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**Return of Private Foundation**

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation  
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**2014**

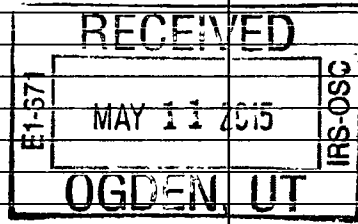
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For calendar year **2014** or tax year beginning , **2014**, and ending , **20**

Name of foundation <b>NESBITT FOUNDATION</b>		<b>A</b> Employer identification number <b>95-6092682</b>
Number and street (or P O box number if mail is not delivered to street address) <b>P.O. BOX 803878</b>		<b>B</b> Telephone number (see instructions) <b>312-630-6000</b>
Room/suite		
City or town, state or province, country, and ZIP or foreign postal code <b>CHICAGO, IL 60680</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>G</b> Check all that apply:	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	<input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change
<b>H</b> Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ <b>6,326,143.</b>	<b>J</b> Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>	
<b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>		
<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>		
<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>		

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	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	163,408.	161,805.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	342,985.			
	b Gross sales price for all assets on line 6a <b>2,267,282</b>				
	7 Capital gain net income (from Part IV, line 2)		342,985.		
	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)	591.			STMT 2	
12 <b>Total. Add lines 1 through 11</b>	<b>506,984.</b>	<b>504,790.</b>			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	56,631.	50,968.		5,663.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	2,000.	1,000.	NONE	1,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	9,791.	3,758.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	25.			25.
	24 <b>Total operating and administrative expenses. Add lines 13 through 23.</b>	<b>68,447.</b>	<b>55,726.</b>	<b>NONE</b>	<b>6,688.</b>
	25 Contributions, gifts, grants paid	600,000.			600,000.
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>668,447.</b>	<b>55,726.</b>	<b>NONE</b>	<b>606,688.</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-161,463.				
b <b>Net investment income</b> (if negative, enter -0-)		<b>449,064.</b>			
c <b>Adjusted net income</b> (if negative, enter -0-)					



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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 . . . . .	147,296.	325,417.	325,417.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments - U S. and state government obligations (attach schedule) . . . . .			
	b	Investments - corporate stock (attach schedule) . STMT 6 . . . . .	3,113,140.	2,393,120.	3,140,807.
	c	Investments - corporate bonds (attach schedule) . STMT 7 . . . . .	2,151,517.	2,530,522.	2,623,178.
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . . STMT 8 . . . . .	178,483.	178,829.	236,741.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ )				
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	5,590,436.	5,427,888.	6,326,143.	
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	<b>Total liabilities</b> (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 . . . . .	5,590,436.	5,427,888.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
	29	Retained earnings, accumulated income, endowment, or other funds . . . . .			
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	5,590,436.	5,427,888.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	5,590,436.	5,427,888.		

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	5,590,436.
2	Enter amount from Part I, line 27a . . . . .	2	-161,463.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3 . . . . .	4	5,428,973.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	1,085.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	5,427,888.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 2,267,282.		1,924,297.	342,985.			
b						
c						
d						
<b>e</b>						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						(l) Gains (Col. (h) gain minus col (k), but not less than -0- or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any				
a			342,985.			
b						
c						
d						
<b>e</b>						
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	342,985.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . . }				3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2013	781,615.	7,040,761.	0.111013
2012	538,014.	7,044,641.	0.076372
2011	550,321.	7,263,532.	0.075765
2010	550,591.	7,098,069.	0.077569
2009	501,873.	6,632,798.	0.075665
<b>2</b> Total of line 1, column (d) . . . . .			
<b>3</b> 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 . . . . .			
<b>4</b> Enter the net value of noncharitable-use assets for 2014 from Part X, line 5 . . . . .			
<b>5</b> Multiply line 4 by line 3 . . . . .			
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			
<b>7</b> Add lines 5 and 6 . . . . .			
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', 'Credits/Payments', and 'Tax due'. Total tax due is 1,009.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about influencing legislation, political expenditures, and foundation status. Includes sub-questions 1a-1c, 2, 3, 4a-4b, 5, 6, 7, 8a, 8b, 9, 10.

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 N/A 13 X
14 The books are in care of THE NORTHERN TRUST COMPANY Telephone no (312) 630-6000 Located at PO BOX 803878, CHICAGO, IL ZIP+4 60680-3878
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country

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

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

1a During the year did the foundation (either directly or indirectly):
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? Yes No X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes No X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). Yes No X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? Yes No X
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No X
b If "Yes," did it have excess business holdings in 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014.) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? 4b X

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

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)? . . . . .  Yes  No

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

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

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

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

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

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

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .  Yes  No

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NORTHERN TRUST COMPANY CHICAGO, IL	TRUSTEE 40	56,631.	-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**

**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
<b>1</b> NONE	
<b>2</b> -----	
<b>3</b> -----	
<b>4</b> -----	

**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
<b>1</b> NONE	
<b>2</b> -----	
All other program-related investments. See instructions. <b>3</b> NONE	

**Total. Add lines 1 through 3** . . . . .

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	6,323,016.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	6,323,016.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	6,323,016.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	94,845.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	6,228,171.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	311,409.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	311,409.
<b>2a</b>	Tax on investment income for 2014 from Part VI, line 5 . . . . .	<b>2a</b>	4,491.
<b>b</b>	Income tax for 2014. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	4,491.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	306,918.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	306,918.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	306,918.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	606,688.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	606,688.
<b>5</b>	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) . . . . .	<b>5</b>	4,491.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	602,197.

**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
<b>1</b> Distributable amount for 2014 from Part XI, line 7 . . . . .				306,918.
<b>2</b> Undistributed income, if any, as of the end of 2014:				
<b>a</b> Enter amount for 2013 only . . . . .			NONE	
<b>b</b> Total for prior years: 20 <u>12</u> ,20____,20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2014:				
<b>a</b> From 2009 . . . . .	163,990.			
<b>b</b> From 2010 . . . . .	201,848.			
<b>c</b> From 2011 . . . . .	194,078.			
<b>d</b> From 2012 . . . . .	193,654.			
<b>e</b> From 2013 . . . . .	440,197.			
<b>f</b> Total of lines 3a through e . . . . .	1,193,767.			
<b>4</b> Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ <u>606,688.</u>				
<b>a</b> Applied to 2013, but not more than line 2a . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2014 distributable amount . . . . .				306,918.
<b>e</b> Remaining amount distributed out of corpus . .	299,770.			
<b>5</b> Excess distributions carryover applied to 2014 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e Subtract line 5	1,493,537.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2013 Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2014 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015 . . . . .				NONE
<b>7</b> 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			
<b>8</b> Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions) . . .	163,990.			
<b>9</b> Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a . . . . .	1,329,547.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2010 . . .	201,848.			
<b>b</b> Excess from 2011 . . .	194,078.			
<b>c</b> Excess from 2012 . . .	193,654.			
<b>d</b> Excess from 2013 . . .	440,197.			
<b>e</b> Excess from 2014 . . .	299,770.			

**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).)

N/A

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:

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE STATEMENT 12				600,000.
<b>Total</b> ..... ▶ <b>3a</b>				600,000.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				



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

- 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...
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule.

Table with 3 columns: (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.

