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

OMB No. 1545-0052

Department of the Treasury
Internal Revenue Service

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**2014**

Open to Public Inspection

For calendar year 2014 or tax year beginning

, 2014, and ending

, 20

Name of foundation

JAMES M. SCHOONMAKER II FOUNDATION

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

P.O. BOX 803878

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

CHICAGO, IL 60680

A Employer identification number

59-6964359

B Telephone number (see instructions)

312-630-6000

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☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 3,997,870.**J Accounting method: ☒ 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)	250,110.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	88,409.	89,124.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	858,773.			
b Gross sales price for all assets on line 6a	3,509,281.			
7 Capital gain net income (from Part IV, line 2)		858,773.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	1,197,292.	947,897.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	5,084.	4,576.		508.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	9,378.	2,329.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	25.	10.		15.
24 Total operating and administrative expenses. Add lines 13 through 23.	16,487.	7,915.	NONE	1,523.
25 Contributions, gifts, grants paid	195,000.			195,000.
26 Total expenses and disbursements. Add lines 24 and 25	211,487.	7,915.	NONE	196,523.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	985,805.			
b Net investment income (if negative, enter -0-)		939,982.		
c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	188,690.	96,312.	96,312.
	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 ▶			
	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 5 .	2,218,641.	2,897,572.	2,819,905.
	c	Investments - corporate bonds (attach schedule) . STMT 6 .	738,064.	868,564.	855,964.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7 .	190,424.	218,378.	225,689.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ SEE ATTACHMENTS)			
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,335,819.	4,080,826.	3,997,870.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)			NONE
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	3,335,819.	4,080,826.	
	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)	3,335,819.	4,080,826.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,335,819.	4,080,826.	

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	3,335,819.
2	Enter amount from Part I, line 27a	2	985,805.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT- EIXON, ETC	3	9,312.
4	Add lines 1, 2, and 3	4	4,330,936.
5	Decreases not included in line 2 (itemize) ▶ TRANSFERRED SECURITY - J&J	5	250,110.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,080,826.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 3,509,281.		2,650,508.	858,773.		
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			858,773.		
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	858,773.	
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.

(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	160,852.	3,518,435.	0.045717
2012	137,081.	3,082,370.	0.044473
2011	114,651.	2,798,332.	0.040971
2010	99,128.	2,423,577.	0.040902
2009	97,159.	1,947,682.	0.049884
2 Total of line 1, column (d)			0.221947
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			0.044389
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5			4,068,335.
5 Multiply line 4 by line 3			180,589.
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,400.
7 Add lines 5 and 6			189,989.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			196,523.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	9,400.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	9,400.
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	9,400.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,676.	
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	5,676.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	3,724.	
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 <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 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)?Organizations relying on a current notice regarding disaster assistance check here ☐**5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

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? ☐ Yes ☒ No**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY	TRUSTEE			
P.O. BOX 803878, CHICAGO, IL 60680	40	5,084.	-0-	-0-
JAMES M SCHOONMAKER II	TRUSTEE			
., NAPLES, FL		-0-	-0-	-0-
PATRICE H SCHOONMAKER	TRUSTEE			
., NAPLES, FL		-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,130,289.
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	4,130,289.
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	4,130,289.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	61,954.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,068,335.
6	Minimum investment return. Enter 5% of line 5	6	203,417.

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	203,417.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,400.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,400.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	194,017.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	194,017.
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	194,017.

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	196,523.
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	196,523.
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	9,400.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	187,123.

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				194,017.
2 Undistributed income, if any, as of the end of 2014:				
a Enter amount for 2013 only			60,478.	
b Total for prior years: 20____, 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: ► \$ 196,523.				
a Applied to 2013, but not more than line 2a . . .			60,478.	
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				136,045.
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				57,972.
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			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

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

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

JAMES M SCHOONMAKER II

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

N/A

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

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

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

SEE STATEMENT 9

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 14				195,000.
Total			3a	195,000.
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated.

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

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

- | | | Yes | No |
|----------|--|--------------|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | 1a(1) | X |
| | (2) Other assets | 1a(2) | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | X |
| | (4) Reimbursement arrangements | 1b(4) | X |
| | (5) Loans or loan guarantees | 1b(5) | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

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

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

**Sign
Here**

James H. Carlisle Jr.
Signature of officer or trustee

03/30/2015
Date

VICE PRESIDENT
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 <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

OMB No. 1545-0047

2014▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990**Name of the organization****Employer identification number**

JAMES M. SCHOONMAKER II FOUNDATION

59-6964359

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, 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 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
JAMES M. SCHOONMAKER II FOUNDATION

Employer identification number
59-6964359

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Mr. & Mrs. James M. Schoonmaker II 3701 Nelsons Walk Naples, FL 34102	\$ 250,110.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	89,124.	89,124.
ACCRUED/DEFERRED INCOME	-1,460.	
RETURN OF CAPITAL	745.	
	-----	-----
TOTAL	88,409.	89,124.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

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

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YEAR TAX	1,373.	
ESTIMATED TAX	5,676.	
FOREIGN TAX	2,329.	2,329.
	-----	-----
TOTALS	9,378.	2,329.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
IL AG FILING FEE	15.		15.
CLASS ACTION CHARGE	10.	10.	
TOTALS	25.	10.	15.
	=====	=====	=====

JAMES M. SCHOONMAKER II FOUNDATION

59-6964359

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE ATTACHMENTS

2,897,572.

