EXTENDED TO NOVEMBER 16, 2015

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation THE KNIGHT FAMILY FOUNDATION C/O HPM PARTNERS LLC	A Employer identification number 27-6566394
Number and street (or P O box number if mail is not delivered to street address): 600 SUPERIOR AVE — Room/suite: 1000	B Telephone number (216) 706-2461
City or town, state or province, country, and ZIP or foreign postal code CLEVELAND, OH 44114	C If exemption application is pending, check here ▶ ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	D 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 9,884,480. — J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	2,098,432.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	18.	18.		STATEMENT 1
	4 Dividends and interest from securities	188,512.	193,152.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	320,184.			
	b Gross sales price for all assets on line 6a 3,857,683.				
	7 Capital gain net income (from Part IV, line 2)		320,184.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,537.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,609,683.	513,354.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	31,470.	31,470.		0.
	17 Interest				
	18 Taxes STMT 5	13,478.	5,478.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	15.	0.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	44,963.	36,948.		0.
	25 Contributions, gifts, grants paid	589,167.			589,167.
	26 **Total expenses and disbursements.** Add lines 24 and 25	634,130.	36,948.		589,167.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,975,553.			
	b **Net investment income** (if negative, enter -0-)		476,406.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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13460825 142387 KNI6394 2014.04020 THE KNIGHT FAMILY FOUNDATIO KNI63941

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	229,781.	437,895.	437,895.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	5,031,943.	6,231,818.	7,347,536.
	c Investments - corporate bonds STMT 8	1,599,148.	2,160,712.	2,099,049.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	6,860,872.	8,830,425.	9,884,480.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 9)	10,000.	4,000.	
	23 Total liabilities (add lines 17 through 22)	10,000.	4,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	6,850,872.	8,826,425.	
	30 Total net assets or fund balances	6,850,872.	8,826,425.	
	31 Total liabilities and net assets/fund balances	6,860,872.	8,830,425.	

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	6,850,872.
2 Enter amount from Part I, line 27a	2	1,975,553.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	8,826,425.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,826,425.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,769,368.		1,742,207.	27,161.
b	2,038,644.		1,795,292.	243,352.
c	49,671.			49,671.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				27,161.
b				243,352.
c				49,671.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 320,184.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	330,652.	7,090,968.	.046630
2012	154,607.	4,558,774.	.033914
2011	119,805.	2,675,122.	.044785
2010	169,823.	2,598,759.	.065348
2009	114,243.	2,350,135.	.048611

2	**Total** of line 1, column (d)	2	.239288
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.047858
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	8,641,805.
5	Multiply line 4 by line 3	5	413,580.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,764.
7	Add lines 5 and 6	7	418,344.
8	Enter qualifying distributions from Part XII, line 4	8	589,167.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,764.
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	0.
3 Add lines 1 and 2			3	4,764.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	4,764.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,543.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	10,543.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ 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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,779.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶	5,779.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ TONY DECELLO Telephone no. ▶ (216) 706-2461			
	Located at ▶ 600 SUPERIOR AVE SUITE 1000, CLEVELAND, OH ZIP+4 ▶ 44114			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
REBECCA W. KNIGHT 155 THORN TREE LANE WINNETKA, IL 60093	TRUSTEE 10.00	0.	0.	0.
LESTER B. KNIGHT 155 THORN TREE LANE WINNETKA, IL 60093	TRUSTEE 2.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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	8,102,645.
b	Average of monthly cash balances	1b	670,761.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,773,406.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,773,406.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	131,601.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,641,805.
6	**Minimum investment return.** Enter 5% of line 5	6	432,090.

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	432,090.
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a: 4,764.		
b	Income tax for 2014. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	4,764.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	427,326.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	427,326.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	427,326.

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	589,167.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	589,167.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	4,764.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	584,403.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				427,326.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			66,917.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 589,167.				
a Applied to 2013, but not more than line 2a			66,917.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				427,326.
e Remaining amount distributed out of corpus	94,924.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	94,924.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	94,924.			
10 Analysis of line 9:				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014 94,924.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 10

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
EMERGENCY FUND 651 W. WASHINGTON BLVD., SUITE 504 CHICAGO, IL 60661	UNRELATED	PC	FINANCIAL ASSISTANCE FOR CHICAGOANS EXPERIENCING A CRISIS OR TRANSITION	100,000.
FOOD BANK OF THE SOUTHERN TIER 388 UPPER OAKWOOD AVE. ELMIRA, NY 14903	UNRELATED	PC	SUPPORT OF HUNGER-FREE COMMUNITIES THROUGHOUT THE SOUTHERN TIER REGION OF NEW YORK	10,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W. ANN LURIE PLACE CHICAGO, IL 60632	UNRELATED	PC	FUNDS FOR THE PURCHASE OF FOOD FOR THE THANKSGIVING HOLIDAY	25,167.
ONE ACRE FUND 1954 FIRST ST. HIGHLAND PARK, IL 60035	UNRELATED	PC	NYAMIRA DISTRICT ADOPTION PROGRAM	100,000.
ST. MARTIN DE PORRES HOUSE OF HOPE 6423 S. WOODLAWN AVE. CHICAGO, IL 60637	UNRELATED	PC	SUPPORT OF HOMELESS WOMEN AND THEIR CHILDREN WHO ARE AFFECTED BY SUBSTANCE ABUSE	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	589,167.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	18.	
4 Dividends and interest from securities			14	188,512.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	2,537.	
8 Gain or (loss) from sales of assets other than inventory			18	320,184.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		511,251.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 511,251.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: [signature] Date: 8/28/2015 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
MATTHEW WOJTOWICZ, CPA	[signature] CPA	8/26/2015		P00969025
Firm's name ▶ HPM PARTNERS LLC			Firm's EIN ▶ 27-1180831	
Firm's address ▶ 600 SUPERIOR AVE, SUITE 1000 CLEVELAND, OH 44114			Phone no. (216) 687-0700	

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

Schedule of Contributors

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

OMB No 1545-0047

2014

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

Organization type (check one).

