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

ENVELOPE POSTMARK DATE MAY 13 2015

For calendar year 2014 or tax year beginning , 2014, and ending , 20

Name of foundation: THE VANN FAMILY FOUNDATION, INC.

A Employer identification number: 35-2008538

Number and street (or P.O box number if mail is not delivered to street address): 11008 CARNOUSTIE LANE

Room/suite:

B Telephone number (see instructions): 260-341-4777

City or town, state or province, country, and ZIP or foreign postal code: FORT WAYNE, IN 46814

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 6,560,072.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) ______ (Part I, column (d) must be on cash basis.)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	141,250.	141,189.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	548,819.			
	b Gross sales price for all assets on line 6a 2,476,902.				
	7 Capital gain net income (from Part IV, line 2)		548,819.		
	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)	-2,278.			STMT 2
	12 **Total.** Add lines 1 through 11	687,791.	690,008.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	2,349.	NONE	NONE	2,349.
	b Accounting fees (attach schedule) STMT 4	2,000.	1,000.	NONE	1,000.
	c Other professional fees (attach schedule) STMT 5	34,578.	34,578.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	11,601.	4,001.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	9,341.	NONE	NONE	9,341.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	59,869.	39,579.	NONE	12,690.
	25 Contributions, gifts, grants paid	220,500.			220,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	280,369.	39,579.	NONE	233,190.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	407,422.			
	b **Net investment income** (if negative, enter -0-)		650,429.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Line	Description (Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions))	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	127,268.	59,521.	59,521.
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			
10a	Investments - U.S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 7	3,026,578.	4,042,332.	5,350,488.
c	Investments - corporate bonds (attach schedule) STMT 8	970,290.	1,039,928.	1,030,590.
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 9	100,000.	100,000.	119,473.
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,224,136.	5,241,781.	6,560,072.
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 ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
27	Capital stock, trust principal, or current funds	4,224,136.	5,241,781.	
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)	4,224,136.	5,241,781.	
31	**Total liabilities and net assets/fund balances** (see instructions)	4,224,136.	5,241,781.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,224,136.
2	Enter amount from Part I, line 27a	2	407,422.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT	3	610,223.
4	Add lines 1, 2, and 3	4	5,241,781.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,241,781.

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	2,476,902.		1,928,083.	548,819.
b				
c				
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				548,819.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 548,819.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	200,932.	4,724,925.	0.042526
2012	204,808.	4,135,864.	0.049520
2011	202,742.	4,240,760.	0.047808
2010	185,017.	4,075,114.	0.045402
2009	244,731.	3,826,924.	0.063950

2	**Total** of line 1, column (d)	2	0.249206
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	0.049841
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	5,714,941.
5	Multiply line 4 by line 3	5	284,838.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,504.
7	Add lines 5 and 6	7	291,342.
8	Enter qualifying distributions from Part XII, line 4	8	233,190.

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	13,009.
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	13,009.
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	13,009.
6	Credits/Payments:		
a	2014 estimated tax payments and 2013 overpayment credited to 2014 — 6a: 5,000.		
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	5,000.
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	8,009.
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 2015 estimated tax** ▶ NONE **Refunded** ▶	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?	1a		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.*	1b		X
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 ▶ $ ________ (2) On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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?	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) ▶ IN			
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)*

		Line	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 ▶ SHERRY S. CONNOLLY Telephone no. ▶ (260)341-4777

Located at ▶ 11008 CARNOUSTIE LANE, FORT WAYNE, IN ZIP+4 ▶ 46814

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 |

		Line	Yes	No
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.

		Line	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)?	1b		X
	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.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)*	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)*

				Yes	No
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)?		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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870.*		6b		X
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
SEE STATEMENT 10				

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

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 THE FOUNDATION'S ONLY DIRECT ACTIVITY DURING THE YEAR WAS CASH GRANTS TO PUBLIC CHARITIES. THE FOUNDATION INCURRED NO DIRECT EXPENSES FOR THE ACTIVITY.	
2	
All other program-related investments See instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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	5,801,971.
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	5,801,971.
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	5,801,971.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	87,030.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,714,941.
6	**Minimum investment return.** Enter 5% of line 5	6	285,747.

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	285,747.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	13,009.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	13,009.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	272,738.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	272,738.
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	272,738.

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	233,190.
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	233,190.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	233,190.