2,819,905.

TOTALS

2,897,572.

2,819,905.

=====

=====

JAMES M. SCHOONMAKER II FOUNDATION

59-6964359

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHMENTS	868,564.	855,964.
	-----	-----
TOTALS	868,564.	855,964.
	=====	=====

JAMES M. SCHOONMAKER II FOUNDATION

59-6964359

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
SEE ATTACHMENTS	C	218,378.	225,689.
TOTALS		218,378.	225,689.
		=====	=====

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

NAME AND ADDRESS

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

RECIPIENT NAME:

NORTHERN TRUST BANK OF FLORIDA
FORM, INFORMATION AND MATERIALS:
ANY
NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

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

=====

RECIPIENT NAME:

US SAILING CENTER, INC.

ADDRESS:

7990 S.W. 117 AVE, SUITE 209

MIAMI, FL 33183

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 110,000.

RECIPIENT NAME:

WATCH HILL CONSERVANCY

ADDRESS:

222 WATCH HILL ROAD

WATCH HILL, RI 02891

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

HUMANE SOCIETY OF NAPLES

ADDRESS:

370 AIRPORT-PULLING RD. N.

NAPLES, FL 34104

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

=====

RECIPIENT NAME:

WESTERLY HOSPITAL
FOUNDATION

ADDRESS:

25 WELLS STREET
WESTERLY, RI 02891

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

NAPLES BOTANICAL GARDEN

ADDRESS:

4820 BAYSHORE DRIVE
NAPLES, FL 34112

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

U.S. SAILING TEAM

ADDRESS:

P O BOX 1260, 15 MARITIME DRIVE
PORTSMOUTH, RI 02871

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 6,000.

=====

RECIPIENT NAME:

NCH HEALTHCARE FOUNDATION

ADDRESS:

4513 EXECUTIVE DR # 2

NAPLES, FL 34119

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

VMI FOUNDATION INC

ADDRESS:

LEXINGTON, VA

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

KAPPA KAPPA GAMMA

ADDRESS:

COLUMBUS, OH

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

MEMORIAL & LIBRARY ASSOCIATION
OF WESTERLY

ADDRESS:

44 BROAD ST
WESTERLY, RI 02891

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:

GREATER MONESSEN HISTORICAL SOCIETY

ADDRESS:

MONESSEN, PA 15062

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

NAPLES COMMUNITY SAILING CENTER
CENTER

ADDRESS:

284 CAPE SABLE DR.
NAPLES, FL 34104

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

THE GREAT LAKES HISTORICAL
SOCIETY

ADDRESS:

480 MAIN ST
VERMILION, OH 44089

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

PAWS ASSISTANCE DOGS, INC

ADDRESS:

3173 HORSESHOE DDRIVE SOUTH
NAPLES, FL 34104

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,000.

TOTAL GRANTS PAID:

195,000.

=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

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

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

OMB No. 1545-0092

2014

Name of estate or trust

JAMES M. SCHOONMAKER II FOUNDATION

Employer identification number

59-6964359

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

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

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

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b.				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	1,116,671.	1,111,055.	276.	5,892.
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	5,892.

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	2,349,300.	1,542,699.	73.	806,674.
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	46,207.
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	852,881.

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

Schedule D (Form 1041) 2014

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		5,892.
18 Net long-term gain or (loss):			
a Total for year	18a		852,881.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c 28% rate gain	18c		
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		858,773.

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		

Schedule D (Form 1041) 2014

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION

Social security number or taxpayer identification number

59-6964359

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

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	477. ALTERA CORP	10/16/2014	12/22/2014	18,059.00	15,963.00			2,096.00
	34. AMERICAN EXPRESS CO	10/16/2014	12/22/2014	3,178.00	2,955.00			223.00
	18. AMERICAN TOWER CORP	10/16/2014	12/22/2014	1,808.00	1,635.00			173.00
	17. AMERICAN WTR WKS CO IN	10/16/2014	12/22/2014	891.00	838.00			53.00
	15. AMGEN INC	10/16/2014	12/22/2014	2,464.00	1,878.00			586.00
	227. APACHE CORP	10/30/2014	12/22/2014	14,464.00	18,351.00			-3,887.00
	41. APPLE COMPUTER INC	10/16/2014	12/22/2014	4,635.00	3,733.00			902.00
	4. C R BARD INC	01/16/2014	02/20/2014	560.00	545.00			15.00
	35. C R BARD INC	10/16/2014	12/22/2014	5,919.00	4,894.00			1,025.00
	95. BAXTER INTL INC	10/16/2014	12/22/2014	7,098.00	6,834.00			264.00
	44. CVS CORP	10/16/2014	12/22/2014	4,268.00	3,410.00			858.00
	248. CITIGROUP INC COM NEW	10/16/2014	12/22/2014	13,340.00	12,296.00			1,044.00
	11. COSTCO WHSL CORP NEW	10/16/2014	12/22/2014	1,575.00	1,319.00			256.00
	52. DANAHER CORP	10/16/2014	12/22/2014	4,532.00	3,970.00			562.00

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.

