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For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

		A Employer identification number 59-6964359	
Name of foundation JAMES M. SCHOONMAKER II FOUNDATION 02-41447		B Telephone number (see instructions) 312-630-6000	
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 803878		Room/suite	
City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60680			
C Check all that apply		Initial return Final return Address change	
		Initial return of a former public charity Amended return Name change	
D Check type of organization:		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
E Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 3,895,314.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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
Revenue		(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		249,406.	
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		88,922.	92,037.
5a Gross rents			STMT 1
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10		483,131.	
b Gross sales price for all assets on line 6a 1,498,141.			
7 Capital gain net income (from Part IV, line 2)		483,131.	
8 Net short-term capital gain			
9 Income modifications			
10a Gross sales less returns and allowances			
b Less. Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11		821,459.	575,168.
13 Compensation of officers, directors, trustees, etc		5,114.	4,603.
14 Other employee salaries and wages		NONE	NONE
15 Pension plans, employee benefits		NONE	NONE
16a Legal fees (attach schedule)		2,000.	1,000.
b Accounting fees (attach schedule) STMT 2			
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions) STMT 3		4,739.	2,153.
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 4		22.	7.
24 Total operating and administrative expenses.			15.
Add lines 13 through 23		11,875.	7,763.
25 Contributions, gifts, grants paid		165,000.	
26 Total expenses and disbursements Add lines 24 and 25		176,875.	7,763.
27 Subtract line 26 from line 12:			
a Excess of revenue over expenses and disbursements		644,584.	
b Net investment income (if negative, enter -0-)			567,405.
c Adjusted net income (if negative, enter -0-)			

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		137,228.	188,690.	188,690.
	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 5	1,666,077.	2,218,641.	2,758,146.	
	c Investments - corporate bonds (attach schedule) . STMT 6	811,287.	738,064.	745,638.	
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	12 Investments - mortgage loans				
	13 Investments - other (attach schedule) . STMT 7	134,734.	190,424.	202,840.	
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ► (attach schedule)				
	15 Other assets (describe ► SEE ATTACHMENTS)	186,165.			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) .	2,935,491.	3,335,819.	3,895,314.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)			NONE	
	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"/> check here and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	2,935,491.	3,335,819.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)	2,935,491.	3,335,819.		
	31 Total liabilities and net assets/fund balances (see instructions)	2,935,491.	3,335,819.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,935,491.
2 Enter amount from Part I, line 27a	2	644,584.
3 Other increases not included in line 2 (itemize) ► COST ADJUSTMENT- WASH SALE	3	5,013.
4 Add lines 1, 2, and 3	4	3,585,088.
5 Decreases not included in line 2 (itemize) ► UNREALIZED GAIN ON TRANSFERRED SECURITY - J & J	5	249,269.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,335,819.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,498,141.		1,015,010.	483,131.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			483,131.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	483,131.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	137,081.	3,082,370.	0.044473
2011	114,651.	2,798,332.	0.040971
2010	99,128.	2,423,577.	0.040902
2009	97,159.	1,947,682.	0.049884
2008	82,748.	1,969,943.	0.042005

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 8 Enter qualifying distributions from Part XII, line 4

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	5,674.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" 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-) . . .			
3	Add lines 1 and 2 . . .	2	3	5,674.
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		5,674.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013 . . .	6a		4,301.
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		4,301.
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	9		1,373.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ► 10	10		
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax ► NONE Refunded ► 11	11		

Part VII-A Statements Regarding Activities

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? . . .	Yes	No
1a			X
1b			X
1c			X
2			X
3			X
4a			X
4b			
5			X
6			X
7			X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► FL IL		
8b			X
9			X
10			X

b 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? . . .

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . .
If "Yes," attach a detailed description of the activities

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . .

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

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

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . .

7 Did the foundation have at least \$5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G*? *If "No," attach explanation*. . .

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*. . .

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . . STMT 8 . . .

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14	THE NORTHERN TRUST COMPANY	Telephone no ► (312) 630-6000
Located at ► PO BOX 803878, CHICAGO, IL ZIP+4 ► 60680		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input checked="" type="checkbox"/> 15	
16	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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a	Yes	No
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input 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"/>	<input checked="" type="checkbox"/> Yes <input 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 ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(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)?

Organizations relying on a current notice regarding disaster assistance check here ►

5b

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	5,114.	-0-	-0-
JAMES M SCHOONMAKER II ,, NAPLES, FL	TRUSTEE	-0-	-0-	-0-
PATRICE H SCHOONMAKER ,, NAPLES, FL	TRUSTEE	-0-	-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

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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.

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.

1	NONE	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3 ►		

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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	3,572,015.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,572,015.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,572,015.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	53,580.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,518,435.
6	Minimum investment return. Enter 5% of line 5	6	175,922.

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	175,922.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	5,674.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,674.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	170,248.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	170,248.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	170,248.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:	1a	166,526.
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	
b	Program-related investments - total from Part IX-B	2	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	NONE
3	Amounts set aside for specific charitable projects that satisfy the:	3b	NONE
a	Suitability test (prior IRS approval required)	4	166,526.
b	Cash distribution test (attach the required schedule)	5	5,674.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	6	160,852.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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.

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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				170,248.
2 Undistributed income, if any, as of the end of 2013			56,756.	
a Enter amount for 2012 only		NONE		
b Total for prior years 20____,20____,20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 166,526.			56,756.	
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				109,770.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE	
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				60,478.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

Form 990-PF (2013)

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

JAMES M SCHOONMAKER II

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 15				165,000.
Total			► 3a	165,000.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____

g Fees and contracts from government agencies _____

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate:

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue: a _____

b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

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

(See worksheet in line 13 instructions to verify calculations)

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

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

NOT APPLICABLE

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

	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.		

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

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

**Sign
Here**

► *James G. Garfield*

04/28/2014

Date

► VICE PRESIDENT

Title

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

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

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

Schedule of Contributors

OMB No. 1545-0047

► 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

2013

Name of the organization

Employer identification number

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

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

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

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

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

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number

59-6964359

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Mr. & Mrs. James M. Schoonmaker II 3701 Nelsons Walk Naples, FL 34102	\$ 249,406.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
		\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization

Employer identification number

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2751 SHARES OF JOHNSON & JOHNSON COMMON STO.	\$ 249,406.	12/18/2013
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
-----	-----	\$ -----	-----

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	92,037.	92,037.
RETURN OF CAPITAL	306.	
DEFERRED/ACCRUED INCOME	-3,421.	
TOTAL	88,922.	92,037.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ESTIMATED TAX	2,586.	2,153.
FOREIGN TAX	2,153.	2,153.
TOTALS	4,739.	2,153.

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
IL AG FEE CLASS ACTION CHARGE	15. 7.		15.
TOTALS	22. =====	7. =====	15. =====

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION
SEE ATTACHMENTS

	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	2,218,641.	2,758,146.
TOTALS	2,218,641.	2,758,146.

ANC511 5908 04/28/2014 13:04:02

02-41447

STATEMENT 5

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
- - - - -

SEE ATTACHMENTS

ENDING
BOOK VALUE
- - - - -

SEE ATTACHMENTS
- - - - -

	ENDING BOOK VALUE	ENDING FMV
TOTALS	738,064.	745,638.

