Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning , 2015, and ending , 20

Name of foundation: MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

A Employer identification number: 26-1595257

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 803878

Room/suite:

B Telephone number (see instructions): 312-630-6000

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 35,727,044.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)	12,294,383.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	869,574.	706,106.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	633,670.			
	b Gross sales price for all assets on line 6a 3,571,987.				
	7 Capital gain net income (from Part IV, line 2)		633,670.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	13,797,627.	1,339,776.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	121,576.	109,418.		12,158.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 2	2,145.	NONE	NONE	2,145.
	b Accounting fees (attach schedule) STMT 3	2,500.	1,250.	NONE	1,250.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	48,115.	26,480.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,162.	NONE	NONE	1,162.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	20.	5.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	175,518.	137,153.	NONE	16,730.
	25 Contributions, gifts, grants paid	1,016,000.			1,016,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,191,518.	137,153.	NONE	1,032,730.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	12,606,109.			
	b **Net investment income** (if negative, enter -0-)		1,202,623.		
	c **Adjusted net income** (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	332,227.	1,084,356.	1,084,356.
	2 Savings and temporary cash investments			
	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	14,065,424.	19,849,470.	18,003,882.
	c Investments - corporate bonds (attach schedule) . STMT 7	10,463,557.	15,889,017.	15,473,210.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 8	897,587.	999,070.	1,042,596.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ PRIVATE EQUITY CORE FUND VI)		105,256.	123,000.
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	25,758,795.	37,927,169.	35,727,044.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	25,758,795.	37,927,169.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	25,758,795.	37,927,169.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	25,758,795.	37,927,169.	

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	25,758,795.
2 Enter amount from Part I, line 27a	2	12,606,109.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	38,364,904.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	437,735.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	37,927,169.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,571,987.		2,938,317.	633,670.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				633,670.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 633,670.

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))
2014	807,518.	26,089,665.	0.030952
2013	333,376.	8,986,786.	0.037096
2012	150,973.	854,921.	0.176593
2011	902.	823,714.	0.001095
2010	90,642.	828,666.	0.109383

2	**Total** of line 1, column (d)	2	0.355119
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.071024
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	31,017,119.
5	Multiply line 4 by line 3	5	2,202,960.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,026.
7	Add lines 5 and 6	7	2,214,986.
8	Enter qualifying distributions from Part XII, line 4	8	1,032,730.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	24,052.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	24,052.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	24,052.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 19,527.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 6,000.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	25,527.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,475.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 1,475. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 10	10	X	

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no ▶ (312)630-6000

Located at ▶ P.O. BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

			Yes	No
16	At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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 2015)*	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 2015?	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)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . **6b** X

If "Yes" to 6b, file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY 6320 VENTURE DR., BRANDENTON, FL 34202	TRUSTEE 40	121,576.	-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
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	31,489,461.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	31,489,461.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	31,489,461.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	472,342.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,017,119.
6	**Minimum investment return.** Enter 5% of line 5	6	1,550,856.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	1,550,856.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	24,052.		
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	24,052.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	1,526,804.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	1,526,804.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	1,526,804.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,032,730.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,032,730.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,032,730.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				1,526,804.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			416,092.	
b Total for prior years 20 13 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010 ... NONE				
b From 2011 ... NONE				
c From 2012 ... NONE				
d From 2013 ... NONE				
e From 2014 ... NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 1,032,730.				
a Applied to 2014, but not more than line 2a			416,092.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2015 distributable amount				616,638.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2015 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016				910,166.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2011 ... NONE				
b Excess from 2012 ... NONE				
c Excess from 2013 ... NONE				
d Excess from 2014 ... NONE				
e Excess from 2015 ... NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
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 *Paid during the year*				
SEE STATEMENT 16				1,016,000.
Total ▶ 3a				1,016,000.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	869,574.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	633,670.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,503,244.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,503,244.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 09/08/2016 | Title: VICE PRESIDENT

THE NORTHERN TRUST COMPAN

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

Schedule of Contributors

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

OMB No 1545-0047

2015

Name of the organization	**Employer identification number**
MCCUNE FAMILY FOUNDATION UNDER AGREEMENT	26-1595257

Organization type (check one):

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

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

General Rule

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

Special Rules

☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

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

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling $5,000 or more during the year . . . . ▶ $ _______________