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

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2014Attachment
Sequence No. **12A**

Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION

Social security number or taxpayer identification number

59-6964359

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- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
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- ☒ (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 <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	420. DICK'S SPORTING GOODS	11/07/2014	12/22/2014	20,621.00	18,786.00			1,835.00
	23. WALT DISNEY CO	10/16/2014	12/22/2014	2,168.00	1,906.00			262.00
	64. EMC CORP MASS	10/16/2014	12/22/2014	1,943.00	1,706.00			237.00
	38. EMERSON ELECTRIC CO	10/16/2014	10/30/2014	2,394.00	2,496.00			-102.00
	36. EXELON CORP	10/16/2014	12/22/2014	1,327.00	1,278.00			49.00
	34. EXPRESS SCRIPTS HLDG C	10/16/2014	12/22/2014	2,795.00	2,387.00			408.00
	13. EXXON MOBIL CORP	12/24/2013	04/01/2014	1,267.00	1,286.00			-19.00
	233. EXXON MOBIL CORP	12/22/2014	12/22/2014	21,771.00	21,909.00			-138.00
	25. FRANKLIN RESOURCES INC	10/16/2014	12/22/2014	1,416.00	1,325.00			91.00
	81. GENERAL ELECTRIC CO	10/16/2014	12/22/2014	2,082.00	2,048.00			34.00
	14. GILEAD SCIENCES INC	10/16/2014	12/22/2014	1,307.00	1,274.00			33.00
	3. GOOGLE INC CL A	10/16/2014	12/22/2014	1,596.00	1,628.00			-32.00
	21. GOOGLE INC COM USD0.00	10/22/2014	12/22/2014	11,035.00	11,225.00			-190.00
	30. HOME DEPOT INC	10/16/2014	12/22/2014	3,103.00	2,546.00			557.00
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.

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Form **8949** (2014)

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

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2014Attachment
Sequence No **12A**

Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION

Social security number or taxpayer identification number

59-6964359

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

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	7. INTERCONTINENTAL EXCHAN COM	10/16/2014	12/22/2014	1,575.00	1,370.00			205.00
	11. INTL BUSINESS MACHINES	10/16/2014	10/22/2014	1,791.00	2,001.00			-210.00
	206. J P MORGAN CHASE & CO	10/16/2014	12/22/2014	12,743.00	11,837.00			906.00
	19. MCDONALDS CORP	10/16/2014	12/22/2014	1,784.00	1,807.00			-23.00
	41. MERCK & CO INC	10/16/2014	12/22/2014	2,408.00	2,267.00			141.00
	39. METLIFE INC	10/16/2014	12/22/2014	2,101.00	1,983.00			118.00
	146. MONDELEZ INTL INC COM	10/30/2014	12/22/2014	5,459.00	5,096.00			363.00
	13. MONSANTO CO NEW	10/16/2014	12/22/2014	1,586.00	1,493.00			93.00
	84. NATIONAL-OILWELL INC	10/30/2014	12/22/2014	5,556.00	6,002.00			-446.00
	17. NIKE INC CLASS B	10/16/2014	12/22/2014	1,628.00	1,404.00			224.00
	14. NORFOLK SOUTHERN CORP	10/16/2014	12/22/2014	1,543.00	1,433.00			110.00
	358. MFB NORTHN INTL EQTY	12/24/2013	02/20/2014	4,418.00	4,335.00			83.00
	25934.84 MFB NORTHN INTL E	06/04/2014	10/16/2014	292,804.00	313,862.00			-21,058.00
	143. MFB NORTHERN MULTI MA LISTEDINFRASTRUCTURE FU	06/04/2014	10/16/2014	1,792.00	1,913.00			-121.00

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Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION

Social security number or taxpayer identification number

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	711.87 MFB NORTHERN FUNDS FIXED INCOME FD	10/16/2014	10/16/2014	7,290.00	7,281.00			9.00
	2627.96 MFB NORTN FDS MUL EMERGING MKTS EQTY FD	06/04/2014	11/13/2014	50,141.00	50,467.00			-326.00
	30927.09 MFB NORTN MULTI- EQTY FD FD	10/16/2014	11/13/2014	325,971.00	318,949.00			7,022.00
	2039.91 MFB NORTN MULTIMG FD	10/17/2014	11/13/2014	23,826.00	22,807.00			1,019.00
	5900.29 MFB NORTN MULTIMG FD	10/16/2014	11/13/2014	85,672.00	79,564.00			6,108.00
	764.35 MFB NORTN FDS SMAL FD	10/17/2014	11/13/2014	16,686.00	15,631.00			1,055.00
	2.75 NOW INC COM	12/20/2013	06/17/2014	90.00	85.00			5.00
	102. NUCOR CORP	10/30/2014	12/22/2014	4,995.00	5,360.00			-365.00
	42. ORACLE CORPORATION	10/16/2014	12/22/2014	1,911.00	1,654.00			257.00
	6. PETSMART INC	11/18/2013	02/20/2014	388.00	450.00	W	62.00	
	63. PETSMART INC	11/19/2013	06/12/2014	3,633.00	4,705.00			-1,072.00
	13. PETSMART INC	11/15/2013	06/12/2014	750.00	962.00	W	212.00	
	75. PETSMART INC	11/18/2013	06/13/2014	4,339.00	5,540.00			-1,201.00
	44. PETSMART INC	01/29/2014	06/16/2014	2,545.00	2,986.00			-441.00

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) ►

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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.