ANC511 5908 04/28/2014 13:04:02

02-41447

STATEMENT 6

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

FORM 990PF, PART II - OTHER INVESTMENTS

SEE ATTACHMENTS

COST /
FMV
C OR F

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENTS

190,424. 202,840.

TOTALS

190,424. 202,840.

ANC511 5908 04/28/2014 13:04:02

02-41447

STATEMENT 7
79

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

NAME AND ADDRESS

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

STATEMENT 8

=====

RECIPIENT NAME:

NORTHERN TRUST BANK OF FLORIDA
FORM, INFORMATION AND MATERIALS:

ANY
NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

PREFERENCE SHALL BE GIVEN TO SUCH CHARITABLE ORGANIZATIONS WHOSE ACTIVITIES ARE DEVOTED TO FOSTERING THE DEVELOPMENT OF NATIONAL OR INTERNATIONAL COMPETITION IN THE SPORTS OF SAILING AND YACHTING

RECIPIENT NAME:

WATCH HILL CONSERVANCY

ADDRESS:

222 WATCH HILL ROAD

WATCH HILL, RI 02891

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

HUMANE SOCIETY OF NAPLES

ADDRESS:

370 AIRPORT-PULLING RD. N.

NAPLES, FL 34104

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:

WESTERLY HOSPITAL

FOUNDATION

ADDRESS:

25 WELLS STREET

WESTERLY, RI 02891

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NAPLES BOTANICAL GARDEN

ADDRESS:

4820 BAYSHORE DRIVE

NAPLES, FL 34112

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

U.S. SAILING TEAM

ADDRESS:

P O BOX 1260, 15 MARITIME DRIVE

PORTSMOUTH, RI 02871

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 50,000.

RECIPIENT NAME:

NCH HEALTHCARE FOUNDATION

ADDRESS:

4513 EXECUTIVE DR # 2

NAPLES, FL 34119

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

VMI FOUNDATION INC

ADDRESS:

LEXINGTON, VA

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

KAPPA KAPPA GAMMA

ADDRESS:

COLUMBUS, OH

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MEMORIAL & LIBRARY ASSOCIATEION
OF WESTERLY

ADDRESS:

44 BROAD ST

WESTERLY, RI 02891

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

US SAILING FOUNDATION

ADDRESS:

PORTSMOUTH, RI 02871

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

NEW YORK YACHT CLUB FOUNDATION

ADDRESS:

37 WEST 44TH STREET

NEW YORK, NY 10036

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

GREATER MONESSEN HISTORICAL SOCIETY

ADDRESS:

MONESSEN, PA 15062

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

NAPLES COMMUNITY SAILING CENTER
CENTER

ADDRESS:

284 CAPE SABLE DR.
NAPLES, FL 34104

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

THE GREAT LAKES HISTORICAL
SOCIETY

ADDRESS:

480 MAIN ST
VERMILION, OH 44089

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

STONINGTON LAND TRUST FUND

ADDRESS:

PO BOX 812
STONINGTON, CT 06378

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

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

59-6964359

=====

RECIPIENT NAME:

HERRESHOFF MARINE MUSEUM

ADDRESS:

1 BURNSIDE ST
BRISTOL, RI 02809

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

INTERNATIONAL YACHT RESTORATION
SOCIETY

ADDRESS:

449 THAMES STREET, SUITE 111
NEWPORT, RI 02840

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

165,000.

=====

STATEMENT 15

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

OMB No 1545-0092

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

2013

Name of estate or trust

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Employer identification number

59-6964359

Note: Form 5227 filers need to complete **only** Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	148,839.	145,115.	1,199.	4,923.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ►			7	4,923.

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

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	1,348,692.	925,904.	2,354.	425,142.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts			12	
13 Capital gain distributions			13	53,066.
14 Gain from Form 4797, Part I			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15 ()	
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ►			16	478,208.

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

JSA
3F1210 1 000

Schedule D (Form 1041) 2013

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
17 Net short-term gain or (loss)	17			4,923.
18 Net long-term gain or (loss):				
a Total for year	18a			478,208.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			5.
c 28% rate gain	18c			37,406.
19 Total net gain or (loss). Combine lines 17 and 18a. ►	19			483,131.

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

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	20	()
a The loss on line 19, column (3) or b \$3,000		

Note: If the loss on line 19, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

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

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service►Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

2013

Attachment Sequence No 12A

Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Social security number or taxpayer identification number

59-6964359

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

(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	
23. AMERICAN TOWER CORP	06/25/2013	07/25/2013	1,686.00	1,665.00			21.00
6. AMERICAN TOWER CORP	09/23/2013	11/18/2013	473.00	443.00			30.00
13. AMERICAN TOWER CORP	09/23/2013	12/05/2013	1,010.00	960.00			50.00
18. C R BARD INC	03/15/2013	07/25/2013	2,025.00	1,831.00			194.00
4. C R BARD INC	03/15/2013	11/18/2013	552.00	407.00			145.00
7. C R BARD INC	03/15/2013	12/05/2013	956.00	712.00			244.00
7. BHP LTD SPONSORED ADR	12/10/2012	10/25/2013	503.00	517.00			-14.00
37. BRISTOL MYERS SQUIBB C	12/10/2012	03/14/2013	1,415.00	1,217.00			198.00
139. CISCO SYS INC	03/14/2013	07/25/2013	3,534.00	3,007.00			527.00
32. CISCO SYS INC	09/18/2013	11/18/2013	691.00	785.00			-94.00
7.99983 CISCO SYS INC	09/18/2013	12/05/2013	167.00	196.00			-29.00
58.00017 CISCO SYS INC	09/18/2013	12/05/2013	1,212.00	1,423.00	W		211.00
13. CITIGROUP INC COM NEW	10/23/2013	11/18/2013	666.00	652.00			14.00
27. CITIGROUP INC COM NEW	10/23/2013	12/05/2013	1,378.00	1,355.00			23.00

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

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

For Paperwork Reduction Act Notice, see your tax return instructions.
USA
3X2615 2 000

Form 8949 (2013)

Sales and Other Dispositions of Capital Assets

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

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

2013

Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Social security number or taxpayer identification number

59-6964359

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	
14. DOMINION RES INC VA NE	12/10/2012	01/15/2013	733.00	723.00			10.00
7. DOMINION RES INC VA NEW	12/10/2012	01/16/2013	368.00	362.00			6.00
102. E I DU PONT DE NEMOUR	12/12/2012	06/19/2013	5,485.00	4,544.00			941.00
6. E I DU PONT DE NEMOURS	12/10/2012	06/20/2013	317.00	259.00			58.00
39. EMERSON ELECTRIC CO	12/14/2012	07/25/2013	2,319.00	2,027.00			292.00
7. EMERSON ELECTRIC CO	12/14/2012	11/18/2013	475.00	364.00			111.00
17. EMERSON ELECTRIC CO	12/14/2012	12/05/2013	1,129.00	883.00			246.00
63. EXELON CORP	04/24/2013	07/25/2013	1,971.00	2,339.00			-368.00
13. EXELON CORP	04/24/2013	11/18/2013	365.00	483.00			-118.00
3.00021 EXELON CORP	04/24/2013	12/05/2013	83.00	111.00			-28.00
21.99979 EXELON CORP	04/24/2013	12/05/2013	611.00	817.00	W		206.00
239. MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES	01/24/2013	12/05/2013	8,068.00	8,765.00	W		697.00
186. MFC FLEXSHARES TR TR TARGET DURATION TIPS IN	03/18/2013	09/19/2013	4,641.00	4,752.00			-111.00
99. MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	03/18/2013	11/18/2013	2,475.00	2,529.00	W		54.00