Sign Here

Signature of officer or trustee

Date 04/21/2015

Title TRUST OFFICER

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

THE NORTHERN TRUST COMPAN

Table for preparer information: Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, PTIN, Firm's name, Firm's address, Firm's EIN, Phone no.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	163,408.	161,805.
TOTAL	163,408.	161,805.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	591.
TOTALS	----- 591. =====

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
EXCISE TAX	6,033.	
FOREIGN TAXES	3,758.	3,758.
	-----	-----
TOTALS	9,791.	3,758.
	=====	=====

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

IL ATTORNEY GENERAL  
CA FRANCHISE BOARD

15.  
10.

15.  
10.

TOTALS

-----  
25.  
=====

-----  
25.  
=====

NESBITT FOUNDATION

95-6092682

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	2,393,120.	3,140,807.
TOTALS	2,393,120.	3,140,807.

-----

=====

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=====

NESBITT FOUNDATION

95-6092682

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	2,530,522.	2,623,178.
TOTALS	2,530,522.	2,623,178.
	=====	=====

NESBITT FOUNDATION

95-6092682

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	178,829.	236,741.
TOTALS		178,829.	236,741.

-----  
-----  
-----  
-----  
=====

RECIPIENT NAME:  
THE LOS ANGELES OPERA  
COMPANY  
ADDRESS:  
135 NORTH GRAND AVENUE  
LOS ANGELES, CA 90012  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
WOODCRAFT RANGERS, INC.  
ADDRESS:  
2111 PARK GROVE AVENUE  
LOS ANGELES, CA 90007  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
ALL PEOPLES CHRISTIAN  
CENTER  
ADDRESS:  
822 EAST 20TH STREET  
LOS ANGELES, CA 90011  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
FULFILLMENT FUND  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
OJAI FESTIVAL LTD.  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
FRIENDS OF THE  
OBSERVATORY  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
LOS ANGELES REGIONAL  
FOOD BANK  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 165,000.

RECIPIENT NAME:  
FIND THE CHILDREN  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
JEWISH BIG BROTHERS  
BIG SISTERS FOUNDATION  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
UNITED FRIENDS OF THE  
CHILDREN  
ADDRESS:  
1055 WILSHIRE BLVD.  
LOS ANGELES, CA 90017  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
WESTSIDE FAMILY YMCA  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SISTERS OF NAZARETH  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 70,000.

RECIPIENT NAME:  
GUIDE DOGS OF THE DESERT  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC  
AMOUNT OF GRANT PAID ..... 70,000.

TOTAL GRANTS PAID: ..... 600,000.  
=====

**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](http://www.irs.gov/form1041)

OMB No 1545-0092

**2014**

Name of estate or trust

NESBITT FOUNDATION

Employer identification number

95-6092682

**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)
<b>1a</b> 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 .				
<b>1b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box A</b> checked . . . . .				
<b>2</b> Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
<b>3</b> Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> checked . . . . .	292,087.	311,698.	382.	-19,229.
<b>4</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .			<b>4</b>	
<b>5</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .			<b>5</b>	
<b>6</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2013 Capital Loss Carryover Worksheet . . . . .			<b>6</b> ( )	
<b>7</b> <b>Net short-term capital gain or (loss).</b> Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back . . . . . ▶			<b>7</b>	-19,229.

**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)
<b>8a</b> 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 .				
<b>8b</b> Totals for all transactions reported on Form(s) 8949 with <b>Box D</b> checked . . . . .				
<b>9</b> Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
<b>10</b> Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> checked . . . . .	2,062,077.	1,788,781.	1,063.	274,359.
<b>11</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .			<b>11</b>	
<b>12</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts. . . . .			<b>12</b>	
<b>13</b> Capital gain distributions. . . . .			<b>13</b>	87,855.
<b>14</b> Gain from Form 4797, Part I. . . . .			<b>14</b>	
<b>15</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2013 Capital Loss Carryover Worksheet . . . . .			<b>15</b> ( )	
<b>16</b> <b>Net long-term capital gain or (loss).</b> Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back . . . . . ▶			<b>16</b>	362,214.

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

Schedule D (Form 1041) 2014

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>17</b>	Net short-term gain or (loss) . . . . .	<b>17</b>		-19,229.
<b>18</b>	Net long-term gain or (loss):			
a	Total for year . . . . .	<b>18a</b>		362,214.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>18b</b>		
c	28% rate gain . . . . .	<b>18c</b>		
<b>19</b>	Total net gain or (loss). Combine lines 17 and 18a. . . . . ▶	<b>19</b>		342,985.

**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**

<b>20</b>	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 . . . . .	<b>20</b>	( )
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**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.

<b>21</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . . . .	<b>21</b>		
<b>22</b>	Enter the smaller of line 18a or 19 in column (2) but not less than zero . . . . .	<b>22</b>		
<b>23</b>	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) . . . . .	<b>23</b>		
<b>24</b>	Add lines 22 and 23 . . . . .	<b>24</b>		
<b>25</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24. If zero or less, enter -0- . . . . .	<b>26</b>		
<b>27</b>	Subtract line 26 from line 21. If zero or less, enter -0- . . . . .	<b>27</b>		
<b>28</b>	Enter the smaller of the amount on line 21 or \$2,500 . . . . .	<b>28</b>		
<b>29</b>	Enter the smaller of the amount on line 27 or line 28 . . . . .	<b>29</b>		
<b>30</b>	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . . . ▶	<b>30</b>		
<b>31</b>	Enter the smaller of line 21 or line 26 . . . . .	<b>31</b>		
<b>32</b>	Subtract line 30 from line 26 . . . . .	<b>32</b>		
<b>33</b>	Enter the smaller of line 21 or \$12,150 . . . . .	<b>33</b>		
<b>34</b>	Add lines 27 and 30 . . . . .	<b>34</b>		
<b>35</b>	Subtract line 34 from line 33. If zero or less, enter -0- . . . . .	<b>35</b>		
<b>36</b>	Enter the smaller of line 32 or line 35 . . . . .	<b>36</b>		
<b>37</b>	Multiply line 36 by 15%. . . . . ▶	<b>37</b>		
<b>38</b>	Enter the amount from line 31 . . . . .	<b>38</b>		
<b>39</b>	Add lines 30 and 36 . . . . .	<b>39</b>		
<b>40</b>	Subtract line 39 from line 38. If zero or less, enter -0- . . . . .	<b>40</b>		
<b>41</b>	Multiply line 40 by 20% . . . . . ▶	<b>41</b>		
<b>42</b>	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) . . . . .	<b>42</b>		
<b>43</b>	Add lines 37, 41, and 42 . . . . .	<b>43</b>		
<b>44</b>	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) . . . . .	<b>44</b>		
<b>45</b>	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) . . . . . ▶	<b>45</b>		

# Sales and Other Dispositions of Capital Assets

► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).

