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

OMB No 1545-0052

Department of the Treasury
Internal Revenue Serviceor Section 4947(a)(1) Trust Treated as Private Foundation
Do not enter Social Security numbers on this form as it may be made public.Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf**2013**

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

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

Room/suite

A Employer identification number

59-6964359

B Telephone number (see instructions)

312-630-6000

P.O. BOX 803878

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

CHICAGO, IL 60680

Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationFair market value of all assets at
end of year (from Part II, col. (c), line
16) \$ 3,895,314.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)	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.		STMT 1
5a Gross rents				
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.		483,131.		
7 Capital gain net income (from Part IV, line 2)				
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.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	5,114.	4,603.		511.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 3	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.		15.
24 Total operating and administrative expenses. Add lines 13 through 23	11,875.	7,763.	NONE	1,526.
25 Contributions, gifts, grants paid	165,000.			165,000.
26 Total expenses and disbursements Add lines 24 and 25	176,875.	7,763.	NONE	166,526.
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
Assets	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.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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)			2	483,131.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	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)			0.218235
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			0.043647
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			3,518,435.
5 Multiply line 4 by line 3			153,569.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,674.
7 Add lines 5 and 6			159,243.
8 Enter qualifying distributions from Part XII, line 4			166,526.

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)			
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		1	5,674.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	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	1,373.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>THE NORTHERN TRUST COMPANY</u> Telephone no <u>(312) 630-6000</u>			
	Located at <u>PO BOX 803878, CHICAGO, IL</u> ZIP+4 <u>60680</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here			<input type="checkbox"/>
	and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>			X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
	Organizations relying on a current notice regarding disaster assistance check here <u><input type="checkbox"/></u>		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	If "Yes," list the years <u></u>		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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

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

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

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

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

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

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

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

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

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

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				170,248.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			56,756.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	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.				
a Applied to 2012, but not more than line 2a . . .			56,756.	
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			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
b 85% of line 2a					
c Qualifying distributions from Part 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 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. | | |

[illegible]

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

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

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		04/28/2014	VICE PRESIDENT	May the IRS discuss this return with the preparer shown below (see instructions)? <input type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee	Date		

		THE NORTHERN TRUST COMPAN					
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

2013

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

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

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

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

Special Rules

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

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

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

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

Name of organization 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
-----	----- ----- ----- -----	\$ -----	-----
(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 -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	2,000.	1,000.		1,000.
	-----	-----	-----	-----
TOTALS	2,000.	1,000.	NONE	1,000.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

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

FORM 990PF, PART I - OTHER EXPENSES
=====

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

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

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

JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHMENTS	738,064.	745,638.
	-----	-----
TOTALS	738,064.	745,638.
	=====	=====

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHMENTS	C	190,424.	202,840.
		-----	-----
		190,424.	202,840.
		=====	=====
TOTALS			

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

=====

NAME AND ADDRESS

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

=====

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

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

=====

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.

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

=====

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.

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.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041

OMB No 1545-0092

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.

Schedule D (Form 1041) 2013

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

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
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:

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

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		

Schedule D (Form 1041) 2013

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**

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

Attachment
Sequence No **12A**

Name(s) shown on return

Social security number or taxpayer identification number

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 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	
	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.

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

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

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

2013Attachment
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	
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.

Sales and Other Dispositions of Capital Assets

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

2013

Department of the Treasury
Internal Revenue Service

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

Attachment
Sequence No 12A

Name(s) shown on return

Social security number or taxpayer identification number

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 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).

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☐ (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.

Form 8949 (2013)

Form **8949**Department of the Treasury
Internal Revenue Service**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.

OMB No 1545-0074

2013Attachment
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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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.

JSA
3X2615 2 000Form **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.