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

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

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling $5,000 or more (in money or property) from any one contributor Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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	Employer identification number
THE KNIGHT FAMILY FOUNDATION C/O HPM PARTNERS LLC	27-6566394

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	THE REBECCA W. KNIGHT 2000 REVOCABLE TRUST 155 THORN TREE LANE WINNETKA, IL 60093	$ 524,608.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	CHARLES KNIGHT 80 POPLAR ST. APT. NO. 1F BROOKLYN, NY 11201	$ 262,304.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
3	JAMES KNIGHT 345 W. FULLERTON PKWY. APT. NO. 2601 CHICAGO, IL 60614	$ 262,304.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
4	AMELIA KNIGHT 444 W. FULLERTON PKWY. APT. NO. 903 CHICAGO, IL 60614	$ 262,304.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
5	JESSICA KNIGHT STEVENSON 2038 W. CRYSTAL ST. APT. NO. 2 CHICAGO, IL 60622	$ 262,304.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
6	THE LESTER B. KNIGHT 2000 REVOCABLE TRUST 155 THORN TREE LANE WINNETKA, IL 60093	$ 524,608.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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

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

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

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

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

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

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

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

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

Employer identification number
27-6566394

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

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

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

(e) Transfer of gift

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TRAVÉRSE AREA RECREATION & TRANSPORTATION TRAILS 415 SOUTH UNION ST. TRAVERSE CITY, MI 49685	UNRELATED	PC	SUPPORT OF THE SLEEPING BEAR HERITAGE TRAIL	25,000.
INGENUITY INCORPORATED CHICAGO 11 E. HUBBARD ST., SUITE 200 CHICAGO, IL 60611	UNRELATED	PC	SUPPORT OF BE CREATIVE: THE CAMPAIGN FOR CREATIVE SCHOOLS	100,000.
UNIVERSITY OF CHICAGO 1427 E. 60TH ST., SUITE 120 CHICAGO, IL 60637	UNRELATED	PC	OLOPADE FELLOWSHIP FOR GLOBAL HEALTH	10,000.
DEBORAH'S PLACE 2822 W. JACKSON BLVD. CHICAGO, IL 60612	UNRELATED	PC	SUPPORT OF TERESA'S INTERIM HOUSING PROGRAM AND COMMUNITY BASED HOUSING	10,000.
EMPIRE AREA COMMUNITY CENTER P.O. BOX 123 EMPIRE, MI 49630	UNRELATED	PC	EMPIRE AREA COMMUNITY EMERGENCY FUND PROGRAM	5,000.
GLEN LAKE COMMUNITY REFORMED CHURCH 4902 W. MACFARLANE RD. GLEN ARBOR, MI 49636	UNRELATED	PC	EMPIRE AREA FOOD PANTRY	1,000.
THE FATHER FRED FOUNDATION P.O. BOX 2260 TRAVERSE CITY, MI 49685	UNRELATED	PC	FUNDS FOR THE PURCHASE OF FOOD FOR THE FOUNDATION'S PANTRY	5,000.
FRANCISCAN OUTREACH 1645 W. LEMOYNE ST. CHICAGO, IL 60622	UNRELATED	PC	SUPPORT OF CLIENT ASSISTANCE OPERATIONS	10,000.
GLEN LAKE COMMUNITY REFORMED CHURCH 4902 W. MACFARLANE RD. GLEN ARBOR, MI 49636	UNRELATED	PC	SUPPORT OF THE DEACON'S FUND	1,000.
GLEN LAKE COMMUNITY SCHOOLS 3375 W. BURDICKVILLE RD. MAPLE CITY, MI 49664	UNRELATED	PC	SUPPORT OF THE STUDENT ASSISTANCE FUND	2,000.
Total from continuation sheets				344,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GOLDEN APPLE FOUNDATION 8 S. MICHIGAN AVE., SUITE 700 CHICAGO, IL 60603	UNRELATED	PC	GIFT IN HONOR OF DAVID CHANDLER	10,000.
LINCOLN PARK COMMUNITY SHELTER 600 W. FULLERTON PKWY. CHICAGO, IL 60614	UNRELATED	PC	SHELTER AND OTHER BASIC NEEDS FOR THE HOMELESS IN CHICAGO	10,000.
MADONNA MISSION P.O. BOX 8518 NORTHFIELD, IL 60093	UNRELATED	PC	SUPPORT OF EDUCATION AND RESETTLEMENT PROGRAMS FOR REFUGEE INDIVIDUALS AND FAMILIES	5,000.
MOBILE CARE FOUNDATION 321 N. LOOMIS ST., SUITE 202 CHICAGO, IL 60607	UNRELATED	PC	DELIVERY OF MEDICAL CARE AND EDUCATION TO LOW-INCOME CHILDREN AND FAMILIES	10,000.
THE POSSE FOUNDATION INC. 111 W. JACKSON BLVD., SUITE 1900 CHICAGO, IL 60604	UNRELATED	PC	SUPPORT OF THE CHICAGO CHAPTER	10,000.
REHABILITATION INSTITUTE OF CHICAGO 345 E. SUPERIOR ST. CHICAGO, IL 60611	UNRELATED	PC	SUPPORT OF RIC PLACE AT RONALD MCDONALD HOUSE & INTERPRETER SERVICES	25,000.
THE NIGHT MINISTRY 4711 N. RAVENSWOOD AVE. CHICAGO, IL 60640	UNRELATED	PC	CAMPAIGN FOR THE NIGHT MINISTRY BUS	75,000.
UNITY PARENTING & COUNSELING INC. 600 W. CERMAK RD., SUITE 300 CHICAGO, IL 60616	UNRELATED	PC	MEALS FOR HOMELESS YOUTH WHO RESIDE IN THE UJIMA VILLAGE SHELTER	10,000.
CITY HARVEST 6 E. 32ND ST., 5TH FLOOR NEW YORK, NY 10016	UNRELATED	PC	SUPPORT OF THE CHARITY'S MISSION TO END HUNGER IN COMMUNITIES THROUGHOUT NEW YORK CITY	20,000.
Total from continuation sheets				