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

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

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
3X2615 2 000

Form 8949 (2013)

Sales and Other Dispositions of Capital Assets

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

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

2013

Attachment
Sequence No 12A

Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Social security number or taxpayer identification number

59-6964359

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	
235. MFC FLEXSHARES TR IBO TARGET DURATION TIPS IN	07/25/2013	09/19/2013	5,905.00	6,039.00			-134.00
24. GILEAD SCIENCES INC	05/06/2013	07/25/2013	1,425.00	1,315.00			110.00
5. GILEAD SCIENCES INC	05/06/2013	11/18/2013	349.00	274.00			75.00
10. GILEAD SCIENCES INC	05/06/2013	12/05/2013	732.00	548.00			184.00
15. JOHNSON CONTROLS INC	12/10/2012	01/16/2013	473.00	426.00			47.00
72. MERCK & CO INC	03/14/2013	07/25/2013	3,413.00	3,193.00			220.00
14. MERCK & CO INC	03/14/2013	11/18/2013	670.00	621.00			49.00
29. MERCK & CO INC	03/14/2013	12/05/2013	1,415.00	1,286.00			129.00
51. METLIFE INC	02/22/2013	07/25/2013	2,480.00	1,819.00			661.00
13. METLIFE INC	09/23/2013	11/18/2013	687.00	617.00			70.00
27. METLIFE INC	09/23/2013	12/05/2013	1,378.00	1,281.00			97.00
14. MONDELEZ INTL INC COM	09/18/2013	11/18/2013	475.00	454.00			21.00
31. MONDELEZ INTL INC COM	09/18/2013	12/05/2013	1,066.00	1,005.00			61.00
23. MONSANTO CO NEW	06/19/2013	07/25/2013	2,334.00	2,436.00			-102.00

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

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

For Paperwork Reduction Act Notice, see your tax return instructions.
USA
3X2615 2 000

Form 8949 (2013)

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

2013

Attachment
Sequence No 12A

Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Social security number or taxpayer identification number

59-6964359

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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	
4. MONSANTO CO NEW		06/19/2013	11/18/2013	445.00	424.00			21.00
10. MONSANTO CO NEW		06/19/2013	12/05/2013	1,109.00	1,059.00			50.00
8. NOBLE ENERGY INC		12/10/2012	04/24/2013	899.00	804.00			95.00
3. MFB NORTHERN FUNDS ULTR FIXED INCOME FD		11/02/2012	09/19/2013	31.00	31.00			
6. OMNICOM GROUP		12/10/2012	11/18/2013	420.00	297.00			123.00
15. OMNICOM GROUP		12/10/2012	11/19/2013	1,049.00	742.00			307.00
18. PETSMART INC		11/18/2013	12/05/2013	1,313.00	1,344.00	W		31.00
158. PFIZER INC		12/10/2012	07/25/2013	4,549.00	4,033.00			516.00
1737.09 PIMCO COMMODITY RE STRATEGY FUND		12/12/2012	01/24/2013	11,708.00	11,483.00			225.00
298. MFC SPDR GOLD TR GOLD		12/10/2012	03/14/2013	45,810.00	48,126.00			-2,316.00
41. ST JUDE MEDICAL INC		09/24/2012	07/25/2013	2,127.00	1,764.00			363.00
1. SIMON PPTY GROUP INC NE		12/10/2012	10/24/2013	159.00	156.00			3.00
7. SIMON PPTY GROUP INC NE		12/10/2012	10/25/2013	1,113.00	1,093.00			20.00
30. SPECTRA ENERGY CORP CO		12/10/2012	02/26/2013	866.00	823.00			43.00

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

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

For Paperwork Reduction Act Notice, see your tax return instructions.
USA
3X2615 2 000

Form 8949 (2013)

Department of the Treasury
Internal Revenue Service

Name(s) shown on return

ЗАМЕЧАНИЯ

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Social security number or taxpayer identification number

59-6964359

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

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

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

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

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

(C) Short-term transactions not reported to you on Form 1099-B

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

148,839. 145,115. 1,199. 4,923.

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

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
BX3615-2-000

Form 8949 (2013)

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

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Social security number or taxpayer identification number

59-6964359

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

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

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
48. AMERICAN EXPRESS CO		09/01/2011	07/25/2013	3,624.00	2,498.00			1,126.00
9. AMERICAN EXPRESS CO		09/01/2011	11/18/2013	745.00	448.00			297.00
21. AMERICAN EXPRESS CO		12/23/2011	12/05/2013	1,775.00	1,026.00			749.00
28. AMERICAN WTR WKS CO IN		01/30/2012	07/25/2013	1,197.00	936.00			261.00
17. AMERICAN WTR WKS CO IN		01/27/2012	12/05/2013	697.00	568.00			129.00
25. AMGEN INC		03/01/2012	07/25/2013	2,688.00	1,699.00			989.00
5. AMGEN INC		03/01/2012	11/18/2013	585.00	338.00			247.00
11. AMGEN INC		03/01/2012	12/05/2013	1,247.00	744.00			503.00
13. APPLE COMPUTER INC		12/23/2011	07/25/2013	5,684.00	4,416.00			1,268.00
3. APPLE COMPUTER INC		12/23/2009	11/18/2013	1,571.00	607.00			964.00
6. APPLE COMPUTER INC		12/23/2009	12/05/2013	3,408.00	1,145.00			2,263.00
21. BHP LTD SPONSORED ADR		09/22/2011	07/25/2013	1,325.00	1,634.00			-309.00
57. BHP LTD SPONSORED ADR		02/22/2010	10/23/2013	4,066.00	4,292.00			-226.00
36. BHP LTD SPONSORED ADR		12/23/2011	10/24/2013	2,591.00	2,389.00			202.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Social security number or taxpayer identification number

59-6964359

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(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
 (E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
 (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
15. BHP LTD SPONSORED ADR		05/14/2009	10/25/2013	1,077.00	747.00			330.00
437. BRISTOL MYERS SQUIBB		11/08/2011	03/14/2013	16,709.00	12,954.00			3,755.00
57. CVS CORP		04/27/2012	07/25/2013	3,498.00	2,566.00			932.00
12. CVS CORP		04/27/2012	11/18/2013	785.00	540.00			245.00
24. CVS CORP		04/27/2012	12/05/2013	1,580.00	1,080.00			500.00
31. CHEVRONTEXACO CORP		12/23/2011	07/25/2013	3,915.00	3,141.00			774.00
6. CHEVRONTEXACO CORP		12/23/2009	11/18/2013	722.00	464.00			258.00
12. CHEVRONTEXACO CORP		12/23/2009	12/05/2013	1,453.00	895.00			558.00
18. CITRIX SYS INC		12/23/2011	07/25/2013	1,253.00	1,116.00			137.00
6.00044 CITRIX SYS INC		12/23/2011	12/05/2013	353.00	372.00			-19.00
5.99956 CITRIX SYS INC		12/23/2011	12/05/2013	353.00	360.00	W		7.00
78. COCA COLA CO		12/23/2011	07/25/2013	3,170.00	2,725.00			445.00
15. COCA COLA CO		12/23/2011	11/18/2013	602.00	522.00			80.00
33. COCA COLA CO		08/29/2011	12/05/2013	1,314.00	1,147.00			167.00