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				272,738.
2	Undistributed income, if any, as of the end of 2014:				
a	Enter amount for 2013 only			220,343.	
b	Total for prior years: 20 12 ,20 ,20		NONE		
3	Excess distributions carryover, if any, to 2014:				
a	From 2009 ... NONE				
b	From 2010 ... NONE				
c	From 2011 ... NONE				
d	From 2012 ... NONE				
e	From 2013 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 233,190.				
a	Applied to 2013, but not more than line 2a			220,343.	
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 2014 distributable amount				12,847.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2014 *(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 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				259,891.
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)	NONE			
8	Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2010 ... NONE				
b	Excess from 2011 ... NONE				
c	Excess from 2012 ... NONE				
d	Excess from 2013 ... NONE				
e	Excess from 2014 ... 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 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
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 12

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 13

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:

SEE ATTACHED STATEMENT FOR LINE 2

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 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				
VERA BRADLEY FOUNDATION 2208 PRODUCTION ROAD FORT WAYNE IN 46808	NONE	PUBLIC CHA	GENERAL	5,000.
DAVIDSON COLLEGE DAVIDSON NC	NONE	PUBLIC CHA	VANN CENTER FOR ETHICS 2015-2016	20,000.
MAYO CLINIC ROCHESTER MN	NONE	PUBLIC CHA	GENERAL	185,000.
UNIVERSITY OF ST. FRANCIS FORT WAYNE IN	NONE	PUBLIC CHA	GENERAL	5,000.
JUVENILE DIABETES RESEARCH . NEW YORK NY	NONE	PUBLIC CHA	GENERAL	500.
WREATHS ACROSS AMERICA INDIANAPOLIS IN	NONE	PUBLIC CHA	GENERAL	1,000.
THE GOLDEN STAR MOTHERS WASHINGTON DC 20008	NONE	PUBLIC CHA	GENERAL	1,000.
LIVING WORD UNITED METHODIST CHURCH 17315 MANCHESTER RD WILDWOOD MO 63038	NONE	PUBLIC CHA	TO THE GHANA PROJECT	1,000.
SMITH MEDICAL CLINIC 116 BASKERVILL DRIVE PAWLEYS ISLAND SC 29585	NONE	PUBLIC CHA	GENERAL	2,000.
Total . . . . . . ▶ 3a				220,500.
b Approved for future payment				
Total . . . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	141,250.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	548,819.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b OTHER INCOME			14	2.	
c DEFERRED INCOME			14	-2,280.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				687,791.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 687,791.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
4	N/A - ALL INCOME IS FROM INVESTMENTS USED TO CARRY OUT THE
4	FOUNDATION'S CHARITABLE PURPOSES; THE FOUNDATION CONDUCTS
4	NO INCOME-PRODUCING ACTIVITES OR EVENTS

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

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

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] 4/22/15 ▶ Secretary/Trea[surer]

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Meredith Glenn	Meredith Glenn	4/20/15		P01613620
Firm's name ▶ THE NORTHERN TRUST COMPANY			Firm's EIN ▶ 36-1561860	
Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680			Phone no.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		141,250.	141,189.
	TOTAL	141,250.	141,189.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		-2,280.
OTHER INCOME		2.
	TOTALS	-2,278.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		2,349.			2,349.
	TOTALS	2,349.	NONE	NONE	2,349.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	34,578.	34,578.
TOTALS	34,578.	34,578.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX		7,600.	
FOREIGN TAXES		4,001.	4,001.
	TOTALS	11,601.	4,001.

THE VANN FAMILY FOUNDATION, INC. 35-2008538

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	4,042,332.	5,350,488.
TOTALS	4,042,332.	5,350,488.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		1,039,928.	1,030,590.
	TOTALS	1,039,928.	1,030,590.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	100,000.	119,473.
TOTALS		100,000.	119,473.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
JAMES M. VANN
ADDRESS:
3607 CYPRESS CLUB DRIVE
CHARLOTTE, NC 28210
TITLE:
CHAIRMAN

OFFICER NAME:
MAJORIE LEE VANN
ADDRESS:
3607 CYPRESS CLUB DRIVE
CHARLOTTE, NC 28210
TITLE:
PRESIDENT

OFFICER NAME:
SHERRY S. CONNOLLY
ADDRESS:
11008 CARNOUSTIE LANE
FORT WAYNE, IN 46814
TITLE:
SECRETARY/TREASURER

OFFICER NAME:
STEPHANIE MOEN
ADDRESS:
1327 CASTLEPOINT CIRCLE
CASTLE PINES, CO 80108
TITLE:
DIRECTOR

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
JAMES VANN III
ADDRESS:
745 WEXFORD DRIVE
LAFAYETTE, IN 47905
TITLE:
DIRECTOR

OFFICER NAME:
DEBBIE GILREATH
ADDRESS:
1000 AUTUMN MEADOWS LANE
WAKE FOREST, NC 27587
TITLE:
DIRECTOR

OFFICER NAME:
MICHAEL VANN
ADDRESS:
122 MCKENZIE AVENUE
SUMMERVILLE, GA 30747
TITLE:
DIRECTOR

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS
==

JIM AND LEE VANN
3607 CYPRESS CLUB DR
CHARLOTTE, NC 28210

RECIPIENT NAME:
SHERRY CONNOLLY
ADDRESS:
11008 CARNOUSTIE LANE
FORT WAYNE, IN 46814
FORM, INFORMATION AND MATERIALS:
ORGANIZATION'S EXPENSE RATIO INFORMATION
SUBMISSION DEADLINES:
SEPTEMBER 1ST
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NO

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

2014

Name of estate or trust	Employer identification number
THE VANN FAMILY FOUNDATION, INC.	35-2008538

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	284,313.	256,297.		28,016.