423631
05-01-14

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST CHECKING	18.	18.	
TOTAL TO PART I, LINE 3	18.	18.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST #23-82453	238,183.	49,671.	188,512.	193,152.	
TO PART I, LINE 4	238,183.	49,671.	188,512.	193,152.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST - NONDIVIDEND DISTRIBUTIONS	2,537.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,537.	0.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST - INVESTMENT ADVISORY FEES	31,470.	31,470.		0.
TO FORM 990-PF, PG 1, LN 16C	31,470.	31,470.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX PAID	8,000.	0.		0.
FOREIGN TAXES PAID	5,478.	5,478.		0.
TO FORM 990-PF, PG 1, LN 18	13,478.	5,478.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS FILING FEES	15.	0.		0.
TO FORM 990-PF, PG 1, LN 23	15.	0.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - SEE ATTACHED SCHEDULE	6,231,818.	7,347,536.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,231,818.	7,347,536.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - SEE ATTACHED SCHEDULE	2,160,712.	2,099,049.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,160,712.	2,099,049.

FORM 990-PF	OTHER LIABILITIES	STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
CHECKS NOT YET CLEARED	10,000.	4,000.
TOTAL TO FORM 990-PF, PART II, LINE 22	10,000.	4,000.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 10

NAME OF MANAGER

REBECCA W. KNIGHT
LESTER B. KNIGHT

EIN: 27-6566394

ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 14

Account Number 2382453
Account Name , THE KNIGHT FAMILY FOUNDATION

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Funds - Common Stock								
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS CUSIP 665162483	18 050 34,949 410	Emerging Markets	0 00	630,836.85	664,426.09	-33,589.24	0 00	-33,589.24
MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRU CUSIP 665162384	12 290 20,446 990	United States	0 00	251,293 50	224,048 48	27,245 02	0 00	27,245 02
MFO AQR INTERNATIONAL MOMENTUM STYLE I CUSIP 00203H883	13 820 18,053 180	International	0 00	249,494 94	277,970 07	-28,475.13	0 00	-28,475 13
MFO AQR LRG CAP MOMENT STY-L CUSIP 00203H701	20.680 15,058 440	United States	0 00	311,408 53	321,493 10	-10,084.57	0 00	-10,084 57
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CUSIP 233203421	18 920 14,197 950	Emerging Markets	0 00	268,625 21	275,000 00	-6,374.79	0 00	-6,374 79
MFO DFA INVT DIMENSIONS GROUP INC U S CORE EQUITY 1 CUSIP 233203413	17.920 38,126 360	United States	0 00	683,224 37	618,634 29	64,590 08	0 00	64,590 08
MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843	31.150 4,203 580	United States	0 00	130,941 51	128,650 17	2,291 34	0 00	2,291 34
MFO DIMENSIONAL FUND ADVISORS INTERNATIONAL VALUE PORTFOLIO CUSIP. 25434D203	17 650 18,730 200	International	0.00	330,588.03	375,000 00	-44,411.97	0 00	-44,411 97
Total Funds - Common Stock								

^ Complete cost information not available.

*Generated by Northern Trust on 25 Aug 15

EIN: 27-6566394

ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value
As of 31 DEC 14

Account Number 2382453
Account Name , THE KNIGHT FAMILY FOUNDATION

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
			0.00	**2,856,412.94**	**2,885,222.20**	**-28,809.26**	**0.00**	**-28,809.26**
Funds - Equities ETF								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT	30 620							
CUSIP. 33939L407	10,600 000	Global Region	9,079 85	324,572 00	362,901 28	-38,329.28	0 00	-38,329.28
Total Funds - Equities ETF			**9,079.85**	**324,572.00**	**362,901 28**	**-38,329.28**	**0.00**	**-38,329.28**
Total Equities			**9,079.85 A**	**3,180,984.94 A**	**3,248,123.48**	**-67,138.54**	**0.00**	**-67,138.54**
Fixed Income								
Funds - Government Bond								
MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD	8 320							
CUSIP 72201F516	16,960 770	Emerging Markets	0.00	141,113 60	172,211 17	-31,097.57	0 00	-31,097.57
Total Funds - Government Bond			**0.00**	**141,113.60**	**172,211.17**	**-31,097.57**	**0.00**	**-31,097.57**
Funds - Government Agency								
MFO VANGUARD FIXED INCOME SECS FD INC INFLATION-PROTE	13 180							
CUSIP 922031869	13,757 300	United States	0 00	181,321 21	185,121 89	-3,800.68	0 00	-3,800 68
Total Funds - Government Agency			**0.00**	**181,321.21**	**185,121.89**	**-3,800.68**	**0.00**	**-3,800.68**
Funds - Corporate Bond								
MFB NORTHERN FDS CORE BD FD	10 480							
CUSIP. 665162376	90,264 740	United States	0 00	945,974 47	947,754 57	-1,780 10	0 00	-1,780.10
MFB NORTHERN HIGH YIELD FIXED INCOME FUND	7.080							
CUSIP. 665162699	55,420 090	United States	0 00	392,374 23	403,762 63	-11,388 40	0 00	-11,388 40

^ Complete cost information not available.