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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	
28. COSTCO WHSL CORP NEW		12/23/2011	07/25/2013	3,274.00	2,355.00			919.00
55. COSTCO WHSL CORP NEW		09/01/2011	09/18/2013	6,469.00	3,868.00			2,601.00
4. COSTCO WHSL CORP NEW		01/17/2008	11/18/2013	496.00	260.00			236.00
8. COSTCO WHSL CORP NEW		01/17/2008	12/05/2013	967.00	520.00			447.00
67. DANAHER CORP		12/23/2011	07/25/2013	4,490.00	3,095.00			1,395.00
13. DANAHER CORP		12/23/2009	11/18/2013	972.00	493.00			479.00
28. DANAHER CORP		12/23/2009	12/05/2013	2,061.00	932.00			1,129.00
39. WALT DISNEY CO		12/23/2011	07/25/2013	2,514.00	1,485.00			1,029.00
8. WALT DISNEY CO		12/23/2011	11/18/2013	560.00	301.00			259.00
17. WALT DISNEY CO		12/23/2011	12/05/2013	1,194.00	575.00			619.00
70. DOMINION RES INC VA NE		12/23/2011	01/10/2013	3,650.00	3,395.00			255.00
103. DOMINION RES INC VA N		09/14/2010	01/11/2013	5,384.00	4,532.00			852.00
36. DOMINION RES INC VA NE		09/15/2010	01/14/2013	1,888.00	1,578.00			310.00
40. DOMINION RES INC VA NE		11/18/2010	01/15/2013	2,096.00	1,737.00			359.00

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

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

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

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

(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	
176. E I DU PONT DE NEMOUR	12/23/2011	06/19/2013	9,464.00	7,505.00			1,959.00
128. EMC CORP MASS	12/23/2011	07/25/2013	3,379.00	2,742.00			637.00
26. EMC CORP MASS	07/15/2010	11/18/2013	623.00	532.00			91.00
54. EMC CORP MASS	07/15/2010	12/05/2013	1,290.00	1,105.00			185.00
46. EXPRESS SCRIPTS HLDG C	06/20/2012	07/25/2013	3,070.00	2,478.00			592.00
35. EXPRESS SCRIPTS HLDG C	06/21/2012	12/05/2013	2,336.00	1,883.00			453.00
48. EXXON MOBIL CORP	12/23/2011	07/25/2013	4,552.00	3,860.00			692.00
10. EXXON MOBIL CORP	12/23/2009	11/18/2013	955.00	602.00			353.00
20. EXXON MOBIL CORP	12/23/2004	12/05/2013	1,882.00	975.00			907.00
4. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	04/20/2012	09/19/2013	139.00	139.00			
220. MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES	04/20/2012	11/18/2013	7,686.00	7,353.00			333.00
622. MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES	09/29/2011	12/05/2013	20,998.00	19,553.00			1,445.00
1148. MFC FLEXSHARES TR TR TARGET DURATION TIPS IN	04/20/2012	09/19/2013	28,642.00	28,598.00			44.00
1130. MFC FLEXSHARES TR IB TARGET DURATION TIPS IN	04/20/2012	09/19/2013	28,395.00	28,194.00			201.00

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
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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	
19. FRANKLIN RESOURCES INC		09/01/2011	07/25/2013	2,776.00	2,521.00			255.00
83. FRANKLIN RESOURCES INC		09/01/2011	09/23/2013	4,234.00	3,158.00			1,076.00
9. FRANKLIN RESOURCES INC		01/12/2010	11/18/2013	488.00	331.00			157.00
17. FRANKLIN RESOURCES INC		01/12/2010	12/05/2013	919.00	626.00			293.00
137. GENERAL ELECTRIC CO		12/23/2011	07/25/2013	3,365.00	2,417.00			948.00
27. GENERAL ELECTRIC CO		01/12/2010	11/18/2013	739.00	450.00			289.00
58. GENERAL ELECTRIC CO		01/12/2010	12/05/2013	1,533.00	968.00			565.00
4. GOOGLE INC CL A		01/13/2012	07/25/2013	3,572.00	2,499.00			1,073.00
2. GOOGLE INC CL A		01/13/2012	12/05/2013	2,115.00	1,250.00			865.00
87. HOME DEPOT INC		02/06/2012	06/25/2013	6,466.00	3,935.00			2,531.00
53. HOME DEPOT INC		02/06/2012	07/25/2013	4,217.00	2,378.00			1,839.00
11. HOME DEPOT INC		01/23/2012	11/18/2013	877.00	489.00			388.00
21. HOME DEPOT INC		01/23/2012	12/05/2013	1,649.00	934.00			715.00
71. INTEL CORP		05/28/2012	07/25/2013	1,621.00	1,979.00			-358.00

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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)
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15. INTEL CORP		05/07/2012	11/18/2013	369.00	418.00			-49.00
2.99972 INTEL CORP		05/07/2012	12/05/2013	73.00	84.00			-11.00
27.00028 INTEL CORP		05/07/2012	12/05/2013	654.00	753.00	W	99.00	
13. #REORG/INTERCONTINEN N INTERCONTI 2R1HAZ1 EFF		06/07/2012	07/25/2013	2,301.00	1,667.00			634.00
3. INTERCONTINENTALEXCHANG COM COM		06/07/2012	11/18/2013	610.00	385.00			225.00
5. INTERCONTINENTALEXCHANG COM COM		06/07/2012	12/05/2013	1,063.00	641.00			422.00
19. INTL BUSINESS MACHINES		01/01/1980	01/16/2013	3,650.00	10.00			3,640.00
12. INTL BUSINESS MACHINES		01/01/1980	07/25/2013	2,360.00	7.00			2,353.00
2. INTL BUSINESS MACHINES		01/01/1980	11/18/2013	368.00	1.00			367.00
5. INTL BUSINESS MACHINES		01/01/1980	12/05/2013	880.00	3.00			877.00
85. J P MORGAN CHASE & CO		03/13/2012	07/25/2013	4,761.00	3,473.00			1,288.00
17. J P MORGAN CHASE & CO		03/12/2012	11/18/2013	949.00	689.00			260.00
36. J P MORGAN CHASE & CO		03/12/2012	12/05/2013	2,009.00	1,428.00			581.00
2751. JOHNSON & JOHNSON		01/01/1980	12/20/2013	254,177.00	137.00			254,040.00