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 2013 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	28,016.

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	2,179,625.	1,671,786.		507,839.

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	12,964.
14	Gain from Form 4797, Part I.	14	
15	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 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	520,803.

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			28,016.
18	**Net long-term gain or (loss):**				
a	Total for year	18a			520,803.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			37.
c	28% rate gain	18c			
19	**Total net gain or (loss).** Combine lines 17 and 18a ▶	19			548,819.

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 $2,500			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 $12,150			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 2014 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 2014 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	

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

2014

Attachment Sequence No **12A**

Name(s) shown on return: THE VANN FAMILY FOUNDATION, INC.

Social security number or taxpayer identification number: 35-2008538

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 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

[X] **(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. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
111. ALTRIA GROUP INC	08/11/2014	12/16/2014	5,542.00	4,683.00			859.00
90. APPLE COMPUTER INC	08/11/2014	09/08/2014	8,868.00	8,631.00			237.00
79. APPLE COMPUTER INC	08/11/2014	12/16/2014	8,562.00	7,576.00			986.00
42. CDK GLOBAL INC COM	08/11/2014	11/03/2014	1,406.00	1,297.00			109.00
86. CULLEN FROST BANKERS I	08/11/2014	12/16/2014	5,935.00	6,582.00			-647.00
119. HCP, INC	08/11/2014	11/03/2014	5,200.00	4,886.00			314.00
107. HCP, INC	08/11/2014	11/19/2014	4,639.00	4,391.00			248.00
.13 HALYARD HEALTH INC COM	08/11/2014	11/03/2014	5.00	5.00			
27. HALYARD HEALTH INC COM	08/11/2014	11/19/2014	1,032.00	964.00			68.00
2000. INTEL CORP COM	10/03/2013	08/05/2014	65,759.00	45,257.00			20,502.00
353. INTEL CORP COM	08/11/2014	11/03/2014	12,065.00	11,665.00			400.00
250. MFC ISHARES 1-3 YEAR ETF	10/22/2013	09/16/2014	26,312.00	26,349.00			-37.00
152. ONEOK INC NEW	08/11/2014	12/16/2014	6,775.00	9,547.00			-2,772.00
136. RLTY INC CORP COM	08/11/2014	09/08/2014	6,105.00	5,923.00			182.00
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.

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

2014

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
THE VANN FAMILY FOUNDATION, INC.	35-2008538

Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments your bought in 2014 or later).

Part I **Short-Term.** Transactions involving capital assets you held 1 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

[X] **(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.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
300. SAP AKTIENGESELLSCHAF ADR	10/03/2013	08/05/2014	23,272.00	22,230.00			1,042.00
400. SIEMENS AG-ADR	10/03/2013	04/02/2014	54,031.00	49,190.00			4,841.00
29. TUPPERWARE CORP	08/11/2014	12/16/2014	1,781.00	2,154.00			-373.00
53. TUPPERWARE CORP	08/11/2014	12/17/2014	3,115.00	3,937.00			-822.00
1000. MFC VANGUARD FTSE EM ETF EMERGING MKTS ETF	10/03/2013	08/05/2014	43,909.00	41,030.00			2,879.00
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) ▶			284,313.	256,297.			28,016.

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.

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
THE VANN FAMILY FOUNDATION, INC.	35-2008538

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II **Long-Term.** Transactions involving capital assets you held more than 1 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
- [X] **(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. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
400. ABBVIE INC COM USD0.0	12/28/2011	04/02/2014	20,828.00	11,645.00			9,183.00
990. BRISTOL MYERS SQUIBB	02/05/2013	04/02/2014	50,954.00	35,052.00			15,902.00
3000. BRISTOL MYERS SQUIBB	12/02/2011	08/05/2014	148,609.00	83,144.00			65,465.00
500. CITRIX SYS INC	01/10/2011	08/05/2014	33,967.00	34,630.00			-663.00
600. EXPEDITORS INTL WASH	02/13/2003	08/05/2014	24,767.00	9,762.00			15,005.00
500. EXXON MOBIL CORP	09/21/2009	08/05/2014	49,464.00	34,650.00			14,814.00
200. GOLDMAN SACHS GROUP I	12/31/2008	08/05/2014	34,073.00	16,946.00			17,127.00
200. INTL BUSINESS MACHINE	09/21/2009	08/05/2014	37,531.00	24,314.00			13,217.00
200. MFC ISHARES IBOXX $ H CORPORATEBOND ETF	09/07/2012	09/16/2014	18,492.00	18,513.00			-21.00
1750. MFC ISHARES 1-3 YEAR ETF	01/29/2013	09/16/2014	184,184.00	184,831.00			-647.00
1000. LAUDER ESTEE COS INC	04/28/2003	08/05/2014	74,060.00	15,225.00			58,835.00
125. NOW INC COM	03/16/2006	07/25/2014	4,150.00	1,499.00			2,651.00
400. PRAXAIR INC	03/16/2012	08/05/2014	51,154.00	36,664.00			14,490.00
600. PRICE T ROWE GROUP IN	04/30/2010	08/05/2014	46,445.00	35,370.00			11,075.00
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
THE VANN FAMILY FOUNDATION, INC.	35-2008538