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EIN: 27-6566394

ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 14

Account Number 2382453
Account Name THE KNIGHT FAMILY FOUNDATION

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value		Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Fixed Income									
Funds - Corporate Bond									
MFO BLACKROCK FDS HIGH YIELD BD PORTFOLIO INSTL CL CUSIP· 091929638	7 880 27,837 920	United States	0.00	219,362.81		228,931.46	-9,568.65	0 00	-9,568 65
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841	9 140 23,949 950	United States	0 00	218,902 54		222,930 66	-4,028 12	0 00	-4,028 12
Total Funds - Corporate Bond			**0.00**	**1,776,614.05**		**1,803,379.32**	**-26,765.27**	**0.00**	**-26,765.27**
Total Fixed Income			**0.00**	**2,099,048.86**	**B**	**2,160,712.38**	**-61,663.52**	**0.00**	**-61,663.52**
Real Estate									
Funds - Real Estate									
MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE CUSIP 233203348	5 240 30,763 880	United States	0 00	161,202 73		166,250 00	-5,047 27	0 00	-5,047 27
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS CUSIP. 233203835	33.070 5,915 950	United States	0.00	195,640 46		166,250 00	29,390 46	0 00	29,390 46
Total Funds - Real Estate			**0.00**	**356,843.19**		**332,500.00**	**24,343.19**	**0.00**	**24,343.19**
Total Real Estate			**0.00**	**356,843.19**	**A**	**332,500.00**	**24,343.19**	**0.00**	**24,343.19**

^ Complete cost information not available.

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Northern Trust | *Portfolio Value*
As of 31 DEC 14

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-CAMBIAR

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
#REORG/ ACTAVIS PLC NAME CHANGE ALLERGAN PLC	257.410							
CUSIP· G0083B108	75 000	United States	0.00	19,305 75	16,375 15	2,930 60	0.00	2,930 60
#REORG/ HOLCIM LTD NAME CHANGE LAFARGEHOLCIM	14 190							
CUSIP 434741203	935 000	Switzerland	0 00	13,267 65	14,245 53	-977 88	0 00	-977 88
#REORG/ACCOR S A STOCK MERGER ADR ACCOR S A271HAL1	8 860							
CUSIP 00435F200	1,143 000	France	0 00	10,126.98	11,389 53	-1,262 55	0.00	-1,262 55
ADR AIA GROUP LTD SPONSORED ADR	22 150							
CUSIP 001317205	807 000	Hong Kong	0 00	17,875 05	13,433 87	4,441 18	0 00	4,441 18
ADR AMADEUS IT HLDG S A ADS	39 550							
CUSIP 02263T104	273.000	Spain	0 00	10,797 15	9,086 55	1,710 60	0.00	1,710.60
ADR ASML HOLDING NV NY REG 2012 (POST REV SPLIT)	107.830							
CUSIP N07059210	67 000	Netherlands	0 00	7,224 61	5,614 25	1,610 36	0 00	1,610 36
ADR AVIVA PLC ADR	14 900							
CUSIP: 05382A104	763.000	United Kingdom	0 00	11,368 70	13,072 84	-1,704 14	0 00	-1,704.14
ADR BAIDU INC SPONSORED ADR	227.970							
CUSIP 056752108	42.000	China	0 00	9,574 74	4,508.10	5,066.64	0 00	5,066 64
ADR BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR	9.390							
CUSIP 05946K101	1,422 000	Spain	112 25	13,352 58	16,299 99	-2,947 41	0 00	-2,947 41

^ Complete cost information not available

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Portfolio Value

As of 31 DEC 14

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-CAMBIAR

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
ADR BT GROUP PLC ADR	61 990							
CUSIP 05577E101	209.000	United Kingdom	124.98	12,955.91	13,427.57	-471 66	0.00	-471 66
ADR BURBERRY GROUP PLC SPONSORED	50.420							
CUSIP 12082W204	138.000	United Kingdom	39.23	6,957 96	6,762 20	195 76	0 00	195.76
ADR CHINA MOBILE LTD	58 820							
CUSIP 16941M109	342.000	China	0 00	20,116.44	19,037 06	1,079.38	0 00	1,079 38
ADR COMPASS GROUP PLC SPONSORED ADR NEW JUNE 2014	17 040							
CUSIP. 20449X302	832 000	United Kingdom	0 00	14,177 28	11,536 67	2,640 61	0 00	2,640 61
ADR DISTRIBUIDORA INTERNACIONAL DE ALIMENTACION	13 618							
CUSIP. 25476E101	521 000	Spain	0 00	7,094 97	8,315 54	-1,220 57	0 00	-1,220 57
ADR GALAXY ENTERTAINMENT GROUP LIMITED SPONSORED ADR	56 155							
CUSIP. 36318L104	125 000	Hong Kong	0 00	7,019 37	10,486 24	-3,466 87	0 00	-3,466 87
ADR HENNES & MAURITZ AB ADR	8.260							
CUSIP 425883105	806.000	Sweden	0 00	6,657 56	6,043 41	614 15	0 00	614 15
ADR ICICI BK LTD	11 550							
CUSIP 45104G104	1,510 000	India	0 00	17,440 50	16,160 79	1,279 71	0 00	1,279.71
ADR INDIVIOR PLC SPONSORED ADR	11 300							
CUSIP: 45579E105	23.800	United Kingdom	0 00	268 94	0 00	268 94	0.00	268.94
ADR ING GROEP N V SPONSORED ADR	12 970							
CUSIP. 456837103	1,373.000	Netherlands	0.00	17,807 81	16,415 80	1,392 01	0 00	1,392 01