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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)
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283. JOHNSON CONTROLS INC		12/23/2011	01/16/2013	8,923.00	7,762.00			1,161.00
31. MCDONALDS CORP		10/13/2011	07/25/2013	3,000.00	2,690.00			310.00
6. MCDONALDS CORP		08/01/2012	11/18/2013	586.00	538.00			48.00
14. MCDONALDS CORP		08/01/2012	12/05/2013	1,336.00	1,254.00			82.00
30. NATIONAL-OILWELL INC		12/23/2011	07/25/2013	2,146.00	1,885.00			261.00
6. NATIONAL-OILWELL INC		12/23/2009	11/18/2013	503.00	268.00			235.00
12. NATIONAL-OILWELL INC		12/23/2009	12/05/2013	979.00	498.00			481.00
29. NIKE INC CLASS B		12/23/2011	07/25/2013	1,810.00	1,353.00			457.00
6. NIKE INC CLASS B		02/17/2011	11/18/2013	474.00	258.00			216.00
12. NIKE INC CLASS B		02/17/2011	12/05/2013	947.00	501.00			446.00
63. NOBLE ENERGY INC		12/23/2011	04/23/2013	6,942.00	4,225.00			2,717.00
22. NOBLE ENERGY INC		04/16/2009	04/24/2013	2,471.00	1,304.00			1,167.00
30. NORFOLK SOUTHERN CORP		08/31/2011	07/25/2013	2,226.00	2,048.00			178.00
40. NORFOLK SOUTHERN CORP		08/10/2011	09/18/2013	3,075.00	2,700.00			375.00

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JAMES M. SCHOONMAKER II FOUNDATION 02-41447

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

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

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

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
5. NORFOLK SOUTHERN CORP		08/10/2011	11/18/2013	438.00	338.00			100.00
10. NORFOLK SOUTHERN CORP		08/10/2011	12/05/2013	881.00	675.00			206.00
54. MFB NORTHERN FUNDS MUL HIGH YIELD OPPORTUNITY		02/01/2010	01/24/2013	595.00	555.00			40.00
12. MFB NORTHERN FUNDS MUL HIGH YIELD OPPORTUNITY		02/01/2010	03/14/2013	132.00	123.00			9.00
27. MFB NORTHERN FUNDS MUL HIGH YIELD OPPORTUNITY		04/20/2012	09/19/2013	292.00	281.00			11.00
1241. MFB NORTHERN FUNDS M HIGH YIELD OPPORTUNITY		04/20/2012	11/18/2013	13,564.00	12,931.00			633.00
557. MFB NORTHERN FUNDS MU HIGH YIELD OPPORTUNITY		12/10/2012	12/24/2013	5,860.00	6,066.00	W		206.00
119. MFB NORTHERN FUNDS UL FIXED INCOME FD		11/02/2012	11/18/2013	1,217.00	1,217.00			
3. MFB NORTHN FDS MULTI-MA REALESTATE FD		03/10/2011	03/14/2013	57.00	57.00			
210. MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD		03/10/2011	07/25/2013	3,952.00	3,969.00			-17.00
6. MFB NORTHN FDS MULTI-MA REALESTATE FD		03/10/2011	09/19/2013	114.00	113.00			1.00
43. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD		03/10/2011	11/18/2013	811.00	813.00	W		2.00
279. MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD		09/01/2011	11/18/2013	5,262.00	4,937.00			325.00
8. MFB NORTHN FDS MULTI-MA EMERGING MKTS EQTY FD		09/01/2011	03/14/2013	153.00	170.00			-17.00

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) ►

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Social security number or taxpayer identification number

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

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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	
11. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	09/01/2011	09/19/2013		212.00	234.00			-22.00
824. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	09/01/2011	11/18/2013		16,060.00	17,471.00			-1,411.00
732. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	09/01/2011	12/05/2013		13,842.00	15,372.00	W	1,530.00	
1871. MFB NORTHN MULTI-MAN EQTY FD FD	03/10/2011	03/14/2013		18,673.00	19,758.00			-1,085.00
2161. MFB NORTHN MULTI-MAN EQTY FD FD	02/17/2011	11/18/2013		23,533.00	22,172.00			1,361.00
570. MFB NORTHN MULTI-MANA EQTY FD FD	02/17/2011	12/05/2013		6,076.00	5,413.00			663.00
75. MFB NORTHN MULTIMGR SM	06/27/2011	01/24/2013		771.00	820.00			-49.00
2. MFB NORTHN MULTIMGR SMA	06/27/2011	03/14/2013		22.00	22.00			
2278. MFB NORTHN MULTIMGR	11/04/2011	07/25/2013		27,313.00	22,066.00			5,247.00
3. MFB NORTHN MULTIMGR SMA	04/26/2010	09/19/2013		38.00	29.00			9.00
127. MFB NORTHN MULTIMGR S	04/26/2010	11/18/2013		1,657.00	1,212.00			445.00
193. MFB NORTHN MULTIMGR S	09/01/2011	12/05/2013		2,519.00	1,837.00			682.00
531. MFB NORTHN MULTIMGR S	12/19/2012	12/24/2013		6,080.00	5,161.00			919.00
331. MFB NORTHN MULTIMGR M	09/01/2011	01/24/2013		4,164.00	3,792.00			372.00

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JAMES M. SCHOONMAKER II FOUNDATION 02-41447

Social security number or taxpayer identification number

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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)
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3. MFB NORTHN MULTIMGR MID		09/01/2011	03/14/2013	40.00	33.00			7.00
382. MFB NORTHN MULTIMGR M		09/01/2011	11/18/2013	5,940.00	4,213.00			1,727.00
1473. MFB NORTHN MULTIMGR		12/23/2011	12/05/2013	22,817.00	16,104.00			6,713.00
1321. MFB NORTHN MULTIMGR		12/19/2012	12/24/2013	18,032.00	15,822.00			2,210.00
2. MFB NORTHN FDS SMALL CA		12/16/2010	03/14/2013	37.00	29.00			8.00
1527. MFB NORTHN FDS SMALL		12/16/2010	07/25/2013	31,181.00	22,096.00			9,085.00
2. MFB NORTHN FDS SMALL CA		12/16/2010	09/19/2013	42.00	29.00			13.00
74. MFB NORTHN FDS SMALL C		12/16/2010	11/18/2013	1,603.00	1,071.00			532.00
79. MFB NORTHN FDS SMALL C		12/16/2010	12/05/2013	1,732.00	1,143.00			589.00
118. MFB NORTHN FDS SMALL		12/19/2012	12/24/2013	2,469.00	1,909.00			560.00
532. MFB NORTHERN FDS FIXE		11/04/2011	01/24/2013	5,639.00	5,613.00			26.00
14. MFB NORTHERN FDS FIXED		11/04/2011	03/14/2013	147.00	148.00			-1.00
34. MFB NORTHERN FDS FIXED		11/04/2011	09/19/2013	344.00	359.00			-15.00
1434. MFB NORTHERN FDS FIX		11/04/2011	11/18/2013	14,670.00	15,129.00			-459.00