**2014**

Department of the Treasury  
Internal Revenue Service

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

Attachment  
Sequence No **12A**

Name(s) shown on return

NESBITT FOUNDATION

Social security number or taxpayer identification number

95-6092682

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

**Part I Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

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

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

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (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	
60.	ALTERA CORP COM	11/20/2014	12/09/2014	2,251.00	2,089.00			162.00
53.	AMERICAN TOWER CORP	09/23/2013	01/14/2014	4,377.00	3,915.00			462.00
13.00009	APACHE CORP	04/01/2014	12/09/2014	755.00	1,086.00	W	331.00	
15.99991	APACHE CORP	04/01/2014	12/09/2014	929.00	1,337.00			-408.00
38.	BAXTER INTL INC	10/03/2014	12/09/2014	2,781.00	2,763.00			18.00
274.	CISCO SYS INC	09/18/2013	01/14/2014	6,131.00	6,535.00			-404.00
115.	CITIGROUP INC COM NEW	10/23/2013	01/14/2014	6,208.00	5,772.00			436.00
53.	DICK'S SPORTING GOODS	11/20/2014	12/09/2014	2,513.00	2,493.00			20.00
19.	EMERSON ELECTRIC CO	10/16/2014	10/30/2014	1,197.00	1,149.00			48.00
107.	EXELON CORP	04/24/2013	01/14/2014	2,877.00	3,972.00			-1,095.00
42.	EXXON MOBIL CORP	04/01/2014	04/01/2014	4,094.00	4,094.00			
31.	EXXON MOBIL CORP	11/20/2014	12/09/2014	2,835.00	2,981.00			-146.00
42.	GILEAD SCIENCES INC	05/06/2013	01/14/2014	3,149.00	2,301.00			848.00
5.	INTL BUSINESS MACHINES	10/16/2014	10/22/2014	814.00	901.00			-87.00
<b>2</b>	<b>Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

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

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

► Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).

**2014**

Department of the Treasury  
Internal Revenue Service

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

Attachment  
Sequence No **12A**

Name(s) shown on return <b>NESBITT FOUNDATION</b>	Social security number or taxpayer identification number <b>95-6092682</b>
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Before you check Box A, B, or C below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either may show your basis (usually your cost) even if your broker did not report it to the IRS. Brokers must report basis to the IRS for most stock you bought in 2011 or later (and for certain debt instruments you bought in 2014 or later).

**Part I Short-Term.** Transactions involving capital assets you held 1 year or less are short-term. For long-term transactions, see page 2.

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

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

- (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
- (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- (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	
	114. METLIFE INC	09/23/2013	01/14/2014	6,112.00	5,407.00			705.00
	13. METLIFE INC	09/23/2013	02/20/2014	659.00	617.00			42.00
	126. MONDELEZ INTL INC COM	09/18/2013	01/14/2014	4,469.00	4,084.00			385.00
	39. MONSANTO CO NEW	06/19/2013	01/14/2014	4,394.00	4,131.00			263.00
	19. MONSANTO CO NEW	11/20/2014	12/19/2014	2,310.00	2,165.00			145.00
	41. MFB NORTHN INTL EQTY I	01/14/2014	02/20/2014	506.00	504.00			2.00
	16570.92 MFB NORTHN INTL E	01/14/2014	10/16/2014	187,086.00	203,822.00			-16,736.00
	73. MFB NORTHERN MULTI MAN LISTEDINFRASTRUCTURE FU	02/20/2014	10/16/2014	915.00	909.00			6.00
	934. MFB NORTHERN MULTI MA LISTEDINFRASTRUCTURE FU	02/20/2014	12/09/2014	11,955.00	11,628.00			327.00
	228. MFB NORTHERN MULTI MA LISTEDINFRASTRUCTURE FU	02/20/2014	12/22/2014	2,814.00	2,839.00	W	25.00	
	294.97 MFB NORTHERN FUNDS FIXED INCOME FD	10/16/2014	10/16/2014	3,020.00	3,015.00			5.00
	53. PETSMART INC	11/18/2013	01/14/2014	3,575.00	3,956.00			-381.00
	104. PETSMART INC	11/19/2013	06/12/2014	5,998.00	7,738.00			-1,740.00
	102. PETSMART INC	11/15/2013	06/13/2014	5,901.00	7,512.00			-1,611.00
<b>2 Totals.</b>	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

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

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



Name(s) shown on return Name and SSN or taxpayer identification no. not required if shown on other side <b>NESBITT FOUNDATION</b>	Social security number or taxpayer identification number <b>95-6092682</b>
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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	
	83. AMERICAN EXPRESS CO	01/09/2013	01/14/2014	7,249.00	4,185.00			3,064.00
	10. AMERICAN EXPRESS CO	12/29/2011	02/20/2014	884.00	475.00			409.00
	74. AMERICAN EXPRESS CO	04/26/2010	10/03/2014	6,401.00	3,513.00			2,888.00
	28. AMERICAN EXPRESS CO	02/17/2011	12/09/2014	2,595.00	1,321.00			1,274.00
	22. AMERICAN TOWER CORP	09/23/2013	12/09/2014	2,205.00	1,625.00			580.00
	48. AMERICAN WTR WKS CO IN	01/09/2013	01/14/2014	1,989.00	1,615.00			374.00
	21. AMERICAN WTR WKS CO IN	01/26/2012	12/09/2014	1,109.00	700.00			409.00
	44. AMGEN INC	01/09/2013	01/14/2014	5,174.00	3,040.00			2,134.00
	19. AMGEN INC	03/02/2012	12/09/2014	3,208.00	1,285.00			1,923.00
	24. APPLE COMPUTER INC	01/09/2013	01/14/2014	13,072.00	9,503.00			3,569.00
	2. APPLE COMPUTER INC	03/01/2007	02/20/2014	1,066.00	175.00			891.00
	8. APPLE COMPUTER INC	03/01/2007	06/03/2014	5,082.00	699.00			4,383.00
	5. APPLE COMPUTER INC	03/01/2007	06/04/2014	3,224.00	437.00			2,787.00
	3. APPLE COMPUTER INC	03/01/2007	06/05/2014	1,938.00	262.00			1,676.00
<p><b>2 Totals.</b> 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) ▶</p>								

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

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side	Social security number or taxpayer identification number
NESBITT FOUNDATION	95-6092682

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**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	
	3. APPLE COMPUTER INC	03/01/2007	06/06/2014	1,948.00	262.00			1,686.00
	57. APPLE COMPUTER INC	03/01/2007	12/09/2014	6,332.00	712.00			5,620.00
	16. C R BARD INC	03/15/2013	12/09/2014	2,727.00	1,628.00			1,099.00
	100. CVS CORP COM STK	01/09/2013	01/14/2014	6,842.00	4,538.00			2,304.00
	11. CVS CORP COM STK	04/27/2012	02/20/2014	772.00	495.00			277.00
	94. CVS CORP COM STK	04/27/2012	11/21/2014	8,414.00	4,216.00			4,198.00
	35. CVS CORP COM STK	04/26/2012	12/09/2014	3,147.00	1,559.00			1,588.00
	53. CHEVRONTEXACO CORP COM	01/09/2013	01/14/2014	6,313.00	3,852.00			2,461.00
	6. CHEVRONTEXACO CORP COM	11/13/2008	02/20/2014	683.00	418.00			265.00
	54. CHEVRONTEXACO CORP COM	11/13/2008	04/01/2014	6,433.00	3,763.00			2,670.00
	18. CHEVRONTEXACO CORP COM	11/13/2008	12/09/2014	1,923.00	1,254.00			669.00
	32. CISCO SYS INC	01/16/2013	02/20/2014	710.00	675.00			35.00
	418. CISCO SYS INC	03/14/2013	10/22/2014	9,754.00	8,862.00			892.00
	265. CISCO SYS INC	01/16/2013	11/06/2014	6,665.00	5,590.00			1,075.00
<p><b>2 Totals.</b> 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) ▶</p>								