^ Complete cost information not available

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ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
ADR INTESA SANPAOLO S P A SPONSORED ADR REPSTG ORD SHS	17 320							
CUSIP 46115H107	376 000	Italy	0.00	6,512 32	6,371.96	140.36	0 00	140 36
ADR ITV PLC ADR	33 030							
CUSIP 45069P107	290 000	Thailand	0 00	9,578 70	10,158 32	-579 62	0.00	-579.62
ADR JULIUS BAER GROUP LTD-UN ADR	9 060							
CUSIP. 48137C108	869.000	Switzerland	0.00	7,873 14	8,016 41	-143.27	0 00	-143 27
ADR KINGFISHER PLC SPONSORED ADR PAR 15 5/7 PENCE	10 595							
CUSIP 495724403	1,580 000	United Kingdom	0 00	16,740 10	14,948 32	1,791 78	0 00	1,791 78
ADR KOREA ELEC PWR CORP SPONSORED ADR ISIN	19 360							
CUSIP 500631106	322 000	Republic of Korea	0 00	6,233 92	6,645.16	-411 24	0 00	-411 24
ADR KROTON EDUCACIONAL S A SPONSORED ADS	5 640							
CUSIP 50106A402	1,225 000	Brazil	0 00	6,909 00	8,202 27	-1,293 27	0 00	-1,293 27
ADR KUBOTA CORP.	72 460							
CUSIP. 501173207	86 000	Japan	0 00	6,231 56	6,164 73	66.83	0.00	66 83
ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	34 435							
CUSIP 502441306	380 000	France	0 00	13,085 30	12,800 58	284 72	0 00	284 72
ADR NESTLE S A SPONSORED ADR REPSTG REG SH	72 950							
CUSIP. 641069406	111 000	Switzerland	0 00	8,097 45	8,126 28	-28 83	0 00	-28 83

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Northern Trust

Portfolio Value

As of 31 DEC 14

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-CAMBIAR

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
ADR NIPPON TELEG & TEL CORP SPONSORED ADR	25 610							
CUSIP 654624105	251.000	Japan	0.00	6,428 11	7,997 32	-1,569.21	0 00	-1,569.21
ADR NOVARTIS AG	92 660							
CUSIP 66987V109	155.000	Switzerland	0.00	14,362.30	11,885.45	2,476 85	0.00	2,476 85
ADR NOVO-NORDISK A S ADR	42 320							
CUSIP 670100205	347 000	Denmark	0 00	14,685.04	12,064 82	2,620 22	0 00	2,620.22
ADR OLYMPUS CORP SPONSORED ADR	35 170							
CUSIP 68163W109	309.000	Japan	0 00	10,867 53	9,856 37	1,011 16	0 00	1,011 16
ADR PERNOD RICARD S A ADR	21.960							
CUSIP 714264207	286.000	France	0.00	6,280 56	6,730 09	-449 53	0 00	-449 53
ADR PUBLICIS S A NEW SPONSORED ADR	17 840							
CUSIP 74463M106	382 000	France	0 00	6,814 88	5,974 89	839.99	0 00	839 99
ADR RECKITT BENCKISER PLC SPONSORED ADR	16 570							
CUSIP 756255204	595 000	United Kingdom	0 00	9,859 15	7,598 04	2,261 11	0 00	2,261 11
ADR RENAULT S A ADR	14 649							
CUSIP· 759673403	315 000	France	0 00	4,614 43	5,049 64	-435 21	0 00	-435 21
ADR RIO TINTO PLC SPONSORED ADR	46 060							
CUSIP. 767204100	130.000	United Kingdom	0 00	5,987 80	6,442 05	-454 25	0 00	-454 25
ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104	33.990							
CUSIP 771195104	177.000	Switzerland	0 00	6,016 23	5,179 33	836 90	0 00	836 90

^ Complete cost information not available.

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Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
ADR SABMILLER PLC SPONSORED ADR	51 560							
CUSIP 78572M105	118.000	United Kingdom	0 00	6,084 08	4,928 43	1,155 65	0 00	1,155 65
ADR SAFRAN ADR	15 260							
CUSIP 786584102	736.000	France	92.86	11,231.36	11,816 05	-584 69	0.00	-584 69
ADR SONY CORP AMERN SH NEW	20 470							
CUSIP· 835699307	396.000	Japan	0 00	8,106 12	8,522 81	-416 69	0.00	-416.69
ADR SUNTORY BEVERAGE & FOOD LTD ADS	17 240							
CUSIP· 86803T104	357.000	Japan	0 00	6,154 68	6,524 10	-369.42	0 00	-369 42
ADR SVENSKA CELLULOSA AKTIEBOLAGET SCA SPONSORED	21 490							
CUSIP 869587402	284 000	Sweden	0 00	6,103 16	6,614 59	-511 43	0 00	-511 43
ADR TENCENT HLDGS LTD ADR	14 510							
CUSIP 88032Q109	608 000	China	0 00	8,822 08	4,997 44	3,824 64	0 00	3,824 64
ADR TOTAL SA	51.200							
CUSIP 89151E109	206.000	France	130 82	10,547 20	13,240 21	-2,693 01	0 00	-2,693 01
ADR TOYOTA MTR CORP SPONSORED ADR	125.480							
CUSIP 892331307	101 000	Japan	0 00	12,673 48	9,372 95	3,300 53	0 00	3,300 53
APPLIED MATERIALS, INC., COMMON STOCK, $ 01 PAR	24.920							
CUSIP 038222105	588.000	United States	0 00	14,652 96	13,270 24	1,382 72	0 00	1,382 72
CANADIAN NATL RY CO COM	68 910							
CUSIP 136375102	146.000	Canada	0 00	10,060 86	6,062 73	3,998 13	0 00	3,998 13
COPA HOLDINGS SA COM STK	103.640							
CUSIP. P31076105	87 000	United States	0 00	9,016 68	9,405 96	-389 28	0 00	-389 28

^ Complete cost information not available.