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

Part II **Long-Term.** Transactions involving capital assets you held more than 1 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
- [X] **(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. (f) Code(s) from instructions	(g) Amount of adjustment	(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
700. PROCTER & GAMBLE CO	01/23/2007	08/05/2014	55,628.00	33,331.00			22,297.00
600. SAP AKTIENGESELLSCHAF ADR	12/01/2003	08/05/2014	46,544.00	23,604.00			22,940.00
1000. MFC SELECT SECTOR SP INT-TECHNOLOGY	01/23/2007	08/05/2014	38,720.00	23,170.00			15,550.00
600. STATE STREET CORP	02/06/2004	08/05/2014	41,938.00	25,094.00			16,844.00
200. SYSCO CORP	01/01/1970	08/05/2014	7,140.00	1.00			7,139.00
1200. TJX COS INC NEW	07/21/2009	08/05/2014	64,132.00	20,744.00			43,388.00
50000. US TREAS NTS TREAS NOTES 2 DUE 01-15-2014	02/06/2004	01/15/2014	63,140.00	63,725.00			-585.00
100000. UNITED STATES TREA 00225 1.75% DUE 03-31-2	04/20/2009	03/31/2014	100,000.00	99,758.00			242.00
6000. MFC VANGUARD INTL EQ FDS VANGUARD FTSE ALL W	12/28/2011	08/05/2014	306,473.00	233,820.00			72,653.00
11500. MFC VANGUARD FTSE E ETF EMERGING MKTS ETF	01/29/2013	08/05/2014	504,958.00	531,858.00			-26,900.00
1000. VERIZON COMMUNICATIO	06/08/2009	08/05/2014	49,789.00	27,403.00			22,386.00
600. WAL MART STORES INC	01/01/1970	08/05/2014	43,847.00	8,623.00			35,224.00
1000. ACCENTURE PLC SHS CL	03/29/2007	08/05/2014	78,638.00	38,410.00			40,228.00
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) ▶			2,179,625.	1,671,786.			507,839.

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.

FEDERAL CAPITAL GAIN DISTRIBUTIONS

LONG-TERM CAPITAL GAIN DISTRIBUTIONS

15% RATE CAPITAL GAIN DISTRIBUTIONS

TOTAL 15% RATE CAPITAL GAIN DISTRIBUTIONS	12,927.00
TOTAL LONG-TERM CAPITAL GAIN DISTRIBUTIONS	12,927.00

STATEMENT 1

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
Canada - USD							
BCE INC COM NEW CUSIP 05534B760							
278 000	45 86	150 70	12,749 08	12,332 08	417 00	0 00	417 00
Total USD		150 70	12,749 08	12,332 08	417 00	0 00	417 00
Total Canada		150 70	12,749 08	12,332 08	417 00	0 00	417 00
Switzerland - USD							
ADR NOVARTIS AG CUSIP 66987V109 NVS							
212 000	92 66	0 00	19,643 92	18,172 64	1,471 28	0 00	1,471 28
Total USD		0 00	19,643 92	18,172 64	1,471 28	0 00	1,471 28
Total Switzerland		0 00	19,643 92	18,172 64	1,471 28	0 00	1,471 28
United Kingdom - USD							
DIAGEO PLC SPONSORED ADR NEW CUSIP 25243Q205							
235 000	114 09	0 00	26,811 15	18,726 11	8,085 04	0 00	8,085 04
Total USD		0 00	26,811 15	18,726 11	8,085 04	0 00	8,085 04
Total United Kingdom		0 00	26,811.15	18,726.11	8,085 04	0 00	8,085 04
United States - USD							
3M CO COM CUSIP 88579Y101							
167 000	164 32	0 00	27,441 44	23,504 98	3,936 46	0 00	3,936 46
ABBOTT LAB COM CUSIP 002824100							
592 000	45 02	0 00	26,651 84	19,184 50	7,467 34	0 00	7,467 34