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OMB No 1545-0074

2014Attachment
Sequence No **12A**

Name(s) shown on return

JAMES M. SCHOONMAKER II FOUNDATION

Social security number or taxpayer identification number

59-6964359

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	21. PETSMART INC	01/29/2014	06/17/2014	1,223.00	1,327.00			-104.00
	29. PRECISION CASTPARTS CO	10/16/2014	12/22/2014	6,935.00	6,789.00			146.00
	79. PROCTER & GAMBLE CO	10/30/2014	12/22/2014	7,312.00	6,791.00			521.00
	47. QUALCOMM INC	10/16/2014	12/22/2014	3,501.00	3,539.00			-38.00
	11. ST JUDE MEDICAL INC	12/20/2013	01/15/2014	727.00	679.00			48.00
	142. SALESFORCE COM INC CO	10/22/2014	12/22/2014	8,490.00	8,048.00			442.00
	64. SCHLUMBERGER LTD ISIN 6	10/16/2014	12/22/2014	5,544.00	6,428.00			-884.00
	87. STARBUCKS CORP	10/16/2014	12/22/2014	7,001.00	6,449.00			552.00
	16. TWENTY-FIRST CENTY FOX A	01/15/2014	02/20/2014	522.00	524.00	W	2.00	
	530. TWENTY-FIRST CENTY FO CL A	10/16/2014	12/22/2014	20,621.00	17,057.00			3,564.00
	47. US BANCORP DEL NEW	06/04/2014	07/17/2014	1,971.00	1,934.00			37.00
	11. UNITED TECHNOLOGIES CO	06/04/2014	07/31/2014	1,164.00	1,252.00			-88.00
	27. V F CORP	10/16/2014	12/22/2014	1,998.00	1,725.00			273.00
	123. ZIMMER HLDGS INC	10/16/2014	12/22/2014	14,140.00	12,463.00			1,677.00

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) ►

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JSA
4X2615 2 000Form **8949** (2014)

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1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	164. EATON CORP PLC COM US	10/30/2014	12/22/2014	11,316.00	10,816.00			500.00
	54. NOBLE CORP PLC COMMON	10/16/2014	10/30/2014	1,095.00	1,421.00			-326.00
	11.67 PARAGON OFFSHORE CO	06/04/2014	09/30/2014	70.00	148.00			-78.00
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) ►				1,116,671.	1,111,055.		276.	5,892.

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

For Paperwork Reduction Act Notice, see your tax return instructions.

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

Social security number or taxpayer identification number

JAMES M. SCHOONMAKER II FOUNDATION

59-6964359

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

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

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	9. AMERICAN EXPRESS CO	12/10/2012	02/20/2014	796.00	513.00			283.00
	56. AMERICAN EXPRESS CO	12/10/2012	10/03/2014	4,844.00	2,807.00			2,037.00
	189. AMERICAN EXPRESS CO	12/20/2013	12/22/2014	17,664.00	9,085.00			8,579.00
	162. AMERICAN TOWER CORP	12/20/2013	12/22/2014	16,269.00	11,836.00			4,433.00
	148. AMERICAN WTR WKS CO I	12/20/2013	12/22/2014	7,758.00	5,089.00			2,669.00
	133. AMGEN INC	12/20/2013	12/22/2014	21,843.00	9,654.00			12,189.00
	3. APPLE COMPUTER INC	12/05/2012	02/20/2014	1,599.00	1,680.00			-81.00
	4. APPLE COMPUTER INC	12/10/2012	06/03/2014	2,541.00	2,209.00			332.00
	2. APPLE COMPUTER INC	12/10/2012	06/04/2014	1,290.00	1,059.00			231.00
	2. APPLE COMPUTER INC	12/10/2012	06/05/2014	1,292.00	1,059.00			233.00
	1. APPLE COMPUTER INC	12/10/2012	06/06/2014	649.00	529.00			120.00
	413. APPLE COMPUTER INC	12/20/2013	12/22/2014	46,684.00	8,194.00			38,490.00
	93. C R BARD INC	12/20/2013	12/22/2014	15,728.00	9,618.00			6,110.00
	204. BAXTER INTL INC	12/20/2013	12/22/2014	15,243.00	13,705.00			1,538.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

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JAMES M. SCHOONMAKER II FOUNDATION