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

Name(s) shown on return Name and SSN or taxpayer identification no not required if shown on other side	Social security number or taxpayer identification number
NESBITT FOUNDATION	95-6092682

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	
	88. CISCO SYS INC	01/16/2013	11/07/2014	2,219.00	1,856.00			363.00
	48. CISCO SYS INC	01/16/2013	12/09/2014	1,299.00	1,013.00			286.00
	75. CITIGROUP INC COM NEW	10/23/2013	12/09/2014	4,119.00	3,764.00			355.00
	32. CITRIX SYS INC	01/09/2013	01/14/2014	1,911.00	1,561.00			350.00
	58. CITRIX SYS INC	07/22/2010	06/03/2014	3,530.00	2,699.00			831.00
	39. CITRIX SYS INC	07/22/2010	06/04/2014	2,358.00	1,815.00			543.00
	28. CITRIX SYS INC	07/22/2010	06/05/2014	1,704.00	1,303.00			401.00
	20. CITRIX SYS INC	07/22/2010	06/06/2014	1,237.00	931.00			306.00
	135. COCA COLA CO	01/09/2013	01/14/2014	5,355.00	4,711.00			644.00
	284. COCA COLA CO	08/29/2011	10/30/2014	11,725.00	9,868.00			1,857.00
	32. COCA COLA CO	08/29/2011	12/09/2014	1,344.00	1,112.00			232.00
	32. COSTCO WHSL CORP NEW	01/09/2013	01/14/2014	3,724.00	2,187.00			1,537.00
	14. COSTCO WHSL CORP NEW	01/17/2008	12/09/2014	1,980.00	909.00			1,071.00
	116. DANAHER CORP	01/09/2013	01/14/2014	9,050.00	2,731.00			6,319.00
<p><b>2 Totals.</b> 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) ▶</p>								

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

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side <b>NESBITT FOUNDATION</b>	Social security number or taxpayer identification number <b>95-6092682</b>
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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).

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

1	(a) Description of property (Example: 100 sh. XYZ Co )	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	14. DANAHER CORP	07/15/2003	02/20/2014	1,065.00	235.00			830.00
	50. DANAHER CORP	07/15/2003	12/09/2014	4,186.00	839.00			3,347.00
	69. WALT DISNEY CO	01/09/2013	01/14/2014	5,128.00	2,432.00			2,696.00
	29. WALT DISNEY CO	03/01/2007	12/09/2014	2,668.00	986.00			1,682.00
	225. EMC CORP COM	12/05/2012	01/14/2014	5,735.00	5,631.00			104.00
	277. EMC CORP COM	01/09/2013	07/30/2014	8,194.00	6,072.00			2,122.00
	71. EMC CORP COM	05/03/2010	12/09/2014	2,086.00	1,377.00			709.00
	67. EMERSON ELECTRIC CO	12/14/2012	01/14/2014	4,621.00	3,477.00			1,144.00
	300. EMERSON ELECTRIC CO	12/13/2012	10/30/2014	18,903.00	15,539.00			3,364.00
	25.00448 EXELON CORP	04/24/2013	12/09/2014	912.00	919.00			-7.00
	20.99552 EXELON CORP	04/23/2013	12/09/2014	766.00	771.00	W	5.00	
	117. EXELON CORP	04/23/2013	12/18/2014	4,340.00	4,298.00			42.00
	101. EXPRESS SCRIPTS HLDG	01/09/2013	01/14/2014	7,384.00	5,325.00			2,059.00
	12. EXPRESS SCRIPTS HLDG C	11/16/2012	02/20/2014	925.00	622.00			303.00
<p><b>2 Totals.</b> 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) ▶</p>								

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

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side	Social security number or taxpayer identification number
NESBITT FOUNDATION	95-6092682

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).

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

1	(a) Description of property (Example. 100 sh. XYZ Co)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	42. EXPRESS SCRIPTS HLDG C	11/15/2013	12/09/2014	3,561.00	2,777.00			784.00
	84. EXXON MOBIL CORP	03/31/1975	01/14/2014	8,313.00	197.00			8,116.00
	10. EXXON MOBIL CORP	01/09/2013	02/20/2014	953.00	823.00			130.00
	55. EXXON MOBIL CORP	09/01/2011	04/01/2014	5,361.00	4,069.00			1,292.00
	685. MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES	01/09/2013	01/14/2014	23,182.00	22,567.00			615.00
	261. MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES	01/24/2013	02/20/2014	9,076.00	9,572.00			-496.00
	1416. MFC FLEXSHARES TR MO GLOBAL UPSTREAM NAT RES	01/24/2013	10/16/2014	45,518.00	51,931.00			-6,413.00
	728. MFC FLEXSHARES TR MOR GLOBAL UPSTREAM NAT RES	01/24/2013	12/09/2014	23,086.00	26,699.00			-3,613.00
	425. MFC FLEXSHARES TR TR TARGET DURATION TIPS IN	01/09/2013	01/14/2014	10,582.00	10,691.00			-109.00
	207. MFC FLEXSHARES TR TR TARGET DURATION TIPS IN	09/29/2011	02/20/2014	5,162.00	5,148.00			14.00
	952. MFC FLEXSHARES TR TR TARGET DURATION TIPS IN	03/18/2013	12/09/2014	23,333.00	24,240.00			-907.00
	74. FRANKLIN RESOURCES INC	01/09/2013	01/14/2014	4,278.00	2,787.00			1,491.00
	32. FRANKLIN RESOURCES INC	01/12/2010	12/09/2014	1,838.00	1,178.00			660.00
	240. GENERAL ELECTRIC CO	12/12/2012	01/14/2014	6,465.00	5,243.00			1,222.00
<p><b>2 Totals.</b> 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) ▶</p>								