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

Name of organization
MCCUNE FAMILY FOUNDATION UNDER AGREEMENT

Employer identification number
26-1595257

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARY W MCCUNE IRREVOCABLE TRUST C/O THE NORTHERN TRUST COMPANY CHICAGO, IL 60680	$ 4,114,673.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions.)
2	MARY W MCCUNE IRREVOCABLE TRUST C/O THE NORTHERN TRUST COMPANY CHICAGO, IL 60680	$ 8,179,710.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
MCCUNE FAMILY FOUNDATION UNDER AGREEMENT	26-1595257

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	VARIOUS SECURITIES - SEE ATTACHED	$ 4,114,673.	07/01/2015
		$	
		$	
		$	
		$	
		$	

◆ Funding and Disbursement Detail

Security Receipts

Trade Date Settle Date Asset ID	Security Description Transaction description	Accrued Income	Market value	Cost	Transaction amount Cost on gain/loss	Realized gain/loss Market Translation	Total
01 Jul 15 01 Jul 15 CUSIP 38259P706	#REORG/GOOGLE NAME CHANGE ALPHABET 261LAC1 10-05-2015 Shares/PAR 90 000 90 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	46,845 90	35,673 45	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 38259P508	#REORG/GOOGLE NAME CHANGE ALPHABET 261NAD1 10-05-2015 Shares/PAR 63 000 63 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	34,022 52	21,381 86	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 740189105	#REORG/PRECISION CASTPARTS CORP COM CASH MERGER 01-29-2016 Shares/PAR 271 000 271 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	54,164 77	49,823 32	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 00507V109	ACTIVISION BLIZZARD INC COM STK Shares/PAR 1,300 000 1,300 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	31,473 00	25,901 97	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 025816109	AMERICAN EXPRESS CO Shares/PAR 500 000 500 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	38,860 00	27,856 67	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 03027X100	AMERICAN TOWER CORP Shares/PAR 400 000 400 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	37,316 00	40,680 00	0 00 0 00	0 00 0 00	0 00

◆ Funding and Disbursement Detail

Security Receipts

Trade Date Settle Date Asset ID	Security Description Transaction description	Accrued Income	Market value	Cost	Transaction amount Cost on gain/loss	Realized gain/loss Market Translation	Total
01 Jul 15 01 Jul 15 CUSIP 030420103	AMERICAN WTR WKS CO INC NEW COM Shares/PAR 460 000 460 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	22,369 80	16,837 53	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 031162100	AMGEN INC COM Shares/PAR 413 000 413 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	63,403 76	36,074 18	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 037411105	APACHE CORP COM Shares/PAR 500 000 500 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	28,815 00	37,805 00	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 037833100	APPLE INC COM STK Shares/PAR 1,200 000 1,200 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	150,510 00	101,772 53	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 071813109	BAXTER INTL INC COM Shares/PAR 900 000 900 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	62,937 00	65,314 84	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 067383109	C R BARD Shares/PAR 300 000 300 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	51,210 00	49,492 35	0 00 0 00	0 00 0 00	0 00

◆ Funding and Disbursement Detail

Security Receipts

Trade Date / Settle Date / Asset ID	Security Description / Transaction description	Accrued Income	Market value	Cost	Transaction amount Cost on gain/loss	Realized gain/loss Market Translation	Total
01 Jul 15 01 Jul 15 CUSIP 166764100	CHEVRON CORP COM Shares/PAR 300 000 300 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	28,941 00	33,232 50	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 172967424	CITIGROUP INC COM NEW COM NEW Shares/PAR 1,600 000 1,600 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	88,384 00	86,368 80	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 191216100	COCA COLA CO COM Shares/PAR 600 000 600 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	23,538 00	22,270 00	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 22160K105	COSTCO WHOLESALE CORP NEW COM Shares/PAR 300 000 300 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	40,518 00	29,300 00	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 126650100	CVS HEALTH CORP COM Shares/PAR 600 000 600 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	62,928 00	27,757 80	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 235851102	DANAHER CORP COM Shares/PAR 900 000 900 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	77,031 00	47,130 01	0 00 0 00	0 00 0 00	0 00