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Northern Trust | **Portfolio Value**
As of 31 DEC 14

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-CAMBIAR

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
ENCANA CORP COM NPV CUSIP 292505104	13 870 469.000	Canada	0 00	6,505.03	6,524 92	-19 89	0.00	-19.89
EXPERIAN PLC CUSIP· 30215C101	16 800 766 000	United Kingdom	82.57	12,868 80	13,748 68	-879.88	0.00	-879 88
FRESENIUS MEDICAL CARE AG AND CO.KGAA CUSIP 358029106	37 140 258 000	Germany	0 00	9,582.12	8,961.26	620 86	0 00	620.86
KONNINKLIJKE PHILIPS N V CUSIP 500472303	29 000 255 000	Netherlands	0 00	7,395.00	8,115.92	-720 92	0 00	-720 92
LIBERTY GLOBAL PLC USD0 01 A CUSIP G5480U104	50 205 302.000	United States	0 00	15,161 91	13,025 66	2,136 25	0 00	2,136.25
LLOYDS BANKING GROUP PLC-ADR CUSIP· 539439109	4 640 2,596.000	United Kingdom	0 00	12,045 44	13,207 67	-1,162 23	0 00	-1,162 23
LULULEMON ATHLETICA INC COM CUSIP 550021109	55 790 140.000	United States	0 00	7,810 60	8,965 08	-1,154.48	0 00	-1,154 48
MASTERCARD INC CL A CUSIP 57636Q104	86 160 188.000	United States	0 00	16,198 08	13,951 97	2,246 11	0 00	2,246 11
NIELSEN N V CUSIP N63218106	44 730 336.000	United States	0.00	15,029.28	14,215 72	813 56	0.00	813 56
SCHLUMBERGER LTD COM COM CUSIP· 806857108	85 410 118.000	United States	39 60	10,078.38	10,367 82	-289 44	0.00	-289 44
UBS GROUP AG COMMON STOCK CUSIP· H42097107	17 050 741.000	Switzerland	0 00	12,634.05	14,826.25	-2,192.20	0.00	-2,192 20
Total Common Stock			**622.31**	**619,328.82**	**593,089.58^**	**26,239.24^**	**0.00^**	**26,239.24^**

Preferred Stock

^ Complete cost information not available

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Northern Trust

Portfolio Value
As of 31 DEC 14

Account Number 2373032
Account Name THE KNIGHT FAMILY FDTN-CAMBIAR

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Preferred Stock								
ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 CUSIP 465562106	13 010 480.000	Brazil	2 09	6,244 80	6,511.33	-266 53	0.00	-266 53
Total Preferred Stock			**2.09**	**6,244.80**	**6,511.33**	**-266.53**	**0.00**	**-266.53**
Total Equities			**624.40** A	**625,573.62** A	**599,600.91^**	**25,972.71^**	**0.00^**	**25,972.71^**

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Northern Trust

Portfolio Value

As of 31 DEC 14

Account Number 2366133
Account Name THE KNIGHT FAMILY FDTN -POLEN

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
#REORG/ALLERGAN INC COM STOCK CASH AND STOCK MERGER	212 590							
CUSIP 018490102	155.000	United States	0 00	32,951.45	26,539 65	6,411.80	0.00	6,411.80
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	45 020							
CUSIP 002824100	914 000	United States	0 00	41,148 28	38,899 84	2,248 44	0 00	2,248 44
ACCENTURE PLC SHS CL A NEW	89 310							
CUSIP G1151C101	341 000	United States	0 00	30,454 71	26,719 77	3,734 94	0 00	3,734 94
ADR NESTLE S A SPONSORED ADR REPSTG REG SH	72 950							
CUSIP 641069406	330 000	Switzerland	0 00	24,073 50	23,542 20	531 30	0 00	531 30
APPLE INC COM STK	110 380							
CUSIP 037833100	271 000	United States	0 00	29,912 98	28,455 00	1,457 98	0 00	1,457 98
AUTOMATIC DATA PROCESSING INC COM	83.370							
CUSIP. 053015103	299 000	United States	146 51	24,927.63	22,562 03	2,365.60	0 00	2,365.60
CELGENE CORP COM	111.860							
CUSIP 151020104	207 000	United States	0 00	23,155 02	24,082 91	-927 89	0 00	-927 89
FACTSET RESH SYS INC COM STK	140.750							
CUSIP 303075105	162 000	United States	0 00	22,801.50	20,611 26	2,190 24	0 00	2,190 24
FASTENAL CO COM	47 560							
CUSIP 311900104	369.000	United States	0 00	17,549 64	15,623 46	1,926 18	0 00	1,926 18
GARTNER INC COM	84.210							
CUSIP 366651107	277 000	United States	0 00	23,326 17	16,703 68	6,622 49	0 00	6,622 49
GOOGLE INC CL A	530.660							
CUSIP 38259P508	45 000	United States	0 00	23,879 70	24,504 05	-624 35	0 00	-624 35

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Portfolio Value
As of 31 DEC 14