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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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	28. GENERAL ELECTRIC CO	12/12/2012	02/20/2014	703.00	612.00			91.00
	102. GENERAL ELECTRIC CO	01/09/2013	12/09/2014	2,588.00	2,217.00			371.00
	17. GILEAD SCIENCES INC	05/06/2013	12/09/2014	1,755.00	931.00			824.00
	6. GOOGLE INC CL A	01/13/2012	01/14/2014	6,876.00	3,749.00			3,127.00
	1. GOOGLE INC CL A	01/13/2012	02/20/2014	1,204.00	625.00			579.00
	3. GOOGLE INC CL A	01/13/2012	12/09/2014	1,573.00	939.00			634.00
	5. GOOGLE INC COM USD0.001	01/13/2012	12/09/2014	2,607.00	1,559.00			1,048.00
	90. HOME DEPOT INC	01/09/2013	01/14/2014	7,287.00	4,156.00			3,131.00
	56. HOME DEPOT INC	01/23/2012	01/29/2014	4,333.00	2,492.00			1,841.00
	9. HOME DEPOT INC	01/23/2012	02/20/2014	697.00	400.00			297.00
	33. HOME DEPOT INC	01/23/2012	12/09/2014	3,269.00	1,468.00			1,801.00
	124. INTEL CORP	05/07/2012	01/14/2014	3,278.00	3,456.00			-178.00
	170. INTEL CORP	05/07/2012	09/30/2014	5,900.00	4,738.00			1,162.00
	38. INTEL CORP	05/07/2012	12/09/2014	1,392.00	1,059.00			333.00
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	22. INTERCONTINENTAL EXCHA COM	06/07/2012	01/14/2014	4,812.00	2,812.00			2,000.00
	10. INTERCONTINENTAL EXCHA COM	06/06/2012	12/09/2014	2,233.00	1,278.00			955.00
	19. INTL BUSINESS MACHINES	01/09/2013	01/14/2014	3,535.00	2,472.00			1,063.00
	86. INTL BUSINESS MACHINES	07/24/2009	10/22/2014	14,004.00	9,459.00			4,545.00
	147. J P MORGAN CHASE & CO	01/09/2013	01/14/2014	8,505.00	5,701.00			2,804.00
	18. J P MORGAN CHASE & CO	09/01/2011	02/20/2014	1,036.00	663.00			373.00
	81. J P MORGAN CHASE & CO	12/29/2011	12/09/2014	5,007.00	2,417.00			2,590.00
	55. MC DONALDS CORP. COMMO PAR	01/09/2013	01/14/2014	5,238.00	4,932.00			306.00
	24. MC DONALDS CORP. COMMO PAR	08/01/2012	12/09/2014	2,190.00	2,150.00			40.00
	122. MERCK & CO INC	01/11/2013	01/14/2014	6,421.00	5,268.00			1,153.00
	14. MERCK & CO INC	01/14/2013	02/20/2014	781.00	606.00			175.00
	52. MERCK & CO INC	03/14/2013	12/09/2014	3,072.00	2,306.00			766.00
	48. METLIFE INC	09/23/2013	12/09/2014	2,657.00	2,030.00			627.00
	67. MONDELEZ INTL INC COM	09/18/2013	12/09/2014	2,552.00	2,171.00			381.00
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	17. MONSANTO CO NEW	06/19/2013	12/09/2014	2,034.00	1,801.00			233.00
	108. MONSANTO CO NEW	06/19/2013	12/18/2014	12,838.00	11,441.00			1,397.00
	47. MONSANTO CO NEW	06/20/2013	12/19/2014	5,714.00	4,952.00			762.00
	51. NATIONAL-OILWELL INC	01/09/2013	01/14/2014	3,951.00	1,853.00			2,098.00
	31. NATIONAL-OILWELL INC	05/14/2009	12/09/2014	1,994.00	950.00			1,044.00
	50. NIKE INC CLASS B	01/09/2013	01/14/2014	3,737.00	1,658.00			2,079.00
	21. NIKE INC CLASS B	12/08/2009	12/09/2014	2,020.00	670.00			1,350.00
	41. NORFOLK SOUTHN CORP CO	08/10/2011	01/14/2014	3,719.00	2,768.00			951.00
	17. NORFOLK SOUTHN CORP CO	08/10/2011	12/09/2014	1,743.00	1,148.00			595.00
	186. MFB NORTHERN FUNDS UL FIXED INCOME FD	11/09/2012	02/20/2014	1,903.00	1,903.00			
	12963.89 MFB NORTHERN FUND SHORT FIXED INCOME FD	07/25/2013	10/16/2014	132,750.00	132,595.00			155.00
	122. MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	01/09/2013	10/16/2014	2,068.00	2,263.00			-195.00
	1400. MFB NORTHN FDS MULTI GLOBAL REALESTATE FD	07/01/2013	12/09/2014	25,284.00	24,483.00			801.00
	6234. MFB NORTHN FDS MULTI EMERGING MKTS EQTY FD	01/09/2013	02/20/2014	113,459.00	114,027.00			-568.00
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	4600. MFB NORTHN FDS MULTI EMERGING MKTS EQTY FD	07/25/2013	10/16/2014	85,928.00	83,674.00			2,254.00
	1839. MFB NORTHN FDS MULTI EMERGING MKTS EQTY FD	07/25/2013	12/09/2014	34,187.00	33,194.00			993.00
	5301 MFB NORTHN FDS MULTI EMERGING MKTS EQTY FD	07/25/2013	12/22/2014	95,895.00	72,880.00			23,015.00
	11003. MFB NORTHN MULTI-MA EQTY FD FD	01/09/2013	01/14/2014	119,603.00	98,746.00			20,857.00
	534. MFB NORTHN MULTI-MANA EQTY FD FD	10/02/2009	02/20/2014	5,789.00	4,550.00			1,239.00
	1707. MFB NORTHN MULTI-MAN EQTY FD FD	09/19/2013	10/16/2014	17,155.00	18,248.00			-1,093.00
	25908. MFB NORTHN MULTI-MA EQTY FD FD	09/19/2013	11/20/2014	274,366.00	268,229.00			6,137.00
	6856. MFB NORTHN MULTI-MAN EQTY FD FD	07/25/2013	12/09/2014	71,988.00	69,588.00			2,400.00
	127. MFB NORTHN MULTIMGR S	07/01/2013	11/20/2014	1,480.00	1,365.00			115.00
	594. MFB NORTHN MULTIMGR S	01/09/2013	12/09/2014	7,003.00	5,681.00			1,322.00
	11.03 MFB NORTHN MULTIMGR	09/19/2013	12/09/2014	161.00	165.00	W	4.00	
	1692.97 MFB NORTHN MULTIMG	07/25/2013	12/09/2014	24,734.00	24,430.00			304.00
	201. MFB NORTHN FDS SMALL	01/09/2013	01/14/2014	4,203.00	3,042.00			1,161.00
	106. MFB NORTHN FDS SMALL	07/01/2013	11/20/2014	2,302.00	1,715.00			587.00
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	319. MFB NORTHN FDS SMALL	12/16/2010	12/09/2014	7,034.00	4,616.00			2,418.00
	104. MFB NORTHN FDS SMALL	12/19/2013	12/22/2014	2,202.00	2,112.00			90.00
	374. MFB NORTHN HI YIELD F	01/09/2013	02/20/2014	2,831.00	2,846.00			-15.00
	7953. MFB NORTHN HI YIELD	07/01/2013	12/09/2014	57,580.00	56,399.00			1,181.00
	2170. MFB NORTHERN FDS FIX	01/09/2013	02/20/2014	22,134.00	22,902.00			-768.00
	16261. MFB NORTHERN FDS FI FD	09/29/2011	12/09/2014	168,789.00	169,765.00	W	976.00	
	.5 NOW INC COM	05/14/2009	06/02/2014	17.00	7.00			10.00
	19. NOW INC COM	05/14/2009	06/12/2014	628.00	253.00			375.00
	18. NOW INC COM	05/14/2009	06/13/2014	602.00	240.00			362.00
	12. NOW INC COM	05/14/2009	06/16/2014	397.00	159.00			238.00
	8. NOW INC COM	04/09/2009	06/17/2014	263.00	105.00			158.00
	47. NUCOR CORP	01/09/2013	01/14/2014	2,409.00	2,122.00			287.00
	31. NUCOR CORP	02/06/2012	12/09/2014	1,675.00	1,399.00			276.00
	124. ORACLE CORPORATION	01/09/2013	01/14/2014	4,729.00	3,464.00			1,265.00
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1	(a) Description of property (Example: 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	53. ORACLE CORPORATION	10/04/2010	12/09/2014	2,184.00	1,443.00			741.00
	275. PFIZER INC	12/05/2012	01/14/2014	8,521.00	6,818.00			1,703.00
	32. PFIZER INC	12/05/2012	02/20/2014	1,009.00	763.00			246.00
	118. PFIZER INC	12/05/2012	12/09/2014	3,739.00	2,805.00			934.00
	18. PRECISION CASTPARTS CO	01/09/2013	01/14/2014	4,860.00	3,047.00			1,813.00
	11. PRECISION CASTPARTS CO	10/21/2011	12/09/2014	2,627.00	1,850.00			777.00
	35. PROCTER & GAMBLE CO	01/09/2013	01/14/2014	2,825.00	1,611.00			1,214.00
	24. PROCTER & GAMBLE CO	01/06/2003	12/09/2014	2,163.00	1,054.00			1,109.00
	104. QUALCOMM INC	01/09/2013	01/14/2014	7,624.00	5,775.00			1,849.00
	12. QUALCOMM INC	07/15/2011	02/20/2014	911.00	658.00			253.00
	81. QUALCOMM INC	09/01/2011	10/30/2014	6,235.00	4,300.00			1,935.00
	38. QUALCOMM INC	09/22/2011	12/09/2014	2,748.00	1,914.00			834.00
	385. ST JUDE MEDICAL INC	01/09/2013	01/14/2014	25,504.00	16,459.00			9,045.00
	46. SCHLUMBERGER LTD ISIN 6	04/11/2011	01/14/2014	4,072.00	4,179.00			-107.00
<p><b>2 Totals.</b> 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) ▶</p>								