59-6964359

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1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
10.	CVS CORP	12/10/2012	02/20/2014	702.00	475.00			227.00
294.	CVS CORP	12/20/2013	12/22/2014	28,517.00	13,734.00			14,783.00
40.	CHEVRONTXACO CORP	12/10/2012	04/01/2014	4,765.00	3,407.00			1,358.00
53.00328	CISCO SYS INC	10/03/2013	10/22/2014	1,237.00	1,310.00	W	73.00	
244.99672	CISCO SYS INC	10/03/2013	10/22/2014	5,717.00	5,341.00			376.00
190.	CISCO SYS INC	10/03/2013	11/06/2014	4,779.00	4,173.00			606.00
62.	CISCO SYS INC	01/16/2013	11/07/2014	1,563.00	1,308.00			255.00
347.	CITIGROUP INC COM NEW	12/20/2013	12/22/2014	18,665.00	17,453.00			1,212.00
39.	CITRIX SYS INC	12/10/2012	06/03/2014	2,373.00	2,108.00			265.00
26.	CITRIX SYS INC	07/22/2010	06/04/2014	1,572.00	1,210.00			362.00
19.	CITRIX SYS INC	07/22/2010	06/05/2014	1,156.00	884.00			272.00
14.	CITRIX SYS INC	07/22/2010	06/06/2014	866.00	651.00			215.00
202.	COCA COLA CO	12/10/2012	10/30/2014	8,339.00	7,138.00			1,201.00
99.	COSTCO WHSL CORP NEW	12/20/2013	12/22/2014	14,176.00	6,665.00			7,511.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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JAMES M. SCHOONMAKER II FOUNDATION

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

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
12.	DANAHER CORP	12/10/2012	02/20/2014	913.00	640.00			273.00
342.	DANAHER CORP	12/20/2013	12/22/2014	29,805.00	10,521.00			19,284.00
209.	WALT DISNEY CO	12/20/2013	12/22/2014	19,701.00	6,706.00			12,995.00
187.	EMC CORP MASS	12/10/2012	07/30/2014	5,531.00	4,680.00			851.00
497.	EMC CORP MASS	12/20/2013	12/22/2014	15,089.00	10,110.00			4,979.00
190.	EMERSON ELECTRIC CO	12/13/2012	10/30/2014	11,972.00	9,843.00			2,129.00
325.	EXELON CORP	05/09/2013	12/22/2014	11,982.00	11,953.00			29.00
304.	EXPRESS SCRIPTS HLDG	12/20/2013	12/22/2014	24,991.00	16,935.00			8,056.00
9.	EXXON MOBIL CORP	12/10/2012	02/20/2014	858.00	796.00			62.00
55.	EXXON MOBIL CORP	12/10/2012	04/01/2014	5,361.00	4,214.00			1,147.00
10.	EXXON MOBIL CORP	12/20/2013	12/22/2014	934.00	987.00			-53.00
181.	MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES	02/08/2013	02/20/2014	6,294.00	6,718.00			-424.00
78.	MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	12/10/2012	02/20/2014	1,945.00	1,990.00			-45.00
224.	FRANKLIN RESOURCES IN	12/20/2013	12/22/2014	12,687.00	8,425.00			4,262.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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JAMES M. SCHOONMAKER II FOUNDATION

59-6964359

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

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

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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	731. GENERAL ELECTRIC CO	12/20/2013	12/22/2014	18,788.00	13,614.00			5,174.00
	127. GILEAD SCIENCES INC	12/20/2013	12/22/2014	11,854.00	7,140.00			4,714.00
	20. GOOGLE INC CL A	12/20/2013	12/22/2014	10,642.00	5,365.00			5,277.00
	20. GOOGLE INC COM USD0.00	12/20/2013	12/22/2014	10,509.00	5,348.00			5,161.00
	35. HOME DEPOT INC	12/10/2012	01/29/2014	2,708.00	2,187.00			521.00
	8. HOME DEPOT INC	01/23/2012	02/20/2014	620.00	356.00			264.00
	231. HOME DEPOT INC	12/20/2013	12/22/2014	23,892.00	10,963.00			12,929.00
	115. INTEL CORP	05/22/2012	09/30/2014	3,991.00	3,234.00			757.00
	68. INTERCONTINENTAL EXCHA COM	12/20/2013	12/22/2014	15,296.00	9,093.00			6,203.00
	54. INTL BUSINESS MACHINES	01/01/1980	10/22/2014	8,793.00	30.00			8,763.00
	15. J P MORGAN CHASE & CO	12/10/2012	02/20/2014	863.00	637.00			226.00
	436. J P MORGAN CHASE & CO	12/20/2013	12/22/2014	26,971.00	15,010.00			11,961.00
	2481. JOHNSON & JOHNSON	01/01/1980	06/04/2014	254,202.00	123.00			254,079.00
	168. MCDONALDS CORP	12/20/2013	12/22/2014	15,773.00	14,724.00			1,049.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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