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20309.97429 MFB NORTHERN F INCOME FD		12/23/2011	12/05/2013	206,349.00	209,584.00			-3,235.00
1613.02571 MFB NORTHERN FD INCOME FD		09/29/2011	12/05/2013	16,388.00	16,840.00	W	452.00	
27. NUCOR CORP		02/27/2012	07/25/2013	1,242.00	1,222.00			20.00
17. NUCOR CORP		02/06/2012	12/05/2013	881.00	767.00			114.00
41. OMNICOM GROUP		12/20/2010	07/25/2013	2,638.00	1,902.00			736.00
63. OMNICOM GROUP		12/17/2010	11/14/2013	4,365.00	2,895.00			1,470.00
79. OMNICOM GROUP		11/22/2010	11/15/2013	5,545.00	3,608.00			1,937.00
65. OMNICOM GROUP		12/23/2011	11/18/2013	4,549.00	2,743.00			1,806.00
141. ORACLE CORPORATION		09/01/2011	04/23/2013	4,607.00	3,844.00			763.00
73. ORACLE CORPORATION		10/04/2010	07/25/2013	2,348.00	1,988.00			360.00
14. ORACLE CORPORATION		10/04/2010	11/18/2013	488.00	381.00			107.00
30. ORACLE CORPORATION		10/04/2010	12/05/2013	1,045.00	817.00			228.00
31. PFIZER INC		11/16/2012	11/18/2013	993.00	737.00			256.00
67. PFIZER INC		11/16/2012	12/05/2013	2,092.00	1,592.00			500.00

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
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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)
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3143.81 PIMCO COMMODITY RE STRATEGY FUND		12/23/2011	01/24/2013	21,189.00	22,284.00			-1,095.00
10. PRECISION CASTPARTS CO		10/25/2011	07/25/2013	2,260.00	1,719.00			541.00
2. PRECISION CASTPARTS COR		10/25/2011	11/18/2013	513.00	344.00			169.00
5. PRECISION CASTPARTS COR		10/25/2011	12/05/2013	1,262.00	845.00			417.00
20. PROCTER & GAMBLE CO		12/23/2011	07/25/2013	1,598.00	1,331.00			267.00
4. PROCTER & GAMBLE CO		12/23/2011	11/18/2013	337.00	266.00			71.00
9. PROCTER & GAMBLE CO		12/23/2011	12/05/2013	744.00	578.00			166.00
60. QUALCOMM INC		01/17/2012	07/25/2013	3,853.00	3,411.00			442.00
12. QUALCOMM INC		07/15/2011	11/18/2013	863.00	658.00			205.00
25. QUALCOMM INC		07/15/2011	12/05/2013	1,830.00	1,372.00			458.00
576. MFC SPDR GOLD TR GOLD		12/23/2011	01/24/2013	93,136.00	73,780.00	C		19,356.00
318. MFC SPDR GOLD TR GOLD		02/01/2010	03/14/2013	48,884.00	30,834.00	C		18,050.00
8. ST JUDE MEDICAL INC		09/19/2012	11/18/2013	456.00	344.00			112.00
17. ST JUDE MEDICAL INC		09/19/2012	12/05/2013	987.00	731.00			256.00

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33. ST JUDE MEDICAL INC		09/21/2012	12/11/2013	1,931.00	1,419.00			512.00
21. ST JUDE MEDICAL INC		09/21/2012	12/12/2013	1,217.00	902.00			315.00
26. SCHLUMBERGER LTD ISIN 6		03/21/2011	07/25/2013	2,157.00	2,421.00			-264.00
5. SCHLUMBERGER LTD ISIN #		02/28/2011	11/18/2013	463.00	463.00			
10.00029 SCHLUMBERGER LTD #AN8068571086		02/28/2011	12/05/2013	869.00	927.00	W	58.00	
1.99971 SCHLUMBERGER LTD I #AN8068571086		02/28/2011	12/05/2013	174.00	185.00			-11.00
16. SIMON PPTY GROUP INC N		12/23/2011	07/25/2013	2,609.00	2,049.00			560.00
23. SIMON PPTY GROUP INC N		11/18/2010	09/23/2013	3,481.00	2,206.00			1,275.00
31. SIMON PPTY GROUP INC N		07/23/2010	10/23/2013	4,916.00	2,661.00			2,255.00
24. SIMON PPTY GROUP INC N		07/22/2010	10/24/2013	3,815.00	2,054.00			1,761.00
214. SPECTRA ENERGY CORP C		12/23/2011	02/22/2013	6,297.00	5,398.00			899.00
142. SPECTRA ENERGY CORP C		04/09/2009	02/25/2013	4,172.00	2,135.00			2,037.00
3. SPECTRA ENERGY CORP COM		02/04/2009	02/26/2013	87.00	45.00			42.00
9. STARBUCKS CORP		08/13/2012	11/18/2013	726.00	414.00			312.00

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JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

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	
18. STARBUCKS CORP		08/13/2012	12/05/2013	1,435.00	820.00			615.00
74. US BANCORP DEL NEW		12/23/2011	07/25/2013	2,768.00	2,009.00			759.00
15. US BANCORP DEL NEW		12/20/2010	11/18/2013	574.00	393.00			181.00
31. US BANCORP DEL NEW		12/17/2010	12/05/2013	1,196.00	811.00			385.00
18. UNITED TECHNOLOGIES CO		12/23/2011	07/25/2013	1,880.00	1,330.00			550.00
4. UNITED TECHNOLOGIES COR		09/01/2011	11/18/2013	438.00	290.00			148.00
7. UNITED TECHNOLOGIES COR		12/23/2009	12/05/2013	763.00	488.00			275.00
42. UNITEDHEALTH GROUP INC		12/23/2011	07/25/2013	3,029.00	2,146.00			883.00
87. UNITEDHEALTH GROUP INC		09/01/2011	09/18/2013	6,338.00	3,075.00			3,263.00
5. UNITEDHEALTH GROUP INC		11/16/2012	11/18/2013	358.00	259.00			99.00
11. UNITEDHEALTH GROUP INC		11/16/2012	12/05/2013	800.00	570.00			230.00
74. UNITEDHEALTH GROUP INC		12/10/2012	12/11/2013	5,361.00	3,887.00			1,474.00
55. UNITEDHEALTH GROUP INC		11/16/2012	12/12/2013	3,926.00	1,902.00			2,024.00
20. V F CORP		04/28/2011	06/25/2013	3,758.00	2,150.00			1,608.00

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

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

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(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	
19. V F CORP		04/27/2011	07/25/2013	3,732.00	2,020.00			1,712.00
3. V F CORP		06/27/2011	11/18/2013	680.00	317.00			363.00
8. V F CORP		06/27/2011	12/05/2013	1,864.00	844.00			1,020.00
32. VERIZON COMMUNICATIONS		09/28/2011	07/25/2013	1,607.00	1,188.00			419.00
19. VERIZON COMMUNICATIONS		09/28/2011	12/05/2013	929.00	705.00			224.00
105. WELLS FARGO & CO NEW		03/13/2012	07/25/2013	4,597.00	3,319.00			1,278.00
21. WELLS FARGO & CO NEW		03/12/2012	11/18/2013	915.00	660.00			255.00
45. WELLS FARGO & CO NEW		03/12/2012	12/05/2013	1,945.00	1,382.00			563.00
70. COVIDIEN PLC USD0.20 (P CONSLDTN)		02/04/2010	03/14/2013	4,595.00	3,537.00			1,058.00
119. COVIDIEN PLC USD0.20 (P CONSLDTN)		12/23/2011	05/06/2013	7,761.00	4,741.00			3,020.00
16. EATON CORP PLC COM USD		12/03/2012	12/05/2013	1,141.00	816.00			325.00
23. NOBLE CORP PLC COMMON		10/16/2012	12/05/2013	866.00	866.00			
12. #REORG/NOBLE STOCK MER 2R1JA21 EFF 11-20-2013		10/16/2012	11/18/2013	473.00	452.00			21.00

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) ►

1,348,692. 925,904. 2,354. 425,142.