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

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

Social security number or taxpayer identification number

NESBITT FOUNDATION

95-6092682

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	
	12.00024 SCHLUMBERGER LTD #AN8068571086	04/11/2011	12/09/2014	1,011.00	1,089.00	W	78.00	
	13.99976 SCHLUMBERGER LTD #AN8068571086	04/11/2011	12/09/2014	1,180.00	1,271.00			-91.00
	74. STARBUCKS CORP COM	08/10/2012	01/14/2014	5,588.00	3,362.00			2,226.00
	9. STARBUCKS CORP COM	08/09/2012	02/20/2014	662.00	407.00			255.00
	40. STARBUCKS CORP COM	08/09/2012	12/09/2014	3,298.00	1,809.00			1,489.00
	129. US BANCORP	01/09/2013	01/14/2014	5,269.00	3,518.00			1,751.00
	578. US BANCORP	09/01/2011	07/17/2014	24,237.00	13,237.00			11,000.00
	32. UNITED TECHNOLOGIES CO	01/09/2013	01/14/2014	3,605.00	1,185.00			2,420.00
	101. UNITED TECHNOLOGIES C	01/31/2003	07/30/2014	10,777.00	3,242.00			7,535.00
	42. UNITED TECHNOLOGIES CO	01/31/2003	07/31/2014	4,444.00	1,348.00			3,096.00
	248. UNITEDHEALTH GROUP IN	01/09/2013	01/14/2014	18,378.00	11,038.00			7,340.00
	231. V F CORP	01/09/2013	01/14/2014	14,039.00	6,188.00			7,851.00
	85. V F CORP	06/24/2011	01/29/2014	4,928.00	2,224.00			2,704.00
	63. V F CORP	06/24/2011	08/27/2014	4,038.00	1,649.00			2,389.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side <b>NESBITT FOUNDATION</b>	Social security number or taxpayer identification number <b>95-6092682</b>
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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).

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**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)
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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	
	45. V F CORP	06/24/2011	08/28/2014	2,871.00	1,177.00			1,694.00
	7. V F CORP	04/26/2011	08/28/2014	447.00	183.00			264.00
	25. V F CORP	04/26/2011	12/09/2014	1,808.00	653.00			1,155.00
	55. VERIZON COMMUNICATIONS	01/09/2013	01/14/2014	2,575.00	2,057.00			518.00
	24. VERIZON COMMUNICATIONS	09/29/2011	12/09/2014	1,129.00	889.00			240.00
	184. WELLS FARGO & CO NEW	01/09/2013	01/14/2014	8,385.00	5,386.00			2,999.00
	22. WELLS FARGO & CO NEW	05/27/2009	02/20/2014	1,003.00	553.00			450.00
	79. WELLS FARGO & CO NEW	05/27/2009	12/09/2014	4,282.00	1,986.00			2,296.00
	65. EATON CORP PLC COM USD	12/03/2012	01/14/2014	4,904.00	3,317.00			1,587.00
	46. EATON CORP PLC COM USD	12/03/2012	12/09/2014	3,106.00	2,257.00			849.00
	98. NOBLE CORP PLC COMMON	10/16/2012	01/14/2014	3,498.00	3,670.00			-172.00
	438. NOBLE CORP PLC COMMON	01/09/2013	10/30/2014	8,880.00	13,830.00			-4,950.00
	146. PARAGON OFFSHORE COM	01/09/2013	09/30/2014	875.00	1,942.00			-1,067.00
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				2,062,077.	1,788,781.		1,063.	274,359.

**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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Account number 0261178

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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
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
ALTERA CORP COM	CUSIP 021441100			23,493.84	21,233.52	2,260.32	0.00	2,260.32
AMERICAN EXPRESS CO CUSIP 025816109								
297,000		93.04	0.00	27,632.88	14,102.12	13,530.76	0.00	13,530.76
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
219,000		53.30	0.00	11,672.70	7,697.49	3,975.21	0.00	3,975.21
AMGEN INC COM CUSIP 031162100								
197,000		159.29	0.00	31,380.13	14,815.49	16,564.64	0.00	16,564.64
AMGN								
APACHE CORP COM CUSIP 037411105								
302,000		62.67	0.00	18,926.34	24,406.75	-5,480.41	0.00	-5,480.41
APA								
APPLE INC COM STK CUSIP 037833100								
605,000		110.38	0.00	66,779.90	14,842.13	51,937.77	0.00	51,937.77
AAPL								
BAXTER INTL INC COM CUSIP 071813109								
399,000		73.29	227.24	29,242.71	28,033.96	1,208.75	0.00	1,208.75
C R BARD CUSIP 067383109								
171,000		166.62	0.00	28,492.02	18,389.96	10,102.06	0.00	10,102.06
CHEVRON CORP COM CUSIP 166764100								
183,000		112.18	0.00	20,528.94	13,685.92	6,843.02	0.00	6,843.02
CVX								