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
389 000	65 44	0 00	25,456 16	20,842 62	4,613 54	0 00	4,613 54
ACE LTD COM STK CUSIP H0023R105							
1,650 000	114 88	1,072 50	189,552 00	126,308 35	63,243 65	0 00	63,243 65
ALTRIA GROUP INC COM CUSIP 02209S103 MO							
294 000	49 27	152 88	14,485 38	12,403 86	2,081 52	0 00	2,081 52
AMAZON COM INC COM CUSIP 023135106							
200 000	310 35	0 00	62,070 00	18,075 20	43,994 80	0 00	43,994 80
ANALOG DEVICES INC COM CUSIP 032654105							
347 000	55 52	0 00	19,265 44	17,377 76	1,887 68	0 00	1,887 68
APACHE CORP COM CUSIP 037411105 APA							
400 000	62 67	0 00	25,068 00	31,784 00	-6,716 00	0 00	-6,716 00
AUTODESK INC COM CUSIP 052769106							
1,200 000	60 06	0 00	72,072 00	53,475 00	18,597 00	0 00	18,597 00
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
126 000	83 37	61 74	10,504 62	8,962 19	1,542 43	0 00	1,542 43
BAXTER INTL INC COM CUSIP 071813109							
278 000	73 29	144 56	20,374 62	20,615 40	-240 78	0 00	-240 78

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
BLACKROCK INC COM STK CUSIP 09247X101							
68 000	357 56	0 00	24,314 08	21,019 14	3,294 94	0 00	3,294 94
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
2,000 000	59 03	740 00	118,060 00	74,059 79	44,000 21	0 00	44,000 21
CELGENE CORP COM CUSIP 151020104 CELG							
1,000 000	111 86	0 00	111,860 00	27,585 00	84,275 00	0 00	84,275 00
CHEVRON CORP COM CUSIP 166764100 CVX							
900 000	112 18	0 00	100,962 00	97,070 79	3,891 21	0 00	3,891 21
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
3,326 000	27 815	0 00	92,512 69	70,206 29	22,306 40	0 00	22,306 40
COCA COLA CO COM CUSIP 191216100							
1,247 000	42 22	0 00	52,648 34	42,471 55	10,176 79	0 00	10,176 79
DANAHER CORP COM CUSIP 235851102							
1,000 000	85 71	100 00	85,710 00	17,822 50	67,887 50	0 00	67,887 50
EMERSON ELECTRIC CO COM CUSIP 291011104							
367 000	61 73	0 00	22,654 91	22,748 60	-93 69	0 00	-93 69
ENTERGY CORP NEW COM CUSIP 29364G103							
400 000	87 48	0 00	34,992 00	30,185 00	4,807 00	0 00	4,807 00

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
EVEREST RE GROUP COM CUSIP G3223R108 RE							
200 000	170 30	0 00	34,060 00	13,710 00	20,350 00	0 00	20,350 00
EXELON CORP COM CUSIP 30161N101							
600 000	37 08	0 00	22,248 00	31,921 98	-9,673 98	0 00	-9,673 98
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
252 000	47 08	0 00	11,864 16	11,403 00	461 16	0 00	461 16
GENERAL ELECTRIC CO CUSIP 369604103 GE							
848 000	25 27	195 04	21,428 96	21,953 11	-524 15	0 00	-524 15
GENERAL MILLS INC COM CUSIP 370334104							
1,200 000	53 33	0 00	63,996 00	43,030 44	20,965 56	0 00	20,965 56
GENUINE PARTS CO COM CUSIP 372460105							
544 000	106 57	312 80	57,974 08	26,286 86	31,687 22	0 00	31,687 22
HALYARD HEALTH INC COM CUSIP 40650V100 HYH							
125 000	45 47	0 00	5,683 75	2,665 70	3,018 05	0 00	3,018 05
HERSHEY COMPANY COM STK USD1 CUSIP 427866108							
156 000	103 93	0 00	16,213 08	14,592 81	1,620 27	0 00	1,620 27
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
1,717 000	104 57	0 00	179,546 69	137,566 17	41,980 52	0 00	41,980 52

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
290 000	62 58	0 00	18,148 20	17,622 14	526 06	0 00	526 06
KELLOGG CO COM USD0 25 CUSIP 487836108 K							
500 000	65 44	0 00	32,720 00	24,445 00	8,275 00	0 00	8,275 00
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
1,217 000	115 54	1,022 28	140,612 18	84,503 71	56,108 47	0 00	56,108 47
KINDER MORGAN INC DEL COM CUSIP 49456B101							
138 000	42 31	0 00	5,838 78	5,299 63	539 15	0 00	539 15
KRAFT FOODS GROUP INC COM CUSIP 50076Q106							
2,721 000	62 66	1,496 55	170,497 86	104,085 05	66,412 81	0 00	66,412 81
LOCKHEED MARTIN CORP COM CUSIP 539830109							
135 000	192 57	0 00	25,996 95	22,435 64	3,561 31	0 00	3,561 31
LOWES COS INC COM CUSIP 548661107 LOW							
2,200 000	68 80	0 00	151,360 00	31,724 00	119,636 00	0 00	119,636 00
LYONDELLBASELL IND N V COM USD0 01 CL 'A' CUSIP N53745100							
177 000	79 39	0 00	14,052 03	19,169 65	-5,117 62	0 00	-5,117 62
MARSH & MCLENNAN CO'S INC COM CUSIP 571748102							
148 000	57 24	0 00	8,471 52	7,622 00	849 52	0 00	849 52