Account Number 2366133
Account Name THE KNIGHT FAMILY FDTN -POLEN

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
GOOGLE INC COM USD0 001 CL'C' CUSIP· 38259P706	526 400 65.000	United States	0 00	34,216.00	35,121 30	-905 30	0.00	-905.30
GRAINGER, W W , INC , COMMON STOCK, $1 PAR CUSIP 384802104	254 890 80 000	United States	0 00	20,391.20	18,790.40	1,600 80	0 00	1,600 80
MASTERCARD INC CL A CUSIP 57636Q104	86 160 683.000	United States	0 00	58,847.28	41,601 66	17,245 62	0 00	17,245.62
NIKE INC CL B CL B CUSIP 654106103	96 150 440.000	United States	123.20	42,306.00	40,090 51	2,215 49	0.00	2,215.49
O REILLY AUTOMOTIVE INC NEW COM USD0 01 CUSIP 67103H107	192 620 114.000	United States	0 00	21,958 68	19,116.66	2,842.02	0 00	2,842 02
ORACLE CORPORATION COM CUSIP 68389X105	44 970 911 000	United States	0 00	40,967 67	34,880 73	6,086 94	0 00	6,086 94
REGENERON PHARMACEUTICAL S INC COM CUSIP 75886F107	410.250 72 000	United States	0 00	29,538 00	23,011 41	6,526 59	0 00	6,526 59
STARBUCKS CORP COM CUSIP 855244109	82.050 403.000	United States	0.00	33,066 15	28,081 20	4,984 95	0 00	4,984 95
THE PRICELINE GROUP INC CUSIP 741503403	1,140.210 31.000	United States	0 00	35,346 51	35,292 95	53 56	0 00	53 56
TJX COS INC COMMON NEW CUSIP· 872540109	68.580 501 000	United States	0 00	34,358 58	31,312 45	3,046 13	0 00	3,046 13
Total Common Stock			**269.71**	**645,176.65**	**575,543.12**	**69,633.53**	**0.00**	**69,633.53**
Total Equities			**269.71 A**	**645,176.65 A**	**575,543.12**	**69,633.53**	**0.00**	**69,633.53**

^ Complete cost information not available

*Generated by Northern Trust on 25 Aug 15

EIN: 27-6566394

ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 14

Account Number 2366135
Account Name THE KNIGHT FAMILY FDTN - COHO

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
#REORG WISCONSIN NAME CHANGE WEC ENERGY GROUP	52 740							
CUSIP· 976657106	410.000	United States	0.00	21,623.40	17,960 30	3,663.10	0 00	3,663 10
#REORG/DIRECTV CASH & STOCK MERGER TO AT&T INC SEC # 2017924	86 700							
CUSIP 25490A309	188.000	United States	0 00	16,299 60	9,084 42	7,215 18	0 00	7,215 18
3M CO COM	164.320							
CUSIP 88579Y101	91.000	United States	0 00	14,953 12	8,055 91	6,897 21	0 00	6,897 21
ABBOTT LABORATORIES, COMMON STOCK, NO PAR	45 020							
CUSIP 002824100	336.000	United States	0 00	15,126 72	12,178 22	2,948 50	0 00	2,948 50
ACE LTD COM STK	114 880							
CUSIP H0023R105	148.000	United States	96.20	17,002 24	10,477 41	6,524 83	0 00	6,524 83
ACTIVISION BLIZZARD INC COM STK	20 150							
CUSIP 00507V109	680 000	United States	0 00	13,702 00	11,435 08	2,266 92	0 00	2,266 92
ALEXANDRIA REAL ESTATE EQUITIES INC COM	88 740							
CUSIP. 015271109	175.000	United States	129 50	15,529 50	11,648 50	3,881 00	0 00	3,881 00
ALLSTATE CORP COMMON STOCK	70 250							
CUSIP 020002101	254 000	United States	71 12	17,843 50	10,551 85	7,291 65	0 00	7,291 65
AMERICAN HOMES 4 RENT COMMON STOCK	17.030							
CUSIP 02665T306	918.000	United States	0.00	15,633 54	16,226 67	-593 13	0.00	-593 13

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ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
ANALOG DEVICES, INC , COMMON STOCK, $.16 2/3 PAR	55 520							
CUSIP 032654105	287 000	United States	0 00	15,934 24	11,591 75	4,342 49	0.00	4,342.49
AT&T INC COM	33 590							
CUSIP 00206R102	449.000	United States	0 00	15,081 91	16,061 90	-979 99	0 00	-979.99
BAKER HUGHES INC., COMMON STOCK	56 070							
CUSIP. 057224107	190 000	United States	0 00	10,653.30	9,322.70	1,330 60	0.00	1,330.60
BED BATH & BEYOND INC COM	76 170							
CUSIP 075896100	212 000	United States	0 00	16,148.04	14,429 02	1,719.02	0 00	1,719 02
CIT GROUP INC NEW COM NEW COM NEW	47 830							
CUSIP 125581801	305.000	United States	0 00	14,588 15	12,895 73	1,692 42	0 00	1,692.42
DELTA AIR LINES INC DEL COM NEW COM NEW	49 190							
CUSIP. 247361702	439.000	United States	0 00	21,594 41	13,332 26	8,262 15	0 00	8,262 15
EASTMAN CHEMICAL CO COMMON STOCK	75 860							
CUSIP 277432100	204.000	United States	72.80	15,475.44	16,804 75	-1,329 31	0 00	-1,329 31
GENERAL MILLS INC COM	53.330							
CUSIP 370334104	295.000	United States	0 00	15,732 35	15,160 26	572 09	0 00	572 09
HALLIBURTON CO COM	39 330							
CUSIP 406216101	421 000	United States	0 00	16,557 93	20,578 43	-4,020 50	0 00	-4,020 50
HELIX ENERGY SOLUTIONS GROUP INC COM STK	21 700							
CUSIP. 42330P107	756 000	United States	0 00	16,405 20	19,550 61	-3,145.41	0 00	-3,145 41