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

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Translation	Total
<i>Equity Securities</i>						

Common stock

United States - USD						
AMERICAN EXPRESS CO	CUSIP 025816109					
259 000	90 73	0 00	23,498.07	12,847.44	10,651.63	0 00
AMERICAN WTR WKS CO INC NEW COM	CUSIP 030420103					
148 000	42.26	0 00	6,254.48	5,089.30	1,165.18	1,165.18
AMGEN INC COM	CUSIP 031162100					
133 000	114.16	0 00	15,183.28	9,654.47	5,528.81	0 00
APPLE INC COM STK	CUSIP 037833100					
73 000	561.11	0 00	40,961.03	15,861.59	25,097.44	0 00
BAXTER INTL INC COM	CUSIP 071813109					
204 000	69.55	0 00	14,188.20	13,705.16	483.04	0 00
C R BARD	CUSIP 067383109					
93 000	133.94	0 00	12,456.42	9,617.56	2,838.86	0 00
CHEVRON CORP COM	CUSIP 166764100					
CVX	162 000	124.91	0 00	20,235.42	12,481.48	7,753.94
CISCO SYSTEMS INC	CUSIP 17275R102					
CSCO	837 000	22.45	0 00	18,790.65	18,021.79	768.86
CITIGROUP INC COM NEW COM NEW	CUSIP 172967424					
347 000	52.11	0 00	18,082.17	17,453.07	629.10	0 00
						629.10

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Northern Trust

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
<i>Equity Securities</i>							

Common stock

United States - USD								
CITRIX SYS INC COM CUSIP 177376100								
98 000	63 25	0 00	6,198 50	4,855 49	1,345 01	0 00	1,345 01	
COCA COLA CO COM CUSIP 191216100								
411 000	41 31	0 00	16,978 41	14,476 57	2,501 84	0 00	2,501 84	
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105								
99 000	119 01	0 00	11,781 99	6,664 68	5,117 31	0 00	5,117 31	
CVS CAREMARK CORP COM STK CUSIP 126650100								
CVS	310 000	71 57	0 00	22,186 70	14,635 22	7,551 48	0 00	7,551 48
DANAHER CORP COM CUSIP 235851102								
361 000	77 20	9 02	27,868 20	11,699 54	16,169 66	0 00	16,169 66	
EATON CORP PLC COM USDO 50 CUSIP G29183103								
197 000	76 12	0 00	14,985 64	10,516 02	4,479 62	0 00	4,479 62	
EMC CORP COM CUSIP 266648102								
EMC	684 000	25 15	0 00	17,202 60	14,789 38	2,413 22	0 00	2,413 22
EMERSON ELECTRIC CO COM CUSIP 291011104								
205 000	70 18	0 00	14,386 90	10,884 13	3,502 77	0 00	3,502 77	
EXELON CORP COM CUSIP 30161N101								
325 000	27 39	0 00	8,901 75	11,953 34	-3,051 59	0 00	-3,051 59	

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Custom Reporting

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<i>Equity Securities</i>									
<i>Common stock</i>									
United States - USD									
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108									
304 000		70 24	0 00	21,352.96	16,935.44	4,417.52	0 00		4,417.52
EXXON MOBIL CORP COM CUSIP 30231G102									
262 000		101 20	0 00	26,514.40	13,748.02	12,766.38	0 00		12,766.38
FRKLN RES INC COM CUSIP 354613101									
224 000		57 73	26 88	12,931.52	8,424.79	4,508.73	0 00		4,508.73
GENERAL ELECTRIC CO CUSIP 369604103									
GE		731 000	28 03	149.80	20,489.93	13,613.74	6,876.19	0 00	6,876.19
GILEAD SCIENCES INC CUSIP 375558103									
GILD		127 000	75 15	0 00	9,544.05	7,140.05	2,404.00	0 00	2,404.00
GOOGLE INC CL A CLA CUSIP 38259P508									
GOOG		20 000	1,120.71	0 00	22,414.20	10,713.36	11,700.84	0 00	11,700.84
HOME DEPOT INC COM CUSIP 437076102									
274 000		82 34	0 00		22,561.16	13,506.27	9,054.89	0 00	9,054.89
INTEL CORP COM CUSIP 458140100									
INTC		378 000	25 96	0 00	9,812.88	10,322.49	-509.61	0 00	-509.61
INTERCONTINENTALEXCHANGE GROUP INC COM CUSIP 45886F104									
68 000		224 92	0 00	15,294.56	9,092.76	6,201.80	0 00		6,201.80

Custom Reporting

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◆ 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
<i>Equity Securities</i>								

Common stock

United States - USD								
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101								
IBM	58 000	187 57	0 00	10,879 06	756 16	10,122 90	0 00	10,122 90
JPMORGAN CHASE & CO COM CUSIP 46625H100								
JPM	459 000	58 48	0 00	26,842 32	16,111 95	10,730 37	0 00	10,730 37
MIC DONALD'S CORP COM CUSIP 580135101								
MERCK & CO INC NEW COM CUSIP 56993Y105								
METLIFE INC COM STK USD0 01 CUSIP 59156R108								
MONDELEZ INTL INC COM CUSIP 609207105								
MONSANTO CO NEW COM CUSIP 61166W101								
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
NOV	118 000	116 55	0 00	13,752 90	12,563 86	1,189 04	0 00	1,189 04
NIKE INC CL B CUSIP 654106103								
	157 000	79 53	0 00	12,486 21	6,136 46	6,349 75	0 00	6,349 75
	152 000	78 64	33 84	11,953 28	5,828 84	6,124 44	0 00	6,124 44

Northern Trust

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Custom Reporting

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<i>Equity Securities</i>									

Common stock

United States - USD	
NOBLE CORP PLC COMMON STOCK CUSIP G65431101	
NORFOLK SOUTN CORP COM CUSIP 655844108	289 000 37 47 0.00 11,203.53 10,799.69 403.84 0.00 403.84
NSC	125 000 92.83 0.00 11,603.75 8,596.66 3,007.09 0.00 3,007.09
NUCOR CORP COM CUSIP 670346105	145 000 53.38 53.65 7,740.10 6,580.85 1,159.25 0.00 1,159.25
ORACLE CORP COM CUSIP 68389X105	376 000 38.26 0.00 14,385.76 10,615.08 3,770.68 0.00 3,770.68
PETSMART INC COM CUSIP 716768106	159 000 72.75 0.00 11,567.25 11,783.69 -216.44 0.00 -216.44
FIFER INC COM CUSIP 717081103	853 000 30.63 0.00 26,127.39 21,167.58 4,959.81 0.00 4,959.81
PRECISION CASTPARTS CORP COM CUSIP 740189105	55 000 269.30 0.00 14,811.50 9,513.39 5,298.11 0.00 5,298.11
PROCTER & GAMBLE COM NPV CUSIP 7422718109	108 000 81.41 0.00 8,792.28 5,719.69 3,072.59 0.00 3,072.59
QUALCOMM INC COM CUSIP 747525103	324 000 74.25 0.00 24,057.00 17,761.29 6,295.71 0.00 6,295.71

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► Asset Detail - Base Currency