◆ Funding and Disbursement Detail

Security Receipts

Trade Date / Settle Date / Asset ID	Security Description / Transaction description	Accrued Income	Market value	Cost	Transaction amount / Cost on gain/loss	Realized gain/loss Market Translation	Total
01 Jul 15 01 Jul 15 CUSIP 253393102	DICKS SPORTING GOODS INC OC-COM Shares/PAR 1,000 000 1,000 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	51,770 00	45,789 47	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP G29183103	EATON CORP PLC COM USD0 50 Shares/PAR 812 000 812 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	54,801 88	43,239 15	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 268648102	EMC CORP COM Shares/PAR 2,109 000 2,109 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	55,656 51	51,412 58	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 30161N101	EXELON CORP COM Shares/PAR 600 000 600 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	18,852 00	21,780 00	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 30219G108	EXPRESS SCRIPTS HLDG CO COM Shares/PAR 774 000 774 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	68,839 56	47,037 26	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 30231G102	EXXON MOBIL CORP COM Shares/PAR 112 000 112 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	9,318 40	10,156 91	0 00 0 00	0 00 0 00	0 00

◆ Funding and Disbursement Detail

Security Receipts

Trade Date Settle Date Asset ID	Security Description Transaction description	Accrued Income	Market value	Cost	Transaction amount Cost on gain/loss	Realized gain/loss Market Translation	Total
01 Jul 15 01 Jul 15 CUSIP 30231G102	EXXON MOBIL CORP COM Shares/PAR 686 000 686 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	57,075 20	62,211 05	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 354613101	FRKLN RES INC COM Shares/PAR 945 000 945 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	46,333 35	40,170 90	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 369604103	GENERAL ELECTRIC CO Shares/PAR 1,900 000 1,900 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	50,483 00	40,320 76	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 437076102	HOME DEPOT INC COM Shares/PAR 600 000 600 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	66,678 00	36,768 00	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 45866F104	INTERCONTINENTAL EXCHANGE INC COM Shares/PAR 211 000 211 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	47,181 71	27,652 26	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 46625H100	JPMORGAN CHASE & CO COM Shares/PAR 1,399 000 1,399 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	94,796 24	57,921 49	0 00 0 00	0 00 0 00	0 00

◆ Funding and Disbursement Detail

Security Receipts

Trade Date / Settle Date / Asset ID	Security Description / Transaction description	Accrued Income	Market value	Cost	Transaction amount / Cost on gain/loss	Realized gain/loss / Market / Translation	Total
01 Jul 15 01 Jul 15 CUSIP 580135101	MC DONALDS CORP COM Shares/PAR 521 000 521 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	49,531 47	45,327 00	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 33939L803	MFC FLEXSHARES TR MORNINGSTAR DEVELOPED MARKETS EX US FACTOR TILT INDEX FD Shares/PAR 11,600 000 11,600 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	706,208 00	752,318 00	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 33939L407	MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD Shares/PAR 13,500 000 13,500 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	401,760 00	502,895 25	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 33939L506	MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD Shares/PAR 18,689 000 18,689 00 PAR RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	459,001 84	469,459 09	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 609207105	MONDELEZ INTL INC COM Shares/PAR 1,200 000 1,200 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	49,368 00	42,027 83	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 637071101	NATIONAL OILWELL VARCO COM STK Shares/PAR 587 000 587 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	28,340 36	39,863 83	0 00 0 00	0 00 0 00	0 00

◆ Funding and Disbursement Detail

Security Receipts

Trade Date / Settle Date / Asset ID	Security Description / Transaction description	Accrued Income	Market value	Cost	Transaction amount / Cost on gain/loss	Realized gain/loss Market / Translation	Realized gain/loss Total
01 Jul 15 01 Jul 15 CUSIP 654106103	NIKE INC CL B Shares/PAR 472 000 472 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	50,985 44	21,507 86	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 655844108	NORFOLK SOUTHN CORP COM Shares/PAR 300 000 300 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	26,208 00	18,789 01	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 670346105	NUCOR CORP COM Shares/PAR 751 000 751 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	33,096 57	33,394 73	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 68389X105	ORACLE CORP COM Shares/PAR 1,528 000 1,528 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	61,578 40	47,421 48	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 717081103	PFIZER INC COM Shares/PAR 1,500 000 1,500 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	50,295 00	35,652 60	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 742718109	PROCTER & GAMBLE COM NPV Shares/PAR 432 000 432 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	33,799 68	31,773 69	0 00 0 00	0 00 0 00	0 00

