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 THE VANN FAMILY FOUNDATION, INC.	A Employer identification number 35-2008538
Number and street (or P O box number if mail is not delivered to street address) 11008 CARNOUSTIE LANE — Room/suite	B Telephone number (see instructions) 260-341-4777
City or town, state or province, country, and ZIP or foreign postal code FORT WAYNE, IN 46814	C If exemption application is pending, check here ▶ [ ]

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [X] 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)* ▶ $ 7,593,965.

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)	1,340,152.			
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	160,880.	160,862.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	504,101.			
b	Gross sales price for all assets on line 6a 3,416,388.				
7	Capital gain net income (from Part IV, line 2)		504,101.		
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)	4,407.			STMT 2
12	**Total** Add lines 1 through 11	2,009,540.	664,963.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 3	2,500.	1,250.	NONE	1,250.
c	Other professional fees (attach schedule) STMT 4	42,074.	42,074.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	22,938.	1,919.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	4,275.	NONE	NONE	4,275.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule)				
24	**Total operating and administrative expenses.** Add lines 13 through 23	71,787.	45,243.	NONE	5,525.
25	Contributions, gifts, grants paid	264,615.			264,615.
26	**Total expenses and disbursements** Add lines 24 and 25	336,402.	45,243.	NONE	270,140.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	1,673,138.			
b	**Net investment income** (if negative, enter -0-)		619,720.		
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			
	2	Savings and temporary cash investments	59,521.	239,659.	239,659.
	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	4,042,332.	5,566,686.	6,717,361.
	c	Investments - corporate bonds (attach schedule) STMT 7	1,039,928.	529,657.	517,183.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	100,000.	100,000.	119,762.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	5,241,781.	6,436,002.	7,593,965.
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	5,241,781.	6,436,002.	
	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)	5,241,781.	6,436,002.	
	31	Total liabilities and net assets/fund balances (see instructions)	5,241,781.	6,436,002.	

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	5,241,781.
2	Enter amount from Part I, line 27a	2	1,673,138.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,914,919.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	478,917.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,436,002.

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	3,416,388.		2,912,287.	504,101.
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				504,101.
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	504,101.
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	233,190.	5,714,941.	0.040804
2013	200,932.	4,724,925.	0.042526
2012	204,808.	4,135,864.	0.049520
2011	202,742.	4,240,760.	0.047808
2010	185,017.	4,075,114.	0.045402

2	**Total** of line 1, column (d)	2	0.226060
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	0.045212
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5	4	5,404,963.
5	Multiply line 4 by line 3	5	244,369.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,197.
7	Add lines 5 and 6	7	250,566.
8	Enter qualifying distributions from Part XII, line 4	8	270,140.

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 ▶ [X] and enter 1% of Part I, line 27b	1	6,197.
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	6,197.
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	6,197.
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015 — 6a: 13,010.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	13,010.
8	Enter any **penalty** for underpayment of estimated tax Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	6,813.
11	Enter the amount of line 10 to be **Credited to 2016 estimated tax** ▶ 6,813. **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) ▶ IN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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) STMT 11	12	X	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SHERRY S. CONNOLLY Telephone no ▶ (260)341-4777

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

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

			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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] 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 [X] No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) . . . . . . [ ] Yes [X] 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 [X] 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 [X] 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 [X] No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12				

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

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

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 THE FOUNDATION'S ONLY DIRECT ACTIVITY DURING THE YEAR WAS CASH GRANTS TO PUBLIC CHARITIES. THE FOUNDATION INCURRED NO DIRECT EXPENSES FOR THE ACTIVITY.	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	5,487,272.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,487,272.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,487,272.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,309.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,404,963.
6	**Minimum investment return.** Enter 5% of line 5	6	270,248.

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	270,248.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	6,197.		
b	Income tax for 2015. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	6,197.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	264,051.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	264,051.
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	264,051.

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	270,140.
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	270,140.
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	6,197.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	263,943.

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				264,051.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			259,891.	
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 ▶ $ 270,140.				
a Applied to 2014, but not more than line 2a			259,891.	
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				10,249.
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				253,802.
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))

SEE STATEMENT 14

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

N/A

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

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

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

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information *(continued)*

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
JUNIOR ACHIEVEMENT OF NORTHERN INDIANA FND. FORT WAYNE IN	NONE	PUBLIC CHA	GENERAL	5,000.
VERA BRADLEY FOUNDATION FORT WAYNE IN	NONE	PUBLIC CHA	GENERAL	5,000.
DAVIDSON COLLEGE DAVIDSON NC	NONE	PUBLIC CHA	VANN CENTER FOR ETHICS 2015-2016	22,000.
MAYO CLINIC ROCHESTER MN	NONE	PUBLIC CHA	GENERAL	65,000.
UNIVERSITY OF ST. FRANCIS FORT WAYNE IN	NONE	PUBLIC CHA	GENERAL	5,000.
WREATHS ACROSS AMERICA INDIANAPOLIS IN	NONE	PUBLIC CHA	GENERAL	2,000.
THE GOLDEN STAR MOTHERS WASHINGTON DC	NONE	PUBLIC CHA	GENERAL	2,000.
THE SEEING EYE, INC MORRISTOWN NJ	NONE	PUBLIC CHA	GENERAL	1,000.
THE FOUNDATION FOR THE CAROLINAS FORT WAYNE IN	DONOR ADVISED FUND F	PUBLIC CHA	THE LEE & JIM VANN DONOR ADVISED FUND	157,615.
Total . . . . ▶ **3a**				264,615.
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	160,880.	
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	504,101.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFERRED INCOME			14	4,407.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				669,388.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 669,388.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] 4/28/17 ▶ 4/28/17