1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	371. MERCK & CO INC	12/20/2013	12/22/2014	21,792.00	16,172.00			5,620.00
	348. METLIFE INC	12/20/2013	12/22/2014	18,743.00	13,343.00			5,400.00
	386. MONDELEZ INTL INC COM	12/20/2013	12/22/2014	14,432.00	12,575.00			1,857.00
	118. MONSANTO CO NEW	12/20/2013	12/22/2014	14,396.00	12,564.00			1,832.00
	157. NATIONAL-OILWELL INC	12/20/2013	12/22/2014	10,384.00	5,535.00			4,849.00
	152. NIKE INC CLASS B	12/20/2013	12/22/2014	14,552.00	5,829.00			8,723.00
	125. NORFOLK SOUTHERN CORP	12/20/2013	12/22/2014	13,780.00	8,597.00			5,183.00
	83. MFB NORTHERN FUNDS ULT FIXED INCOME FD	11/02/2012	02/20/2014	849.00	849.00			
	3172.86 MFB NORTHERN FUNDS FIXED INCOME FD	07/25/2013	10/16/2014	32,490.00	32,452.00			38.00
	261. MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	12/10/2012	10/16/2014	4,424.00	4,922.00			-498.00
	3385. MFB NORTHN FDS MULTI EMERGING MKTS EQTY FD	01/24/2013	02/20/2014	61,607.00	67,053.00			-5,446.00
	5228. MFB NORTHN FDS MULTI EMERGING MKTS EQTY FD	12/10/2012	10/16/2014	97,659.00	97,782.00			-123.00
	13796.44 MFB NORTHN FDS MU EMERGING MKTS EQTY FD	07/25/2013	11/13/2014	263,236.00	201,420.00			61,816.00
	731. MFB NORTHN MULTI-MANA EQTY FD FD	01/24/2013	02/20/2014	7,924.00	7,057.00			867.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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	56906.32 MFB NORTN MULTI- EQTY FD FD	09/19/2013	11/13/2014	599,792.00	485,869.00			113,923.00
	2753.92 MFB NORTN MULTIMG FD	12/19/2011	11/13/2014	32,166.00	20,213.00			11,953.00
	7606.32 MFB NORTN MULTIMG	09/19/2013	11/13/2014	110,444.00	68,283.00			42,161.00
	1839.54 MFB NORTN FDS SMA FD	01/24/2013	11/13/2014	40,157.00	26,645.00			13,512.00
	403. MFB NORTN FDS FIXE	12/10/2012	02/20/2014	4,111.00	4,389.00			-278.00
	.25 NOW INC COM	12/10/2012	06/02/2014	8.00	7.00			1.00
	13. NOW INC COM	12/10/2012	06/12/2014	430.00	222.00			208.00
	12. NOW INC COM	05/14/2009	06/13/2014	402.00	160.00			242.00
	9. NOW INC COM	05/14/2009	06/16/2014	298.00	108.00			190.00
	2.25 NOW INC COM	12/29/2008	06/17/2014	74.00	20.00			54.00
	145. NUCOR CORP	12/20/2013	12/22/2014	7,100.00	6,581.00			519.00
	376. ORACLE CORPORATION	12/20/2013	12/22/2014	17,104.00	10,615.00			6,489.00
	28. PFIZER INC	12/05/2012	02/20/2014	883.00	712.00			171.00
	55. PRECISION CASTPARTS CO	12/20/2013	12/22/2014	13,152.00	9,513.00			3,639.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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JAMES M. SCHOONMAKER II FOUNDATION

59-6964359

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

☒ (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 <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	108. PROCTER & GAMBLE CO	12/20/2013	12/22/2014	9,996.00	5,720.00			4,276.00
	11. QUALCOMM INC	12/10/2012	02/20/2014	835.00	704.00			131.00
	58. QUALCOMM INC	12/10/2012	10/30/2014	4,465.00	3,356.00			1,109.00
	249. QUALCOMM INC	12/20/2013	12/22/2014	18,548.00	13,263.00			5,285.00
	129. ST JUDE MEDICAL INC	10/15/2012	01/14/2014	8,546.00	5,515.00			3,031.00
	3. ST JUDE MEDICAL INC	09/18/2012	01/15/2014	198.00	128.00			70.00
	14. ST JUDE MEDICAL INC	12/10/2012	01/15/2014	925.00	497.00			428.00
	141. SCHLUMBERGER LTD ISIN 86	12/10/2012	12/22/2014	12,215.00	11,914.00			301.00
	227. STARBUCKS CORP	12/20/2013	12/22/2014	18,268.00	10,794.00			7,474.00
	367. US BANCORP DEL NEW	12/10/2012	07/17/2014	15,389.00	9,052.00			6,337.00
	72. UNITED TECHNOLOGIES CO	12/10/2012	07/30/2014	7,683.00	3,912.00			3,771.00
	19. UNITED TECHNOLOGIES CO	03/03/2005	07/31/2014	2,011.00	942.00			1,069.00
	21. V F CORP	12/10/2012	01/14/2014	1,273.00	781.00			492.00
	26. V F CORP	12/10/2012	01/15/2014	1,574.00	935.00			639.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
ALBEMARLE CORP COM CUSIP 012653101								
547 000	60 13	0 00	32,891 11	32,816 01	75 10	0 00		75 10
ALTRIA GROUP INC COM CUSIP 02209S103 MO								
875 000	49 27	0 00	43,111 25	43,924 66	-813 41	0 00		-813 41
BAXTER INTL INC COM CUSIP 071813109								
0 000	73 29	155 48	0 00	0 00	0 00	0 00		0 00
BLACKROCK INC COM STK CUSIP 09247X101								
112 000	357 56	0 00	40,046 72	40,368 08	-321 36	0 00		-321 36
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108								
541 000	59 03	200 17	31,935 23	33,098 38	-1,163 15	0 00		-1,163 15
CARNIVAL CORP COM PAIRED CUSIP 143658300								
719 000	45 33	0 00	32,592 27	32,283 10	309 17	0 00		309 17
CHEVRON CORP COM CUSIP 166764100 CVX								
194 000	112 18	0 00	21,762 92	17,225 80	4,537 12	0 00		4,537 12
CIN FNCL CORP COM CUSIP 172062101								
568 000	51 83	0 00	29,439 44	29,587 12	-147 68	0 00		-147 68
CISCO SYSTEMS INC CUSIP 17275R102 CSCO								
1,168 000	27 815	0 00	32,487 92	30,395 97	2,091 95	0 00		2,091 95