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

(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 <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
					(f) Code(s) from instructions	(g) Amount of adjustment	
43. STARBUCKS CORP	12/10/2012	07/25/2013	2,877.00	2,133.00			744.00
16. COVIDIEN PLC USD0.20 (P CONSLDTN)	12/10/2012	05/06/2013	1,044.00	931.00			113.00
37. EATON CORP PLC COM USD	12/10/2012	07/25/2013	2,491.00	1,912.00			579.00
7. EATON CORP PLC COM USD0	12/03/2012	11/18/2013	506.00	357.00			149.00
56. #REORG/NOBLE STOCK MER 2R1JA21 EFF 11-20-2013	11/02/2012	07/25/2013	2,213.00	2,161.00			52.00
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) ►			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.

Form **8949** (2013)

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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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.)

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	
	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. CHEVRONTXACO CORP	12/23/2011	07/25/2013	3,915.00	3,141.00			774.00
	6. CHEVRONTXACO CORP	12/23/2009	11/18/2013	722.00	464.00			258.00
	12. CHEVRONTXACO 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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						(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
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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						(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 MORNI 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
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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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 <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	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
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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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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	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
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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☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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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	
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

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	
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
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

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)

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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	
3.	MFB NORTN MULTIMGR MID	09/01/2011	03/14/2013	40.00	33.00			7.00
382.	MFB NORTN MULTIMGR M	09/01/2011	11/18/2013	5,940.00	4,213.00			1,727.00
1473.	MFB NORTN MULTIMGR	12/23/2011	12/05/2013	22,817.00	16,104.00			6,713.00
1321.	MFB NORTN MULTIMGR	12/19/2012	12/24/2013	18,032.00	15,822.00			2,210.00
2.	MFB NORTN FDS SMALL CA	12/16/2010	03/14/2013	37.00	29.00			8.00
1527.	MFB NORTN FDS SMALL	12/16/2010	07/25/2013	31,181.00	22,096.00			9,085.00
2.	MFB NORTN FDS SMALL CA	12/16/2010	09/19/2013	42.00	29.00			13.00
74.	MFB NORTN FDS SMALL C	12/16/2010	11/18/2013	1,603.00	1,071.00			532.00
79.	MFB NORTN FDS SMALL C	12/16/2010	12/05/2013	1,732.00	1,143.00			589.00
118.	MFB NORTN 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
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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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	
	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
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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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
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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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	
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	03/21/2011	07/25/2013	2,157.00	2,421.00			-264.00
6								
5.	SCHLUMBERGER LTD ISIN #	02/28/2011	11/18/2013	463.00	463.00			
10.00029	SCHLUMBERGER LTD	02/28/2011	12/05/2013	869.00	927.00	W	58.00	
	#AN8068571086							
1.99971	SCHLUMBERGER LTD I	02/28/2011	12/05/2013	174.00	185.00			-11.00
	#AN8068571086							
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
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

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.

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JAMES M. SCHOONMAKER II FOUNDATION 02-41447

59-6964359

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

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

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

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

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
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(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.

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
AMERICAN EXPRESS CO	CUSIP 025616109							
259 000	90 73	0 00	0 00	23,499 07	12,847 44	10,651 63	0 00	10,651 63
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
148 000	42 26	0 00	0 00	6,254 48	5,089 30	1,165 18	0 00	1,165 18
AMGEN INC COM CUSIP 031162100								
133 000	114 16	0 00	0 00	15,183 28	9,654 47	5,528 81	0 00	5,528 81
APPLE INC COM STK CUSIP 037833100								
73 000	561 11	0 00	0 00	40,961 03	15,863 59	25,097 44	0 00	25,097 44
BAXTER INTL INC COM CUSIP 071813109								
204 000	69 55	0 00	0 00	14,188 20	13,705 16	483 04	0 00	483 04
C R BARD CUSIP 067383109								
93 000	133 94	0 00	0 00	12,456 42	9,617 56	2,838 86	0 00	2,838 86
CHEVRON CORP COM CUSIP 166764100								
CVX								
162 000	124 91	0 00	0 00	20,235 42	12,481 48	7,753 94	0 00	7,753 94
CISCO SYSTEMS INC CUSIP 17275R102								
CSCO								
837 000	22 45	0 00	0 00	18,790 65	18,021 79	768 86	0 00	768 86
CITIGROUP INC COM NEW COM NEW CUSIP 172967424								
347 000	52 11	0 00	0 00	18,082 17	17,453 07	629 10	0 00	629 10