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101							
332 000	31 87	0 00	10,580 84	10,169 16	411 68	0 00	411 68
MC DONALDS CORP COM CUSIP 580135101							
199 000	93 70	0 00	18,646 30	18,625 27	21 03	0 00	21 03
MERCK & CO INC NEW COM CUSIP 58933Y105							
336 000	56 79	151 20	19,081 44	19,047 77	33 67	0 00	33 67
MICROSOFT CORP COM CUSIP 594918104 MSFT							
491 000	46 45	0 00	22,806 95	21,210 71	1,596 24	0 00	1,596 24
NATIONAL OILWELL VARCO COM STK CUSIP 637071101 NOV							
500 000	65 53	0 00	32,765 00	13,785 92	18,979 08	0 00	18,979 08
NEXTERA ENERGY INC COM CUSIP 65339F101							
193 000	106 29	0 00	20,513 97	18,782 41	1,731 56	0 00	1,731 56
NORFOLK SOUTHN CORP COM CUSIP 655844108 NSC							
824 000	109 61	0 00	90,318 64	56,961 21	33,357 43	0 00	33,357 43
NORTHERN TR CORP COM CUSIP 665859104							
500 000	67 40	165 00	33,700 00	33,503 40	196 60	0 00	196 60
ONEOK INC COM STK CUSIP 682680103							
137 000	49 79	0 00	6,821 23	8,604 82	-1,783 59	0 00	-1,783 59

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
PAYCHEX INC COM CUSIP 704326107							
382 000	46 17	0 00	17,636 94	15,886 65	1,750 29	0 00	1,750.29
PEPSICO INC COM CUSIP 713448108							
881 000	94 56	577 05	83,307 36	61,302 51	22,004 85	0 00	22,004 85
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
196 000	81 45	196 00	15,964 20	16,596 40	-632 20	0 00	-632 20
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105 PNC							
140 000	91 23	0 00	12,772 20	12,346 24	425 96	0 00	425 96
PROCTER & GAMBLE COM NPV CUSIP 742718109							
211 000	91 09	0 00	19,219 99	17,253 47	1,966 52	0 00	1,966 52
QUALCOMM INC COM CUSIP 747525103 QCOM							
237 000	74 33	0 00	17,616 21	17,770 35	-154 14	0 00	-154 14
RAYTHEON CO USD0 01 CUSIP 755111507							
150 000	108 17	0 00	16,225 50	6,958 41	9,267 09	0 00	9,267 09
ROBERT HALF INTL INC COM CUSIP 770323103 RHI							
1,000 000	58 38	0 00	58,380 00	13,043 53	45,336 47	0 00	45,336 47
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
521 000	36 30	0 00	18,912 30	20,834 79	-1,922 49	0 00	-1,922 49

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
STRYKER CORP CUSIP 863667101							
700 000	94 33	241 50	66,031 00	9,619 31	56,411 69	0 00	56,411 69
TUPPERWARE BRANDS CORPORATION CUSIP 899896104 TUP							
0 000	63 00	55 76	0 00	0 00	0 00	0 00	0 00
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
650 000	115 00	0 00	74,750 00	47,454 91	27,295 09	0 00	27,295 09
US BANCORP CUSIP 902973304 USB							
504 000	44 95	123 48	22,654 80	20,658 96	1,995 84	0 00	1,995 84
WALGREENS BOOTS ALLIANCE INC COM CUSIP 931427108							
1,940 000	76 20	0 00	147,828 00	68,370 59	79,457 41	0 00	79,457 41
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
1,500 000	54 82	0 00	82,230 00	45,235 00	36,995 00	0 00	36,995 00
WILLIAMS CO INC COM CUSIP 969457100							
314 000	44 94	0 00	14,111 16	17,838 34	-3,727 18	0 00	-3,727 18
WIS ENERGY COM CUSIP 976657106							
333 000	52 74	0 00	17,562 42	14,419 63	3,142 79	0 00	3,142 79
Total USD		6,808 34	3,057,804 21	1,982,019 17	1,075,785 04	0 00	1,075,785 04
Total United States		6,808 34	3,057,804.21	1,982,019 17	1,075,785 04	0 00	1,075,785 04