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
COCA COLA CO COM CUSIP 191216100								
497 000		42 22	0 00	20,983 34	19,527 02	1,456 32	0 00	1,456 32
CONOCOPHILLIPS COM CUSIP 20825C104								
400 000		69 06	0 00	27,624 00	27,828 00	-204 00	0 00	-204 00
CORNING INC COM CUSIP 219350105								
1,742 000		22 93	0 00	39,944 06	39,577 89	366 17	0 00	366 17
DOMINION RES INC VA NEW COM CUSIP 25746U109								
349 000		76 90	0 00	26,838 10	26,705 48	132 62	0 00	132 62
DUKE ENERGY CORP NEW COM NEW COM NEW CUSIP 26441C204								
227 000		83 54	0 00	18,963 58	18,952 23	11 35	0 00	11 35
ELI LILLY & CO COM CUSIP 532457108								
508 000		68 99	0 00	35,046 92	36,311 84	-1,264 92	0 00	-1,264 92
FEDT INVESTORS INC CL B CUSIP 314211103								
1,016 000		32 93	0 00	33,456 88	33,507 38	-50 50	0 00	-50 50
GENERAL DYNAMICS CORP COM CUSIP 369550108								
336 000		137 62	0 00	46,240 32	47,574 24	-1,333 92	0 00	-1,333 92
GENERAL ELECTRIC CO CUSIP 369604103								
0 000		25 27	186 76	0 00	0 00	0 00	0 00	0 00

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
HASBRO INC COM	CUSIP 418056107							
	780 000	54.99	0.00	42,892.20	42,315.00	577.20	0.00	577.20
INTEL CORP COM CUSIP 458140100								
INTC								
	1,091 000	36.29	0.00	39,592.39	37,636.04	1,956.35	0.00	1,956.35
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101								
IBM								
	104 000	160.44	0.00	16,685.76	16,771.04	-85.28	0.00	-85.28
KINDER MORGAN INC DEL COM CUSIP 49456B101								
	1,460 000	42.31	0.00	61,772.60	60,558.46	1,214.14	0.00	1,214.14
LORILLARD INC COM STK CUSIP 544147101								
LO								
	726 000	62.94	0.00	45,694.44	45,817.86	-123.42	0.00	-123.42
LOWES COS INC COM CUSIP 548661107								
LOW								
	692 000	68.80	0.00	47,609.60	46,889.92	719.68	0.00	719.68
MERCK & CO INC NEW COM CUSIP 58933Y105								
	0 000	56.79	185.40	0.00	0.00	0.00	0.00	0.00
MICROSOFT CORP COM CUSIP 594918104								
MSFT								
	553 000	46.45	0.00	25,666.85	26,538.47	-851.62	0.00	-851.62
MOSAIC CO/THE CUSIP 61945C103								
	574 000	45.65	0.00	26,203.10	26,495.84	-292.74	0.00	-292.74

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
NEWMARKET CORP COM CUSIP 651587107								
	68 000	403 53	0 00	27,440 04	26,977 15	462 89	0 00	462 89
NIKE INC CL B CUSIP 654106103								
	0 000	96 15	47 32	0 00	0 00	0 00	0 00	0 00
PAYCHEX INC COM CUSIP 704326107								
	668 000	46 17	0 00	30,841 56	31,455 32	-613 76	0 00	-613 76
PFIZER INC COM CUSIP 717081103								
	1,212 000	31 15	0 00	37,753 80	32,512 45	5,241 35	0 00	5,241 35
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109								
PM	159 000	81 45	0 00	12,950 55	13,216 08	-265 53	0 00	-265 53
REYNOLDS AMERICAN INC COM CUSIP 761713106								
RAI	324 000	64 27	0 00	20,823 48	21,218 76	-395 28	0 00	-395 28
SCHLUMBERGER LTD COM COM CUSIP 806857108								
SLB	0 000	85 41	82 00	0 00	0 00	0 00	0 00	0 00
VERIZON COMMUNICATIONS COM CUSIP 92343V104								
VZ	386 000	46 78	0 00	18,057 08	16,810 42	1,246 66	0 00	1,246 66
WALT DISNEY CO CUSIP 254687106								
DIS	0 000	94 19	266 80	0 00	0 00	0 00	0 00	0 00

