVER CORP , COMMON STOCK $1 PAR CUSIP 260003108	96 540 184 000	United States	0 00	17,763 36	11,098 28	6,665.08	0 00	6,665 08
DTE ENERGY CO COMMON STOCK CUSIP 233331107	66 390 235 000	United States	153.92	15,601 65	13,363 36	2,238 29	0 00	2,238 29
HELMERICH & PAYNE INC COM CUSIP 423452101	84 080 241 000	United States	0 00	20,263 28	15,985 88	4,277 40	0 00	4,277 40
ICONIX BRAND GROUP INC COM CUSIP 451055107	39 700 355 000	United States	0 00	14,093 50	8,351 05	5,742.45	0.00	5,742 45
INGREDION INC COM CUSIP 457187102	68 460 227 000	United States	95 34	15,540 42	14,979 34	561 08	0 00	561 08
INVESCO LTD COM STK USD0 20 CUSIP G491BT108	36 400 605 000	United States	0 00	22,022 00	15,955 21	6,066 79	0 00	6,066 79
JPMORGAN CHASE & CO COM CUSIP 46625H100	58 480 412 000	United States	0 00	24,093 76	18,263 74	5,830 02	0 00	5,830.02
KAPSTONE PAPER & PACKAGING CORP KAPSTONEPAPER CUSIP 48562P103	55 860 304 000	United States	0.00	16,981 44	8,360 17	8,621 27	0 00	8,621 27

^ Complete cost information not available

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EIN: 27-6566394

ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
KEYCORP NEW COMMON STOCK CUSIP 493267108	13 420 1,716 000	United States	0 00	23,028 72	14,144 40	8,884 32	0 00	8,884 32
KROGER CO , COMMON STOCK, $1 PAR CUSIP 501044101	39 530 406 000	United States	0 00	16,049 18	11,007 25	5,041 93	0.00	5,041 93
LINCOLN NATIONAL CORP COMMON STOCK NO PAR CUSIP 534187109	51 620 459 000	United States	0 00	23,693 58	11,342 37	12,351 21	0 00	12,351 21
MANPOWERGROUP INC CUSIP 56418H100	85 860 219 000	United States	0.00	18,803 34	12,961 60	5,841 74	0 00	5,841 74
MRC GLOBAL INC COM CUSIP 55345K103	32 260 547 000	United States	0 00	17,646 22	17,391 54	254 68	0 00	254 68
PUBLIC SERVICE ENTERPRISE GROUP INC , COMMON STOCK CUSIP 744573106	32 040 466.000	United States	0 00	14,930 64	15,102 91	-172.27	0 00	-172 27
REGIONS FINL CORP NEW COM CUSIP 7591EP100	9 890 2,112 000	United States	63.36	20,887 68	15,912.47	4,975 21	0 00	4,975 21
SANDISK CORP COM CUSIP 80004C101	70 540 250 000	United States	0 00	17,635 00	17,087 52	547 48	0 00	547.48
SOUTHWESTERN ENERGY CO COM CUSIP 845467109	39 330 414 000	United States	0 00	16,282 62	13,524 46	2,758 16	0 00	2,758 16
STATE STR CORP COM CUSIP 857477103	73 390 265 000	United States	68 90	19,448 35	11,944 20	7,504 15	0 00	7,504 15
STRYKER CORP CUSIP 863667101	75.140 244 000	United States	74 42	18,334 16	14,156 56	4,177 60	0 00	4,177 60
SUN TRUST BANKS, INC , COMMON STOCK $2 50 PAR CUSIP 867914103	36 810 600 000	United States	0 00	22,086 00	19,687 18	2,398 82	0 00	2,398 82

^ Complete cost information not available.

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EIN: 27-6566394

ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust | *Portfolio Value*
As of 31 DEC 13

Account Number 2366135
Account Name THE KNIGHT FAMILY FDTN - DGHM

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
THOR INDS INC COM STK CUSIP 885160101	55 230 285 000	United States	65 55	15,740 55	9,209 24	6,531 31	0 00	6,531 31
TIDEWATER, INC , COMMON STOCK, $1 PAR CUSIP 886423102	59 270 414 000	United States	0 00	24,537.78	22,076 89	2,460.89	0 00	2,460 89
TIME WARNER INC USD0 01 CUSIP 887317303	69 720 233 000	United States	0 00	16,244 76	13,415 86	2,828 90	0 00	2,828 90
Total Common Stock			953 46 **A**	699,446 91 **A**	545,706 67	153,740.24	0 00	153,740 24

^ Complete cost information not available

*Generated by Northern Trust on 09 Jul 14

EIN: 27-6566394

ATTACHMENT TO 2013 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust | *Portfolio Value*

As of 31 DEC 13

Account Number 0320600

Account Name THE KNIGHT FAMILY FDTN - AON

Security Description Asset ID	Market Price Local Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Common Stock								
AON PLC COM	83 890							
CUSIP G0408V102	19,997 000	United States	0 00	1,677,548 33	980,802 86	696,745 47	0 00	696,745 47
Total Common Stock			0 00	1,677,548 33 A	980,802 86	696,745 47	0 00	696,745 47

SUM OF "A" = $6,289,981 FAIR MARKET VALUE OF INVESTMENTS AS REPORTED ON PAGE 2, PART II, LINE 10b, COLUMN (c) OF FORM 990-PF

SUM OF "B" = $1,590,852 FAIR MARKET VALUE OF INVESTMENTS AS REPORTED ON PAGE 2, PART II, LINE 10c, COLUMN (c) OF FORM 990-PF

^ Complete cost information not available

*Generated by Northern Trust on 09 Jul 14

Form **8868**
(Rev. January 2014)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

▶ **Information about Form 8868 and its instructions is at** *www.irs.gov/form8868*

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. THE KNIGHT FAMILY FOUNDATION C/O HPM PARTNERS LLC	Employer identification number (EIN) or 27-6566394
	Number, street, and room or suite no. If a P.O. box, see instructions. 600 SUPERIOR AVE, NO. 1000	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CLEVELAND, OH 44114	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ TONY DECELLO 600 SUPERIOR AVE SUITE 1000 - CLEVELAND, OH 44114
  Telephone No. ▶ (216) 706-2461 Fax No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☒ calendar year 2013 or
▶ ☐ tax year beginning ______________ , and ending ______________ .

2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 11,070.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 3,070.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$ 8,000.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2014)
323841
12-31-13