Common stock

United States - USD						
SCHLUMBERGER LTD COM COM	CUSIP	806857108				
SLB	141 000	90 11	44 68	12,705 51	11,913 87	791 64
ST JUDE MED INC COM	CUSIP	790849103				
STJ	157 000	61 95	39 25	9,726 15	6,818 89	2,907 26
STARBUCKS CORP COM	CUSIP	855244109				
	227 000	78 39	0 00	17,784 53	10,793 61	7,000 92
UNITED TECHNOLOGIES CORP COM	CUSIP	913017109				
	97 000	113 80	0 00	11,038 60	5,520 78	5,517 82
US BANCORP	CUSIP	902973304				
USB	395 000	40 40	90 85	15,958 00	10,180 77	5,777 23
V F CORP COM	CUSIP	918204108				
	384 000	62 34	0 00	23,938 56	11,493 54	12,445 02
VERIZON COMMUNICATIONS COM	CUSIP	92343V104				
VZ	169 000	49 14	0 00	8,304 66	6,501 48	1,803 18
WALT DISNEY CO	CUSIP	254687106				
DIS	209 000	76 40	166 84	15,967 60	6,705 75	9,261 85
WELLS FARGO & CO NEW COM STK	CUSIP	949746101				
WFC	572 000	45 40	0 00	25,968 80	15,782 58	10,186 22
Total USD			820 45	885,932 36	605,163 52	280,768 84
					0 00	0 00
						9,261 85
						10,186 22
						280,768 84

Northern Trust

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Equity Securities</i>							
Common stock							
Total United States	820.45	885,932.36	605,163.52	280,768.84	0.00	280,768.84	
Total Common Stock	820.45	885,932.36	605,163.52	280,768.84	0.00	280,768.84	
<i>Equity funds</i>							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
23,721.740	19.05	0.00	451,899.14	390,815.73	61,083.41	0.00	61,083.41
Total USD		0.00	451,899.14	390,815.73	61,083.41	0.00	61,083.41
Total Emerging Markets Region		0.00	451,899.14	390,815.73	61,083.41	0.00	61,083.41
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
5,594.000	34.31	3,888.83	191,930.14	201,972.69	-10,042.55	0.00	-10,042.55
Total USD		3,888.83	191,930.14	201,972.69	-10,042.55	0.00	-10,042.55
Total Global Region		3,888.83	191,930.14	201,972.69	-10,042.55	0.00	-10,042.55
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
24,721.840	12.34	0.00	305,067.50	298,086.98	6,978.52	0.00	6,978.52
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
63,073.990	10.94	0.00	650,029.45	550,993.38	139,036.07	0.00	139,036.07
Total USD		0.00	995,096.95	849,082.36	146,014.59	0.00	146,014.59
Total International Region		0.00	995,096.95	849,082.36	146,014.59	0.00	146,014.59

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
<i>Equity Securities</i>							

Equity funds

United States - USD							
<i>MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665</i>							
<i>MFB NORTHERN MULTI-MANAGER MID CAP FD CUSIP 665162574</i>							
2,142.350	20.95	0.00	44,882.23	32,846.98	32,846.98	12,035.25	0.00
9,769.290	13.73	0.00	134,132.35	97,324.42	97,324.42	36,807.93	0.00
<i>MFB NORTHERN MULTI-MANAGER SMALL CAP FD CUSIP 665162566</i>							
3,594.980	11.50	0.00	41,342.27	29,598.96	29,598.96	11,742.31	0.00
Total USD		0.00	220,356.85	159,771.36	159,771.36	60,585.49	0.00
Total United States		0.00	220,356.85	159,771.36	159,771.36	60,585.49	0.00
Total Equity Funds	132,618.190	3,888.83	1,859,283.08	1,801,642.14	1,801,642.14	257,640.94	0.00

Other equity

United States - USD							
<i>AMERICAN TOWER CORP CUSIP 03027X00</i>							
<i>162.000</i>							
162.000	79.82	0.00	12,930.84	11,835.81	11,835.81	1,095.03	0.00
Total USD		0.00	12,930.84	11,835.81	11,835.81	1,095.03	0.00
Total United States		0.00	12,930.84	11,835.81	11,835.81	1,095.03	0.00
Total Other Equity	162.000	0.00	12,930.84	11,835.81	11,835.81	1,095.03	0.00
Total Equity Securities	147,126.190	4,709.28	2,758,146.28	2,218,641.47	539,504.81	0.00	539,504.81

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◆ Asset Detail - Base Currency

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

Corporate/government

United States - USD

MFB NORTHERN FUNDS FIXED INCOME FD CUSIP 665162806							
18,705.030	10.09	0.00	188,733.75	189,123.72	-389.97	0.00	-389.97
Issue Date 25 Aug 08							
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442							
41,973.980	10.54	0.00	442,405.74	432,656.81	9,748.93	0.00	9,748.93
MFB NORTHERN FUNDS ULTRA SHORT FXD INC FDI CUSIP 665162467							
3,730.980	10.21	0.00	38,093.30	38,157.96	-64.66	0.00	-64.66
Total USD		0.00	669,232.79	659,938.49	9,294.30	0.00	9,294.30
Total United States		0.00	669,232.79	659,938.49	9,294.30	0.00	9,294.30
Total Corporate/Government		0.00	669,232.79	659,938.49	9,294.30	0.00	9,294.30
64,409.990							
<i>Other bonds</i>							
<i>United States - USD</i>							
MFIC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
3,066.000	24.92	0.00	76,404.72	78,125.21	-1,720.49	0.00	-1,720.49
Issue Date 07 Dec 12							
Total USD		0.00	76,404.72	78,125.21	-1,720.49	0.00	-1,720.49
Total United States		0.00	76,404.72	78,125.21	-1,720.49	0.00	-1,720.49
Total Other Bonds		0.00	76,404.72	78,125.21	-1,720.49	0.00	-1,720.49
3,066.000							

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Total Fixed Income Securities							
67,475.990		0.00	745,637.51	738,063.70	7,573.81	0.00	7,573.81

Real Estate

Real estate funds

Global Region - USD

MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 6665162475

12,421.290	16.33	0.00	202,839.66	190,424.20	12,415.46	0.00	12,415.46
Total USD		0.00	202,839.66	190,424.20	12,415.46	0.00	12,415.46
Total Global Region		0.00	202,839.66	190,424.20	12,415.46	0.00	12,415.46
Total Real Estate Funds		0.00	202,839.66	190,424.20	12,415.46	0.00	12,415.46
Total Real Estate		0.00	202,839.66	190,424.20	12,415.46	0.00	12,415.46
12,421.290							

Cash and Short Term Investments

Short term

USD - United States dollar							
	1.00	1.45	188,689.94	188,689.94	0.00	0.00	0.00
Total short term - all currencies		1.45	188,689.94	188,689.94	0.00	0.00	0.00
Total short term - all countries		1.45	188,689.94	188,689.94	0.00	0.00	0.00
Total Short Term	1.45	188,689.94	188,689.94	0.00	0.00	0.00	0.00
188,689.940							

Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
Total Cash and Short Term Investments							
188,689.940		1.45	188,689.94	188,689.94	0.00	0.00	0.00
Total		4,710.73	3,895,313.39	3,335,819.31	559,494.08	0.00	559,494.08

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