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
WELLS FARGO & CO NEWCOM STK CUSIP 949746101								
WFC	838 000	54 82	0 00	45,939 16	30,399 88	15,539 28	0 00	15,539 28
WINDSTREAM HLDGS INC COM CUSIP 97382A101								
	2,703 000	8 24	675 75	22,272 72	23,921 55	-1,648 83	0 00	-1,648 83
Total USD			1,799 68	1,035,579 39	1,009,217 44	26,361 95	0 00	26,361 95
Total United States			1,799 68	1,035,579 39	1,009,217 44	26,361 95	0 00	26,361 95
Total Common Stock								
22,137,000			1,799.68	1,035,579.39	1,009,217.44	26,361.95	0.00	26,361.95

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◆ Asset Detail - Base Currency

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

Equity Securities

Equity funds

International Region - USD

MFO MFS INSTL INTL EQTY FD CUSIP 552966806

42,402,680	20.91	0.00	886,640.03	929,580.05	-42,940.02	0.00	-42,940.02
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Total USD		0.00	886,640.03	929,580.05	-42,940.02	0.00	-42,940.02
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Total International Region		0.00	886,640.03	929,580.05	-42,940.02	0.00	-42,940.02
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United States - USD

MFB NORTHERN MULTI-MANAGER GLOBAL LISTED INFRASTRUCTURE FUND CUSIP 665162384

6,487,210	12.29	0.00	79,727.81	80,972.28	-1,244.47	0.00	-1,244.47
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MFC ISHARES CORE S&P MID-CAP ETF CUSIP 464287507

1,365,000	144.80	0.00	197,652.00	194,935.65	2,716.35	0.00	2,716.35
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MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843

DFA_C

3,714,280	31.15	0.00	115,699.82	115,883.28	-1,183.46	0.00	-1,183.46
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Total USD		0.00	393,079.63	392,791.21	288.42	0.00	288.42
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Total United States		0.00	393,079.63	392,791.21	288.42	0.00	288.42
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Total Equity Funds

69,368,630		6,222.62	1,757,143.44	1,860,027.68	-102,884.24	0.00	-102,884.24
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Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

0.000	98.85	68.40	0.00	0.00	0.00	0.00	0.00
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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Other equity								
United States - USD								
CORRECTIONS CORP AMER CUSIP 22025V407								
	748 000	36.34	381.48	27,182.32	28,327.21	-1,144.89	0.00	-1,144.89
Total USD			449.88	27,182.32	28,327.21	-1,144.89	0.00	-1,144.89
Total United States			449.88	27,182.32	28,327.21	-1,144.89	0.00	-1,144.89
Total Other Equity			449.88	27,182.32	28,327.21	-1,144.89	0.00	-1,144.89
Total Equity Securities			7,472.18	2,819,905.15	2,897,572.33	-77,667.18	0.00	-77,667.18
	91,243.630							

Fixed Income Securities

Corporate/government

United States - USD

MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
	30,437 030	10.40	0.00	316,545.11	311,220.50	5,324.61	0.00
Issue Date 25 Aug 08							
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442							
	46,103 590	10.02	0.00	461,957.97	476,272.41	-14,314.44	0.00
Total USD			0.00	778,503.08	787,492.91	-8,989.83	0.00
Total United States			0.00	778,503.08	787,492.91	-8,989.83	0.00

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Fixed Income Securities								
Total Corporate/Government								
	76,540.620		0.00	778,503.08	787,492.91	-8,989.83	0.00	-8,989.83
Other bonds								
United States - USD								
MFC FLEXSHARES TR IBOX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506								
	3,189,000	24.29	58.90	77,460.81	81,071.78	-3,610.97	0.00	-3,610.97
Issue Date 07 Dec 12								
Total USD								
			58.90	77,460.81	81,071.78	-3,610.97	0.00	-3,610.97
Total United States								
			58.90	77,460.81	81,071.78	-3,610.97	0.00	-3,610.97
Total Other Bonds								
	3,189,000		58.90	77,460.81	81,071.78	-3,610.97	0.00	-3,610.97
Total Fixed Income Securities								
	79,729.620		58.90	855,963.89	868,564.69	-12,600.80	0.00	-12,600.80

Real Estate

Real estate funds

Global Region - USD

MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475

	14,070.370	16.04	0.00	225,688.73	218,378.04	7,310.69	0.00
Total USD							
			0.00	225,688.73	218,378.04	7,310.69	0.00
Total Global Region							
			0.00	225,688.73	218,378.04	7,310.69	0.00
Total Real Estate Funds							
	14,070.370		0.00	225,688.73	218,378.04	7,310.69	0.00

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAF value								
Total Real Estate								
	14,070.370		0.00	225,588.73	218,378.04	7,310.69	0.00	7,310.69

Cash and Short Term Investments

Short term

USD - United States dollar								
	1.00		0.44	96,311.72	96,311.72	0.00	0.00	0.00
Total short term - all currencies			0.44	96,311.72	96,311.72	0.00	0.00	0.00
Total short term - all countries			0.44	96,311.72	96,311.72	0.00	0.00	0.00
Total Short Term			0.44	96,311.72	96,311.72	0.00	0.00	0.00
96,311.720								
Total Cash and Short Term Investments			0.44	96,311.72	96,311.72	0.00	0.00	0.00
96,311.720								
Total			7,531.52	3,997,859.49	4,080,825.78	-82,957.29	0.00	-82,957.29
281,355.340								

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