◆ Funding and Disbursement Detail

Security Receipts

Trade Date / Settle Date / Asset ID	Security Description / Transaction description	Accrued Income	Market value	Cost	Transaction amount / Cost on gain/loss	Realized gain/loss Market Translation	Realized gain/loss Total
01 Jul 15 01 Jul 15 CUSIP 747525103	QUALCOMM INC COM Shares/PAR 700 000 700 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	43,841 00	41,126 17	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 79466L302	SALESFORCE COM INC COM STK Shares/PAR 600 000 600 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	41,778 00	34,501 92	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 806857108	SCHLUMBERGER LTD COM COM Shares/PAR 638 000 638 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	54,989 22	47,560 31	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 855244109	STARBUCKS CORP COM Shares/PAR 1,410 000 1,410 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	75,597 15	32,189 71	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 88076W103	TERADATA CORP DEL COM STK Shares/PAR 600 000 600 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	22,200 00	25,940 31	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 90130A101	TWENTY-FIRST CENTURY FOX INC CL A Shares/PAR 800 000 800 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	26,036 00	26,368 00	0 00 0 00	0 00 0 00	0 00

◆ Funding and Disbursement Detail

Security Receipts

Trade Date / Settle Date / Asset ID	Security Description / Transaction description	Accrued Income	Market value	Cost	Transaction amount Cost on gain/loss	Realized gain/loss Market Translation	Realized gain/loss Total
01 Jul 15 01 Jul 15 CUSIP 91324P102	UNITEDHEALTH GROUP INC COM Shares/PAR 686 000 686 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	83,692 00	37,481 29	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 918204108	V F CORP COM Shares/PAR 400 000 400 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	27,896 00	15,636 00	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 92343V104	VERIZON COMMUNICATIONS COM Shares/PAR 526 000 526 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	24,516 86	23,510 45	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 254687106	WALT DISNEY CO Shares/PAR 500 000 500 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	57,070 00	25,011 25	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 949746101	WELLS FARGO & CO NEW COM STK Shares/PAR 1,745 000 1,745 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	98,138 80	59,222 39	0 00 0 00	0 00 0 00	0 00
01 Jul 15 01 Jul 15 CUSIP 98956P102	ZIMMER BIOMET HLDGS INC COM Shares/PAR 400 000 400 00 SHARES RECEIVED FROM TRUST ACCOUNT #02-17022 MCCUNE IRR TR MARY #02-17022 PER PLAN OF DIVISION DATED 06-22-2015	0 00	43,692 00	45,322 08	0 00 0 00	0 00 0 00	0 00
Total security receipts		**0 00**	**4,114,673.39**	**3,693,432.89**	**0.00** **0.00**	**0.00** **0.00**	**0.00**

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	726,271.	726,271.
MUNICIPAL INTEREST	2,148.	
ACCRUED/DEFERRED INCOME	157,214.	
RETURN OF CAPITAL	4,106.	
INCOME FROM QP VI, LP	-20,165.	-20,165.
TOTAL	869,574.	706,106.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GREENE HAMRICK QUINLAN & SCHER	2,145.			2,145.
TOTALS	2,145.	NONE	NONE	2,145.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,500.	1,250.		1,250.
TOTALS	2,500.	1,250.	NONE	1,250.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRIOR YEAR TAX	2,108.	
ESTIMATED TAX	19,527.	
FOREIGN TAX	26,480.	26,480.
TOTALS	48,115.	26,480.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
IL AG FILING FEE	15.		15.
CLASS ACTION CHARGE	5.	5.	
TOTALS	20.	5.	15.

MCCUNE FAMILY FOUNDATION UNDER AGREEMENT 26-1595257

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		19,849,470.	18,003,882.
	TOTALS	19,849,470.	18,003,882.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		15,889,017.	15,473,210.
	TOTALS	15,889,017.	15,473,210.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C		999,070.	1,042,596.
	TOTALS		999,070.	1,042,596.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TRANSFERRED SECURITIES UNREALIZED GAIN	421,241.
RETURN OF CAPITAL	3,333.
OMEGA ADJUSTMENT	7,852.
OTHER RECEIPTS/DISBURSEMENTS	5,309.
TOTAL	437,735.

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

NAME AND ADDRESS

MARY W MCCUNE IRREVOCABLE TRUST
C/O THE NORTHERN TRUST COMPANY
CHICAGO, IL 60680

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

RECIPIENT NAME:
MOTE MARINE LABORATORY
ADDRESS:
1600 KEN THOMPSON
SARASOTA, FL 34236
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SOUTHEASTERN GUIDE DOGS, INC
ADDRESS:
4210 77TH STREET EAST
PALMETTO, FL 34221-9270
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR SCHOLARSHIPS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 250,000.

RECIPIENT NAME:
CREATE YOUR DREAMS, INC
ADDRESS:
887 W MARIETTA STREET
ATLANTA, GA 30318
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CHILD PROTECTION CENTER , INC
ADDRESS:
720 SOUTH ORANGE AVE
SARASOTA, FL 34236
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
FLORIDA SHERIFFS YOUTH RANCHES, INC
ADDRESS:
P.O. BOX 2000
BOYS RANCH, FL 32064
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 200,000.