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
CITRIX SYS INC COM	CUSIP 177376100	63.25	0.00	6,198.50	4,853.49	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	27,869.20	11,699.54	16,169.66	0.00	16,169.66
EATON CORP PLC COM USD0 50 CUSIP G29183103								
	197 000	76.12	0.00	14,995.64	10,516.02	4,479.62	0.00	4,479.62
EMC CORP COM CUSIP 268648102								
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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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
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	4,506 73	0 00		4,506 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 CL A 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 45866F104								
68 000	224 92	0 00	15,294 56	9,092 76	6,201 80	0 00		6,201 80

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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		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
INTERNATIONAL BUSINESS MACHS CORP COM IBM	CUSIP 459200101							
58 000	187 57	0 00	10,879 06	756 16	10,122 90	0 00	10,122 90	
JPMORGAN CHASE & CO COM JPM	CUSIP 46625H100							
459 000	58 48	0 00	26,842 32	16,111 95	10,730 37	0 00	10,730 37	
MC DONALD'S CORP COM	CUSIP 580135101							
168 000	97 03	0 00	16,301 04	14,724 06	1,576 98	0 00	1,576 98	
MERCK & CO INC NEW COM	CUSIP 58933Y105							
371 000	50 05	151 80	18,568 55	16,171 81	2,396 74	0 00	2,396 74	
METLIFE INC COM STK USD0 01	CUSIP 59156R108							
348 000	53 92	0 00	18,764 16	13,342 69	5,421 47	0 00	5,421 47	
MONDELEZ INTL INC COM	CUSIP 609207105							
386 000	35 30	54 04	13,625 80	12,575 35	1,050 45	0 00	1,050 45	
MONSANTO CO NEW COM	CUSIP 61166W101							
118 000	116 55	0 00	13,752 90	12,563 86	1,189 04	0 00	1,189 04	
NATIONAL OILWELL VARCO COM STK NOV	CUSIP 637071101							
157 000	79 53	0 00	12,486 21	6,136 46	6,349 75	0 00	6,349 75	
NIKE INC CL B	CUSIP 654106103							
152 000	78 64	33 84	11,953 28	5,828 84	6,124 44	0 00	6,124 44	

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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		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
NOBLE CORP PLC COMMON STOCK	CUSIP 665431101							
299 000	37 47	0 00	11,203 53	10,799 69	403 84	0 00		403 84
NORFOLK SOUTHN CORP COM CUSIP 655844108								
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								
ORCL								
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								
PETM								
159 000	72 75	0 00	11,567 25	11,783 69	-216 44	0 00		-216 44
PFIZER 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 742718109								
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								
QCOM								
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