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## ◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss		Total
						Translation		
<i>Equity Securities</i>								
<b>Common stock</b>								
<b>United States - USD</b>								
CISCO SYSTEMS INC CUSIP 17275R102								
CSCO	507 000	27 815	0 00	14,102 20	11,010 54	3,091 66	0 00	3,091 66
CITIGROUP INC COM NEW COM NEW CUSIP 172967424								
CITIGROUP INC COM NEW COM NEW CUSIP 172967424	793 000	54 11	0 00	42,909 23	39,722 80	3,186 43	0 00	3,186 43
COCA COLA CO COM CUSIP 191216100								
COCA COLA CO COM CUSIP 191216100	340 000	42 22	0 00	14,354 80	12,082 05	2,272 75	0 00	2,272 75
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105								
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105	147 000	141 75	0 00	20,837 25	9,466 35	11,370 90	0 00	11,370 90
CVS HEALTH CORP COM CUSIP 126650100								
CVS	365 000	96 31	0 00	35,153 15	18,511 98	16,641 17	0 00	16,641 17
DANAHER CORP COM CUSIP 235851102								
DANAHER CORP COM CUSIP 235851102	525 000	85 71	52 50	44,997 75	13,009 04	31,988 71	0 00	31,988 71
DICKS SPORTING GOODS INC OC-COM CUSIP 253393102								
DICKS SPORTING GOODS INC OC-COM CUSIP 253393102	561 000	49 65	0 00	27,853 65	25,034 59	2,819 06	0 00	2,819 06
EATON CORP PLC COM USD0 50 CUSIP G29183103								
EATON CORP PLC COM USD0 50 CUSIP G29183103	481 000	67 96	0 00	32,688 76	28,143 35	4,545 41	0 00	4,545 41
EMC CORP COM CUSIP 268648102								
EMC	748 000	29 74	86 02	22,245 52	15,321 14	6,924 38	0 00	6,924 38

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Account number 0261178

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Equity Securities</i>								
<b>Common stock</b>								
<b>United States - USD</b>								
EXELON CORP COM	CUSIP 30161N101							
365 000		37.08	0.00	13,534.20	13,315.23	218.97	0.00	218.97
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108								
451 000		84.67	0.00	38,186.17	25,346.64	12,839.53	0.00	12,839.53
EXXON MOBIL CORP COM CUSIP 30231G102								
323 000		92.45	0.00	29,861.35	1,453.77	28,407.58	0.00	28,407.58
FRKLN RES INC COM CUSIP 354613101								
332 000		55.37	215.80	18,382.84	12,812.69	5,570.15	0.00	5,570.15
GENERAL ELECTRIC CO CUSIP 369604103								
1,083 000		25.27	249.09	27,367.41	12,849.10	14,518.31	0.00	14,518.31
GILBEAD SCIENCES INC CUSIP 375558103								
188 000		94.26	0.00	17,720.88	11,168.39	6,552.49	0.00	6,552.49
GOOGLE INC CL A CUSIP 38259P508								
30 000		530.66	0.00	15,919.80	7,545.27	8,374.53	0.00	8,374.53
GOOGLE INC COM USD0 001 CLC CUSIP 38259P706								
54 000		526.40	0.00	28,425.60	20,770.29	7,655.31	0.00	7,655.31
HOME DEPOT INC COM CUSIP 437076102								
348 000		104.97	0.00	36,529.56	17,658.40	18,871.16	0.00	18,871.16

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Account number 0261178

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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
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
INTEL CORP COM CUSIP 458140100								
INTC		36 29	0 00	14,407 13	11,120 17	3,286 96	0 00	3,286 96
INTERCONTINENTAL EXCHANGE INC COM CUSIP 45866F104								
		219 29	0 00	21,929 00	13,413 94	8,515 06	0 00	8,515 06
JPMORGAN CHASE & CO COM CUSIP 46625H100								
JPM		62 58	0 00	53,505 90	32,998 59	20,507 31	0 00	20,507 31
MC DONALDS CORP COM CUSIP 580135101								
		93 70	0 00	23,331 30	21,738 93	1,592 37	0 00	1,592 37
MERCK & CO INC NEW COM CUSIP 58933Y105								
		56 79	247 05	31,177 71	24,565 78	6,611 93	0 00	6,611 93
METLIFE INC COM STK USD0 01 CUSIP 59156R108								
		54 09	0 00	27,910 44	19,245 75	8,664 69	0 00	8,664 69
MONDELEZ INTL INC COM CUSIP 609207105								
		36 325	106 35	25,754 42	23,540 05	2,214 37	0 00	2,214 37
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
NOV		65 53	0 00	21,035 13	14,761 34	6,273 79	0 00	6,273 79
NIKE INC CL B CUSIP 654106103								
		96 15	63 00	21,633 75	8,595 60	13,038 15	0 00	13,038 15

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Equity Securities</i>								
<b>Common stock</b>								
<b>United States - USD</b>								
NORFOLK SOUTHN CORP COM	CUSIP 655844108							
NSC		109.61	0.00	20,387.46	13,366.17	7,021.29	0.00	7,021.29
NUCOR CORP COM	CUSIP 670346105							
		49.05	157.56	20,748.15	20,656.88	91.27	0.00	91.27
ORACLE CORP COM	CUSIP 68389X105							
ORCL		44.97	0.00	25,048.29	15,848.80	9,199.49	0.00	9,199.49
PFIZER INC COM	CUSIP 717081103							
		31.15	0.00	38,657.15	30,293.23	8,363.92	0.00	8,363.92
PRECISION CASTPARTS CORP COM	CUSIP 740189105							
PCP		240.88	0.00	26,737.68	20,784.87	5,952.81	0.00	5,952.81
PROCTER & GAMBLE COM NPV	CUSIP 742718109							
		91.09	0.00	22,681.41	15,821.24	6,860.17	0.00	6,860.17
QUALCOMM INC COM	CUSIP 747525103							
QCOM		74.33	0.00	29,286.02	20,984.43	8,301.59	0.00	8,301.59
SALESFORCE COM INC COM STK	CUSIP 79466L302							
		59.31	0.00	18,979.20	18,359.98	619.22	0.00	619.22
SCHLUMBERGER LTD COM COM	CUSIP 806857108							
SLB		85.41	120.00	23,402.34	23,363.17	39.17	0.00	39.17

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## ◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
STARBUCKS CORP COM	CUSIP 855244109							
418 000	82 05	0 00	34,296 90	22,814 73	11,482 17	0 00		11,482 17
TERADATA CORP DEL COM STK CUSIP 88076W103								
TDC								
340 000	43 68	0 00	14,851 20	14,699 51	151 69	0 00		151 69
TWENTY-FIRST CENTY FOX INC CL A CUSIP 90130A101								
FOX A								
707 000	38 405	0 00	27,152 33	22,598 85	4,553 48	0 00		4,553 48
V F CORP COM CUSIP 918204108								
262 000	74 90	0 00	19,623 80	8,235 00	11,388 80	0 00		11,388 80
VERIZON COMMUNICATIONS COM CUSIP 92343V104								
VZ								
251 000	46 78	0 00	11,741 78	9,614 55	2,127 23	0 00		2,127 23
WALT DISNEY CO CUSIP 254687106								
DIS								
310 000	94 19	356 50	29,198 90	10,399 33	18,799 57	0 00		18,799 57
WELLS FARGO & CO NEW COM STK CUSIP 949746101								
WFC								
833 000	54 82	0 00	45,665 06	20,883 09	24,781 97	0 00		24,781 97
ZIMMER HLDGS INC COM CUSIP 98956P102								
ZMH								
164 000	113 42	36 08	18,600 88	16,587 87	2,013 01	0 00		2,013 01
<b>Total USD</b>								
			1,406,962 91	927,720 81	479,242 10	0 00		479,242 10
<b>Total United States</b>								
			1,406,962 91	927,720 81	479,242 10	0 00		479,242 10