RECIPIENT NAME:
MANATEE YOUTH FOR CHRIST
ADDRESS:
1901 30TH AVE W
BRADENTON, FL 34205
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
TEEN COURT OF SARASOTA
ADDRESS:
101 S WASHINGTON BLVD.
SARASOTA, FL 34236
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
PET PARTNERS
ADDRESS:
875 124TH AVE NE#101
BELLEVUE, WA 98005
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
LOWRY PARK ZOO
ADDRESS:
1101 W SLIGH AVE
TAMPA, FL 33604
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
MANATEE HOSPITAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
CHALLENGED CHILD & FRIENDS
ADDRESS:
2360 MURPHY BLVD
GAINESVILLE, GA 30504
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FLORIDA CENTER FOR EARLY
CHILDHOOD
ADDRESS:
4620 17TH STREET
SARASOTA, FL 34235
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
MANATEE COUNTY GIRLS CLUB
ADDRESS:
1011 21ST ST E
BRADENTON, FL 34208
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
NEW HORIZONS OF SW FLORIDA
ADDRESS:
25300 BERNWOOD DR
BONITA SPRINGS, FL 34135
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
SOUTH FLORIDA MUSEUM
ADDRESS:
201 10TH ST W.
BRADENTON, FL 34205
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
TAKE STOCK IN CHILDREN
ADDRESS:
P.O. BOX 48186
SARASOTA, FL 34230
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

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

RECIPIENT NAME:
ACADEMY PREP CENTER OF
TAMPA INC.
ADDRESS:
1407 E COLUMBUS DR.
TAMPA, FL 33605
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
H.O.P.E. PARK
ADDRESS:
2680 HWY 42 N
MCDONOUGH, GA 30253
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR PLAYGROUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 41,000.

TOTAL GRANTS PAID: 1,016,000.

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
Emerging Markets Region - USD							
MFC FLEXSHARES TR MORNINGSTAR EMERG MKTSFACT CUSIP 33939L308							
49,221 000	41 72	0 00	2,053,500 12	2,443,254 47	-389,754 35	0 00	-389,754 35
Total USD		0 00	2,053,500 12	2,443,254 47	-389,754 35	0 00	-389,754 35
Total Emerging Markets Region		0 00	2,053,500 12	2,443,254 47	-389,754 35	0 00	-389,754 35
Europe Region - USD							
MFC FLEXSHARES TR STOXX GLOBAL BROADINFRASTRUCTURE INDEX CUSIP 33939L795							
23,880 000	41 13	0 00	982,184 40	1,073,377 34	-91,192 94	0 00	-91,192 94
Total USD		0 00	982,184 40	1,073,377 34	-91,192 94	0 00	-91,192 94
Total Europe Region		0 00	982,184 40	1,073,377 34	-91,192 94	0 00	-91,192 94
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBALUPSTREAM NAT RES IND CUSIP 33939L407							
66,714 000	22 25	0 00	1,484,386 50	2,148,163 19	-663,776 69	0 00	-663,776 69
Total USD		0 00	1,484,386 50	2,148,163 19	-663,776 69	0 00	-663,776 69
Total Global Region		0 00	1,484,386 50	2,148,163 19	-663,776 69	0 00	-663,776 69
International Region - USD							
MFC FLEXSHARES TR MORNINGSTAR DEVELOPEDMARKETS EX US FACTOR CUSIP 33939L803							
109,130 000	55 18	0 00	6,021,793 40	6,795,122 19	-773,328 79	0 00	-773,328 79
Total USD		0 00	6,021,793 40	6,795,122 19	-773,328 79	0 00	-773,328 79
Total International Region		0 00	6,021,793 40	6,795,122 19	-773,328 79	0 00	-773,328 79
United States - USD							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
United States - USD							
MFC FLEXSHARES TR MORNINGSTAR US MKTFACTOR TILT INDEX FD CUSIP 33939L100							
89,120 000	83 73	147,601 43	7,462,017 60	7,389,552 38	72,465 22	0 00	72,465 22
Total USD		147,601 43	7,462,017 60	7,389,552 38	72,465 22	0 00	72,465 22
Total United States		147,601 43	7,462,017 60	7,389,552 38	72,465 22	0 00	72,465 22
Total Equity Funds							
338,065.000		**147,601 43**	**18,003,882.02**	**19,849,469.57**	**-1,845,587.55**	**0.00**	**-1,845,587.55**
Total Equity Securities							
338,065.000		**147,601.43**	**18,003,882 02**	**19,849,469.57**	**-1,845,587.55**	**0.00**	**-1,845,587.55**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHN FDS CORE BD FD CUSIP 665162376							
393,145 160	10 19	0 00	4,006,149 18	4,058,184 27	-52,035 09	0 00	-52,035 09
MFB NORTHN FDS SHORT BD FD CUSIP 665162368							
424,924 600	18 76	0 00	7,971,585 49	8,102,782 61	-131,197 12	0 00	-131,197 12
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
192,778 330	6 48	0 00	1,249,203 57	1,430,067 84	-180,864 27	0 00	-180,864 27
Issue Date 25 Aug 08							
Total USD		0 00	13,226,938 24	13,591,034 72	-364,096 48	0 00	-364,096 48