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

Equity Securities

Common stock

United States - USD

SCHLUMBERGER LTD COM COM CUSIP 806857108		90 11	44 68	12,705 51	11,913 87	791 64	0 00	791 64
SLB	141 000							
ST JUDE MED INC COM CUSIP 790849103		61 95	39 25	9,726 15	6,818 89	2,907 26	0 00	2,907 26
STJ	157 000							
STARBUCKS CORP COM CUSIP 855244109		78 39	0 00	17,794 53	10,793 61	7,000 92	0 00	7,000 92
	227 000							
UNITED TECHNOLOGIES CORP COM CUSIP 913017109		113 80	0 00	11,038 60	5,520 78	5,517 82	0 00	5,517 82
	97 000							
US BANCORP CUSIP 902973304		40 40	90 85	15,958 00	10,180 77	5,777 23	0 00	5,777 23
USB	395 000							
V F CORP COM CUSIP 918204108		62 34	0 00	23,938 56	11,493 54	12,445 02	0 00	12,445 02
	384 000							
VERIZON COMMUNICATIONS COM CUSIP 92343V104		49 14	0 00	8,304 66	6,501 48	1,803 18	0 00	1,803 18
VZ	169 000							
WALT DISNEY CO CUSIP 254687106		76 40	166 84	15,967 60	6,705 75	9,261 85	0 00	9,261 85
DIS	209 000							
WELLS FARGO & CO NEW COM STK CUSIP 949746101		45 40	0 00	25,968 80	15,782 58	10,186 22	0 00	10,186 22
WFC	572 000							
Total USD			820 45	885,932 36	605,163 52	280,768 84	0 00	280,768 84

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

Equity Securities

Common stock								
Total United States			820.45	885,932.36	605,163.52	280,768.84	0.00	280,768.84
Total Common Stock	14,346,000		820.45	885,932.36	605,163.52	280,768.84	0.00	280,768.84

Equity funds

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	298,088.98	6,978.52	0.00	6,978.52
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558								

63,073,990	10.94		0.00	690,029.45	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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<u>Description / Asset ID</u>		<u>Exchange rate/</u>		<u>Accrued</u>	<u>Unrealized gain/loss</u>		<u>Total</u>
<u>Investment Mgr ID</u>	<u>Shares/PAR value</u>	<u>local market price</u>	<u>income/expense</u>				
<i>Equity Securities</i>							
Equity funds							
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
2,142,350	20.95	44,882.23	0.00	32,846.98	12,035.25	0.00	12,035.25
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
9,769,290	13.73	134,132.35	0.00	97,324.42	36,807.93	0.00	36,807.93
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
3,594,980	11.50	41,342.27	0.00	29,599.96	11,742.31	0.00	11,742.31
Total USD		220,356.85	0.00	159,771.36	60,585.49	0.00	60,585.49
Total United States		220,356.85	0.00	159,771.36	60,585.49	0.00	60,585.49
Total Equity Funds		1,859,283.08	3,888.83	1,601,642.14	257,640.94	0.00	257,640.94
Other equity							
United States - USD							
AMERICAN TOWER CORP CUSIP 03027X100							
162,000	79.82	12,930.84	0.00	11,835.81	1,095.03	0.00	1,095.03
Total USD		12,930.84	0.00	11,835.81	1,095.03	0.00	1,095.03
Total United States		12,930.84	0.00	11,835.81	1,095.03	0.00	1,095.03
Total Other Equity		12,930.84	0.00	11,835.81	1,095.03	0.00	1,095.03
Total Equity Securities		2,758,146.28	4,708.28	2,218,641.47	539,504.81	0.00	539,504.81

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◆ Asset Detail - Base Currency

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Fixed Income Securities								
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 NORTHN FDS ULTRA SHORT FXD INC FD 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								
64,409 990			0.00	669,232.79	659,938.49	9,294.30	0.00	9,294.30
Other bonds								
United States - USD								
MFC FLEXSHARES TR IBOX 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								
3,066 000			0.00	76,404.72	78,125.21	-1,720.49	0.00	-1,720.49

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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		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
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 665162475

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								
12,421 290		0.00	202,839.66	190,424 20	12,415.46	0.00		12,415.46
Total Real Estate								
12,421.290		0.00	202,839.66	190,424.20	12,415.46	0.00		12,415.46

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								
188,689 940	1.45	188,689.94	188,689.94	0.00	0.00			0.00

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
						Market	Translation	
Total Cash and Short Term Investments								
	188,689.940		1.45	188,689.94	188,689.94	0.00	0.00	0.00
Total								
	415,713.410		4,710.73	3,895,313.39	3,335,819.31	559,494.08	0.00	559,494.08

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