# Portfolio Statements

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Account number 0261178

NESBITT FOUNDATION - NFP

## ◆ Asset Detail - Base Currency

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<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Total Common Stock</b>								
	21,611,000		1,917.19	1,406,962.91	927,720.81	479,242.10	0.00	479,242.10
<b>Equity funds</b>								
<b>Emerging Markets Region - USD</b>								
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483								
	14,081,830	18.05	0.00	254,177.03	149,250.36	104,926.67	0.00	104,926.67
<b>Total USD</b>			0.00	254,177.03	149,250.36	104,926.67	0.00	104,926.67
<b>Total Emerging Markets Region</b>								
			0.00	254,177.03	149,250.36	104,926.67	0.00	104,926.67
<b>Global Region - USD</b>								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 339391407								
	7,675,000	30.62	6,574.32	235,008.50	271,030.56	-36,022.06	0.00	-36,022.06
<b>Total USD</b>			6,574.32	235,008.50	271,030.56	-36,022.06	0.00	-36,022.06
<b>Total Global Region</b>								
			6,574.32	235,008.50	271,030.56	-36,022.06	0.00	-36,022.06
<b>International Region - USD</b>								
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558								
	73,334,360	10.08	0.00	739,210.34	589,396.87	149,813.47	0.00	149,813.47
<b>Total USD</b>			0.00	739,210.34	589,396.87	149,813.47	0.00	149,813.47
<b>Total International Region</b>								
			0.00	739,210.34	589,396.87	149,813.47	0.00	149,813.47
<b>United States - USD</b>								
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665								
	3,403,880	21.25	0.00	72,332.45	54,510.46	17,821.99	0.00	17,821.99

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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
<b>Equity Securities</b>							
<b>Equity funds</b>							
<b>United States - USD</b>							
MFB NORTHERN MULTI-MANAGER GLOBAL LISTEDINFRASTRUCTURE FUND CUSIP 665162384							
9,981,720	12.29	0.00	122,675.33	124,221.27	-1,545.94	0.00	-1,545.94
MFB NORTHERN MULTI-MANAGER MID CAP FD CUSIP 665162574							
18,003,840	12.48	0.00	224,687.92	200,231.87	24,456.05	0.00	24,456.05
MFB NORTHERN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
6,358,260	9.74	0.00	61,929.45	58,718.46	3,210.99	0.00	3,210.99
<b>Total USD</b>		0.00	481,625.15	437,682.06	43,943.09	0.00	43,943.09
<b>Total United States</b>		0.00	481,625.15	437,682.06	43,943.09	0.00	43,943.09
<b>Total Equity Funds</b>		6,574.32	1,710,021.02	1,447,359.85	262,661.17	0.00	262,661.17
<b>Other equity</b>							
<b>United States - USD</b>							
AMERICAN TOWER CORP CUSIP 03027X100							
241,000	98.85	91.58	23,822.85	18,039.12	5,783.73	0.00	5,783.73
<b>Total USD</b>		91.58	23,822.85	18,039.12	5,783.73	0.00	5,783.73
<b>Total United States</b>		91.58	23,822.85	18,039.12	5,783.73	0.00	5,783.73
<b>Total Other Equity</b>		91.58	23,822.85	18,039.12	5,783.73	0.00	5,783.73
<b>Total Equity Securities</b>		8,583.09	3,140,806.78	2,393,119.78	747,687.00	0.00	747,687.00

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## ◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss		Total
						Translation		
<b>Fixed Income Securities</b>								
<b>Corporate/government</b>								
<b>United States - USD</b>								
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806								
171,723 200	10 40	0 00	1,785,921 28	1,739,424 94	46,496 34	0 00	0 00	46,496 34
Issue Date 25 Aug 08								
MFB NORTHIN HI YIELD FXD INC FD CUSIP 665162699								
83,821 770	7 08	0 00	593,458 13	536,574 26	56,883 87	0 00	0 00	56,883 87
Issue Date 25 Aug 08								
<b>Total USD</b>		0 00	<b>2,379,379 41</b>	<b>2,275,999 20</b>	<b>103,380 21</b>	<b>0 00</b>	<b>0 00</b>	<b>103,380 21</b>
<b>Total United States</b>		0 00	<b>2,379,379 41</b>	<b>2,275,999 20</b>	<b>103,380 21</b>	<b>0 00</b>	<b>0 00</b>	<b>103,380 21</b>
<b>Total Corporate/Government</b>		0 00	<b>2,379,379 41</b>	<b>2,275,999 20</b>	<b>103,380 21</b>	<b>0 00</b>	<b>0 00</b>	<b>103,380 21</b>
<b>255,544,970</b>								
<b>Other bonds</b>								
<b>United States - USD</b>								
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506								
10,037 000	24 29	185 38	243,798 73	254,522 53	-10,723 80	0 00	0 00	-10,723 80
Issue Date 07 Dec 12								
<b>Total USD</b>		185 38	<b>243,798 73</b>	<b>254,522 53</b>	<b>-10,723 80</b>	<b>0 00</b>	<b>0 00</b>	<b>-10,723 80</b>
<b>Total United States</b>		185 38	<b>243,798 73</b>	<b>254,522 53</b>	<b>-10,723 80</b>	<b>0 00</b>	<b>0 00</b>	<b>-10,723 80</b>
<b>Total Other Bonds</b>		185 38	<b>243,798 73</b>	<b>254,522 53</b>	<b>-10,723 80</b>	<b>0 00</b>	<b>0 00</b>	<b>-10,723 80</b>
<b>10,037,000</b>								
<b>Total Fixed Income Securities</b>		185 38	<b>2,623,178 14</b>	<b>2,530,521 73</b>	<b>92,656 41</b>	<b>0 00</b>	<b>0 00</b>	<b>92,656 41</b>
<b>265,581,970</b>								

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss		Total
								Translation		
<b>Real Estate</b>										
<b>Real estate funds</b>										
<b>Global Region - USD</b>										
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475										
		14,759,440	16.04	0.00	236,741.41	178,828.89	57,912.52	0.00	0.00	57,912.52
Total USD				0.00	236,741.41	178,828.89	57,912.52	0.00	0.00	57,912.52
Total Global Region				0.00	236,741.41	178,828.89	57,912.52	0.00	0.00	57,912.52
<b>Total Real Estate Funds</b>										
		14,759,440		0.00	236,741.41	178,828.89	57,912.52	0.00	0.00	57,912.52
Total Real Estate				0.00	236,741.41	178,828.89	57,912.52	0.00	0.00	57,912.52

## Cash and Short Term Investments

### Short term

USD - United States dollar										
			1.00	43.62	325,416.82	325,416.82	0.00	0.00	0.00	0.00
Total short term - all currencies				43.62	325,416.82	325,416.82	0.00	0.00	0.00	0.00
Total short term - all countries				43.62	325,416.82	325,416.82	0.00	0.00	0.00	0.00
<b>Total Short Term</b>										
		325,416.820		43.62	325,416.82	325,416.82	0.00	0.00	0.00	0.00
<b>Total Cash and Short Term Investments</b>										
		325,416.820		43.62	325,416.82	325,416.82	0.00	0.00	0.00	0.00

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## ◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Total	760,449.120		8,812.09	6,326,143.15	5,427,887.22	898,255.93	0.00	898,255.93

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