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
Total United States		0 00	13,226,938 24	13,591,034 72	-364,096 48	0 00	-364,096 48
Total Corporate/Government							
1,010,848.090		**0.00**	**13,226,938.24**	**13,591,034.72**	**-364,096.48**	**0 00**	**-364,096 48**
Other bonds							
United States - USD							
MFC FLEXSHARES TR READY ACCESS VARINCOME FD CUSIP 33939L886							
10,032 000	75 1019	957 05	753,422 26	756,817 45	-3,395 19	0 00	-3,395 19
Issue Date 07 Dec 12							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGETDURATION TIPS INDEX CUSIP 33939L506							
61,739 000	24 18	0 00	1,492,849 02	1,541,164 84	-48,315 82	0 00	-48,315 82
Issue Date 07 Dec 12							
Total USD		957 05	2,246,271 28	2,297,982 29	-51,711 01	0 00	-51,711 01
Total United States		957 05	2,246,271 28	2,297,982 29	-51,711 01	0 00	-51,711 01
Total Other Bonds							
71,771.000		**957.05**	**2,246,271.28**	**2,297,982 29**	**-51,711.01**	**0 00**	**-51,711 01**
Total Fixed Income Securities							
1,082,619.090		**957 05**	**15,473,209 52**	**15,889,017 01**	**-415,807.49**	**0 00**	**-415,807 49**

Private Equity

Private equity

United States - USD

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Private Equity							
Private equity							
United States - USD							
PRIVATE EQUITY CORE FUND (QP) VI LP CUSIP 9923ES990							
123,000 000	123,000 00	0 00	123,000 00	123,000 00	0 00	0 00	0 00
Total USD		0 00	123,000 00	123,000 00	0 00	0 00	0 00
Total United States		0 00	123,000 00	123,000 00	0 00	0 00	0 00
Total Private Equity **123,000.000**		**0.00**	**123,000.00**	**123,000.00**	**0.00**	**0.00**	**0.00**
Total Private Equity **123,000.000**		**0 00**	**123,000.00**	**123,000.00**	**0.00**	**0 00**	**0.00**
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATEINDEX FD CUSIP 665162541							
107,929 190	9 66	0 00	1,042,595 97	999,070 08	43,525 89	0 00	43 525 89
Total USD		0 00	1,042,595 97	999,070 08	43,525 89	0 00	43,525 89
Total United States		0 00	1,042,595 97	999,070 08	43,525 89	0 00	43,525 89
Total Real Estate Funds **107,929.190**		**0.00**	**1,042,595.97**	**999,070.08**	**43,525 89**	**0.00**	**43,525.89**
Total Real Estate **107,929.190**		**0.00**	**1,042,595.97**	**999,070 08**	**43,525.89**	**0.00**	**43,525.89**

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Short Term Investments							
Short term							
USD - United States dollarMARKET FUND							
	1 00	18 38	1,084,356 12	1,084,356 12	0 00	0 00	0 00
Total short term - all currencies		18 38	1,084,356 12	1,084,356 12	0 00	0 00	0 00
Total short term - all countries		18 38	1,084,356 12	1,084,356 12	0 00	0 00	0 00
Total Short Term **1,084,356.120**		**18.38**	**1,084,356.12**	**1,084,356.12**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments **1,084,356.120**		**18.38**	**1,084,356 12**	**1,084,356 12**	**0.00**	**0.00**	**0.00**
Total **2,735,969.400**		**148,576.86**	**35,727,043.63**	**37,944,912.78**	**-2,217,869.15**	**0.00**	**-2,217,869.15**