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EIN: 27-6566394

ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust

Portfolio Value

As of 31 DEC 14

Account Number 2366135

Account Name THE KNIGHT FAMILY FDTN - COHO

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
INVESCO LTD COM STK USD0.20	39 520							
CUSIP· G491BT108	501.000	United States	0 00	19,799 52	12,585.97	7,213 55	0.00	7,213 55
JPMORGAN CHASE & CO COM	62 580							
CUSIP 46625H100	342 000	United States	0 00	21,402.36	14,677 64	6,724.72	0.00	6,724 72
KAPSTONE PAPER & PACKAGING CORP KAPSTONEPAPER	29 310							
CUSIP 48562P103	514 000	United States	51.40	15,065 34	6,368 41	8,696 93	0 00	8,696 93
KEYCORP NEW COMMON STOCK	13 900							
CUSIP 493267108	1,229 000	United States	0 00	17,083 10	9,037 45	8,045 65	0 00	8,045 65
KOHLS CORP COMMON STOCK	61 040							
CUSIP 500255104	254.000	United States	0 00	15,504 16	15,537 58	-33 42	0 00	-33 42
LINCOLN NATIONAL CORP COMMON STOCK NO PAR	57 670							
CUSIP 534187109	334 000	United States	0 00	19,261 78	7,495 54	11,766 24	0 00	11,766 24
MANPOWERGROUP INC	68 170							
CUSIP 56418H100	220 000	United States	0 00	14,997 40	12,646 12	2,351 28	0 00	2,351 28
PFIZER INC COM	31 150							
CUSIP 717081103	937.000	United States	0 00	29,187 55	28,281 65	905 90	0 00	905 90
PUBLIC SERVICE ENTERPRISE GROUP INC , COMMON STOCK	41 410							
CUSIP 744573106	509 000	United States	0 00	21,077.69	16,456 84	4,620 85	0 00	4,620.85
REGAL BELOIT CORP COM	75.200							
CUSIP. 758750103	256 000	United States	56 32	19,251 20	18,488 71	762 49	0 00	762 49
REGIONS FINL CORP NEW COM	10.560							
CUSIP 7591EP100	1,629 000	United States	81 45	17,202 24	11,458 74	5,743 50	0 00	5,743 50

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EIN: 27-6566394

ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust | **Portfolio Value**
As of 31 DEC 14

Account Number 2366135
Account Name THE KNIGHT FAMILY FDTN - COHO

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
SANDISK CORP COM	97 980							
CUSIP 80004C101	153 000	United States	0 00	14,990 94	10,328.17	4,662 77	0.00	4,662 77
STRYKER CORP	94 330							
CUSIP 863667101	181.000	United States	62.44	17,073 73	9,957.31	7,116 42	0 00	7,116.42
SUN TRUST BANKS, INC., COMMON STOCK $2.50 PAR	41 900							
CUSIP 867914103	433.000	United States	0 00	18,142.70	14,181 63	3,961 07	0 00	3,961.07
SUNCOR ENERGY INC NEW COM STK	31 780							
CUSIP 867224107	586 000	Canada	0 00	18,623.08	20,056 49	-1,433.41	0 00	-1,433 41
THOR INDS INC COM STK	55 870							
CUSIP· 885160101	265.000	United States	71 55	14,805.55	8,587 14	6,218.41	0 00	6,218.41
TIME WARNER INC USD0.01	85 420							
CUSIP· 887317303	192 000	United States	0.00	16,400.64	10,305 22	6,095.42	0 00	6,095 42
ZOETIS INC COM USD0 01 CL 'A'	43 030							
CUSIP 98978V103	377.000	United States	0 00	16,222 31	11,450 99	4,771.32	0 00	4,771 32
Total Common Stock			**692.78**	**631,975.88**	**495,247.37**	**136,728.51**	**0.00**	**136,728.51**
Total Equities			**692.78** A	**631,975.88** A	**495,247.37**	**136,728.51**	**0.00**	**136,728.51**

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*Generated by Northern Trust on 25 Aug 15

EIN: 27-6566394

ATTACHMENT TO 2014 FORM 990-PF, PAGE 2, PART II - LINE 10 DETAIL

Northern Trust | *Portfolio Value*

As of 31 DEC 14

Account Number 0320600
Account Name THE KNIGHT FAMILY FDTN - AON

Security Description / Asset ID	Market Price Local / Shares/Par	Country of Risk Name	Accrued Income/Expense	Market Value	Cost	Unrealized Gain/Loss - Market	Unrealized Gain/Loss - Translation	Unrealized Gain/Loss - Total
Equities								
Common Stock								
AON PLC COM	94 830							
CUSIP· G0408V102	19,997 000	United States	0 00	1,896,315 51	980,802 86	915,512 65	0.00	915,512.65
Total Common Stock			**0.00**	**1,896,315.51** A	**980,802.86**	**915,512.65**	**0.00**	**915,512.65**

SUM OF "A" = $7,347,536 FAIR MARKET VALUE OF INVESTMENTS AS REPORTED ON PAGE 2, PART II, LINE 10b, COLUMN (c) OF FORM 990-PF

SUM OF "B" = $2,099,049 FAIR MARKET VALUE OF INVESTMENTS AS REPORTED ON PAGE 2, PART II, LINE 10c, COLUMN (c) OF FORM 990-PF

^ Complete cost information not available

*Generated by Northern Trust on 25 Aug 15

Form **8868**
(Rev. January 2014)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

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

OMB No. 1545-1709

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

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

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

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

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

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

Enter filer's identifying number

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

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

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2015 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2014 or
▶ [ ] tax year beginning ____________ , and ending ____________ .

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

3a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 10,543.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 5,543.
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 5,000.

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

• If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

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

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ▶ TONY DECELLO
600 SUPERIOR AVE SUITE 1000 - CLEVELAND, OH 44114

Telephone No. ▶ (216) 706-2461 Fax No. ▶

• If the organization does not have an office or place of business in the United States, check this box ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2015.

5 For calendar year 2014, or other tax year beginning ______, and ending ______

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
AN ADDITIONAL AMOUNT OF TIME IS RESPECTFULLY REQUESTED IN ORDER TO GATHER THE INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 10,543.
b	If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 10,543.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ CPA Date ▶ 8/12/2015

423842
09-15-14