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Total Common Stock							
43,015.000		**6,959.04**	**3,117,008.36**	**2,031,250.00**	**1,085,758.36**	**0.00**	**1,085,758.36**
Equity funds							
Emerging Markets Region - USD							
MFO OPPENHEIMER DEVELOPING MKTS FDS CL I CUSIP 683974604							
10,258 480	35 06	0 00	359,662 30	407,632 07	-47,969 77	0 00	-47,969 77
Total USD		0 00	359,662 30	407,632 07	-47,969 77	0 00	-47,969 77
Total Emerging Markets Region		0 00	359,662 30	407,632 07	-47,969 77	0 00	-47,969 77
Europe, Australia, and Far East Region - USD							
MFC ISHARES TR MSCI EAFE ETF CUSIP 464287465							
3,600 000	60 84	0 00	219,024 00	166,463 28	52,560 72	0 00	52,560 72
Total USD		0.00	219,024 00	166,463 28	52,560 72	0 00	52,560 72
Total Europe, Australia, and Far East Region		0 00	219,024 00	166,463 28	52,560 72	0 00	52,560 72
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
6,710 000	30 62	5,747 71	205,460 20	223,246 50	-17,786 30	0 00	-17,786 30
Total USD		5,747.71	205,460 20	223,246 50	-17,786 30	0 00	-17,786 30
Total Global Region		5,747 71	205,460 20	223,246 50	-17,786 30	0 00	-17,786 30
International Region - USD							
MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE ALL WORLD EX US ETF CUSIP 922042775							
5,475 000	46 86	0 00	256,558 50	252,440 75	4,117 75	0 00	4,117 75

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
International Region - USD							
MFO DFA INVT DIMENSIONS GROUP INC INTL SMALL CAP VALUE PORTFOLIO CUSIP 233203736							
10,358 230	18 60	0 00	192,663 07	214,502 03	-21,838 96	0 00	-21,838 96
Total USD		0 00	449,221 57	466,942 78	-17,721 21	0 00	-17,721 21
Total International Region		0 00	449,221 57	466,942 78	-17,721.21	0.00	-17,721 21
United States - USD							
MFC ISHARES TR NASDAQ BIOTECHNOLOGY ETF CUSIP 464287556							
200 000	303 35	0 00	60,670 00	20,408 04	40,261 96	0 00	40,261 96
MFC ISHARES TR RUSSELL 2000 ETF CUSIP 464287655							
1,800 000	119 67	0 00	215,406 00	96,407 05	118,998 95	0 00	118,998 95
MFC ISHARES TR SELECT DIVID ETF FD CUSIP 464287168							
3,400 000	79 40	0 00	269,960 00	250,067 96	19,892 04	0 00	19,892 04
MFC SELECT SECTOR SPDR TR ENERGY CUSIP 81369Y506							
800 000	79 16	0 00	63,328 00	38,272 00	25,056 00	0 00	25,056 00
MFC SELECT SECTOR SPDR TR FINANCIAL CUSIP 81369Y605							
2,000 000	24 73	0 00	49,460 00	28,090 00	21,370 00	0 00	21,370 00
SPDR S&P 500 ETF TRUST CUSIP 78462F103							
1,300 000	205 50	1,475 39	267,150 00	250,731 00	16,419 00	0 00	16,419 00
Total USD		1,475 39	925,974 00	683,976 05	241,997.95	0 00	241,997.95
Total United States		1,475 39	925,974 00	683,976 05	241,997 95	0 00	241,997 95

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Total Equity Funds							
45,901.710		**7,223.10**	**2,159,342.07**	**1,948,260.68**	**211,081.39**	**0.00**	**211,081.39**
Other equity							
United States - USD							
#REORG WP GLIMCHER NAME CHANGE WP GLIMCHER INC 0002916AB1 01-16-2015 CUSIP 939647103 WPG							
100 000	17 22	0 00	1,722 00	1,888 82	-166 82	0 00	-166 82
HEALTH CARE REIT INC COM CUSIP 42217K106							
253 000	75 67	0 00	19,144 51	16,014 90	3,129 61	0 00	3,129 61
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
200 000	182 11	0 00	36,422 00	29,971 18	6,450 82	0 00	6,450 82
VENTAS INC REIT CUSIP 92276F100							
235 000	71 70	0 00	16,849 50	14,946 00	1,903 50	0 00	1,903 50
Total USD		0 00	74,138 01	62,820 90	11,317 11	0 00	11,317 11
Total United States		0 00	74,138 01	62,820 90	11,317 11	0 00	11,317 11
Total Other Equity							
788.000		**0.00**	**74,138.01**	**62,820.90**	**11,317.11**	**0.00**	**11,317.11**
Total Equity Securities							
89,704.710		**14,182.14**	**5,350,488.44**	**4,042,331.58**	**1,308,156.86**	**0.00**	**1,308,156.86**

Fixed Income Securities

Corporate/government

France - USD

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
France - USD							
BNP PARIBAS US MEDIUM TERM NT PROGRAM LLC MEDIUM TERM SR NTS 2 4 12-12-2018 CUSIP 05574LTX6							
100,000 000	100 9521	126 66	100,952 10	100,128 56	823 54	0 00	823 54
Issue Date 12 Dec 13 Rate 2 40% Yield to Maturity 1 821% Maturity Date 12 Dec 18							
TOTAL CAP 3% DUE 06-24-2015 CUSIP 89152UAC6							
100,000 000	101 1684	58 33	101,168 40	102,021 93	-853 53	0 00	-853 53
Issue Date 24 Jun 10 Rate 3 00% Yield to Maturity 0 486% Maturity Date 24 Jun 15							
Total USD		184 99	202,120 50	202,150 49	-29 99	0 00	-29 99
Total France		184 99	202,120 50	202,150 49	-29 99	0 00	-29 99
Japan - USD							
TOYOTA MTR CR CORP MEDIUM TERM NTS BOOK TRANCHE # TR 00832 2 8 DUE 01-11-2016 CUSIP 89233P4R4							
100,000 000	102 1708	1,322 22	102,170 80	100,895 78	1,275 02	0 00	1,275 02
Issue Date 11 Jan 11 Rate 2 80% Yield to Maturity 0 575% Maturity Date 11 Jan 16							
Total USD		1,322 22	102,170 80	100,895 78	1,275 02	0 00	1,275 02
Total Japan		1,322 22	102,170 80	100,895 78	1,275 02	0 00	1,275 02
United States - USD							
CISCO SYS INC 2 125% DUE 03-01-2019 CUSIP 17275RAR3							
100,000 000	100 4705	708 33	100,470 50	99,703 00	767 50	0 00	767 50
Issue Date 03 Mar 14 Rate 2 125% Yield to Maturity 1 584% Maturity Date 01 Mar 19							
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841							
17,046 060	9 14	844 87	155,800 98	163,142 71	-7,341 73	0 00	-7,341 73
Issue Date 29 Aug 08							

Portfolio Statements

31 DEC 14

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Fixed Income Securities							
Corporate/government							
United States - USD							
MFO VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL CUSIP 922031737							
3,825 770	25 87	0 00	98,972 67	100,118 46	-1,145 79	0 00	-1,145 79
Issue Date 27 Jun 08							
Total USD		1,553 20	355,244 15	362,964 17	-7,720 02	0 00	-7,720 02
Total United States		1,553 20	355,244 15	362,964 17	-7,720 02	0 00	-7,720 02
Total Corporate/Government **420,871.830**		**3,060.41**	**659,535.45**	**666,010.44**	**-6,474.99**	**0.00**	**-6,474.99**
Other bonds							
United States - USD							
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
2,250 000	105 18	0 00	236,655 00	236,976 50	-321 50	0 00	-321 50
Issue Date 05 Dec 08							
MFC ISHARES IBOXX $ HIGH YIELD CORPORATEBOND ETF CUSIP 464288513							
1,500 000	89 60	0 00	134,400 00	136,941 20	-2,541 20	0 00	-2,541 20
Issue Date 07 Nov 08							
Total USD		0 00	371,055 00	373,917 70	-2,862.70	0 00	-2,862 70
Total United States		0 00	371,055 00	373,917 70	-2,862 70	0 00	-2,862 70
Total Other Bonds **3,750.000**		**0.00**	**371,055.00**	**373,917.70**	**-2,862.70**	**0.00**	**-2,862.70**
Total Fixed Income Securities **424,621 830**		**3,060.41**	**1,030,590.45**	**1,039,928.14**	**-9,337.69**	**0.00**	**-9,337.69**

Portfolio Statements

31 DEC 14

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Real Estate							
Real estate funds							
United States - USD							
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO CUSIP 233203835							
3,612 720	33 07	0 00	119,472 65	100,000 00	19,472 65	0 00	19,472 65
Total USD		0 00	119,472 65	100,000 00	19,472.65	0 00	19,472 65
Total United States		0 00	119,472 65	100,000 00	19,472 65	0 00	19,472 65
Total Real Estate Funds **3,612.720**		**0.00**	**119,472.65**	**100,000.00**	**19,472.65**	**0.00**	**19,472.65**
Total Real Estate **3,612.720**		**0.00**	**119,472.65**	**100,000.00**	**19,472.65**	**0.00**	**19,472.65**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 31	59,520 67	59,520 67	0 00	0 00	0 00
Total short term - all currencies		0 31	59,520 67	59,520 67	0 00	0 00	0 00
Total short term - all countries		0 31	59,520 67	59,520 67	0 00	0 00	0 00
Total Short Term **59,520.670**		**0.31**	**59,520.67**	**59,520.67**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments **59,520.670**		**0.31**	**59,520.67**	**59,520.67**	**0.00**	**0.00**	**0.00**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Total 577,459.930		17,242.86	6,560,072.21	5,241,780.39	1,318,291.82	0.00	1,318,291.82