Signature of officer or trustee Date Title SEC/TRES

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Meredith Glenn	Meredith Glenn	4/18/17		P01613626
Firm's name ▶ THE NORTHERN TRUST COMPANY			Firm's EIN ▶ 36-1561860	
Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680			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
THE VANN FAMILY FOUNDATION, INC.	35-2008538

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: THE VANN FAMILY FOUNDATION, INC.

Employer identification number: 35-2008538

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	JAMES M. VANN 3607 CYPRESS CLUB DRIVE CHARLOTTE, NC 28210	$ 1,340,152.	Person [X] Payroll [ ] Noncash [X] (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)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization: THE VANN FAMILY FOUNDATION, INC.

Employer identification number: 35-2008538

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 SHARES OF COMMON STOCK	$ 882,152.	12/14/2015

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

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

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

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

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

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		160,880.	160,862.
	TOTAL	160,880.	160,862.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME	4,407.
TOTALS	4,407.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	42,074.	42,074.
TOTALS	42,074.	42,074.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAXES	21,019.	
FOREIGN TAXES	1,919.	1,919.
TOTALS	22,938.	1,919.

THE VANN FAMILY FOUNDATION, INC. 35-2008538

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		5,566,686.	6,717,361.
	TOTALS	5,566,686.	6,717,361.

THE VANN FAMILY FOUNDATION, INC. 35-2008538

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		529,657.	517,183.
	TOTALS	529,657.	517,183.

THE VANN FAMILY FOUNDATION, INC. 35-2008538

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	100,000.	119,762.
TOTALS		100,000.	119,762.

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

DESCRIPTION	AMOUNT
COST ADJUSTMENT	635.
EXCESS FMV OVER COST ON SECURITIES RECD	478,282.
TOTAL	478,917.

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

NAME AND ADDRESS

JAMES M. VANN
3607 CYPRESS CLUB DRIVE
CHARLOTTE, NC 28210

FORM 990PF, PART VII-A, LINE 12 EXPLANATION

THE DISTRIBUTION IS TREATED AS A QUALIFYING DISTRIBUTION. IN 2015, THE VANN FAMILY FOUNDATION MADE A GRANT TO THE FOUNDATION FOR THE CAROLINAS IN CHARLOTTE, NORTH CAROLINA, WHICH IS ADMINISTERED BY ROSALIND M. TAYLOR, VICE PRESIDENT, CENTER FOR PERSONAL PHILANTHROPY . THIS GRANT WAS ISSUED TO CONTINUE SUPPORT FOR THE LEE AND JIM VANN DONOR ADVISED FUND. THIS FUND WAS ESTABLISHED IN 2015. THERE WERE NO GRANTS DISTRIBUTED OUT OF THE LEE AND JIM VANN DONOR ADVISED FUND IN 2015.

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

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

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

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

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

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

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

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

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

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

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

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

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
#REORG/SPECTRA STOCK MERGER ENBRIDGE INC C 2307592 02-27-201 CUSIP 847560109							
1,196 000	23 94	0 00	28,632 24	42,664 32	-14,032 08	0 00	-14,032 08
3M CO COM CUSIP 88579Y101							
291 000	150 64	0 00	43,836 24	43,202 42	633 82	0 00	633 82
ABBOTT LAB COM CUSIP 002824100 ABT							
577 000	44 91	0 00	25,913 07	18,524 64	7,388 43	0 00	7,388 43
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
668 000	59 24	0 00	39,572 32	39,079 35	492 97	0 00	492 97
ALTRIA GROUP INC COM CUSIP 02209S103 MO							
483 000	58 21	272 89	28,115 43	22,167 57	5,947 86	0 00	5,947 86
AMAZON COM INC COM CUSIP 023135106							
150 000	675 89	0 00	101,383 50	13,556 40	87,827 10	0 00	87,827 10
ANALOG DEVICES INC COM CUSIP 032654105							
433 000	55 32	0 00	23,953 56	24,385 32	-431 76	0 00	-431 76
APPLE INC COM STK CUSIP 037833100 AAPL							
600 000	105 26	0 00	63,156 00	34,977 10	28,178 90	0 00	28,178 90
AUTODESK INC COM CUSIP 052769106							
1,200 000	60 93	0 00	73,116 00	53,475 00	19,641 00	0 00	19,641 00

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
207 000	84 72	109 71	17,537 04	15,856 60	1,680 44	0 00	1,680 44
BB&T CORP COM CUSIP 054937107 BBT							
843 000	37 81	0 00	31,873 83	32,553 30	-679 47	0 00	-679 47
BLACKROCK INC COM STK CUSIP 09247X101							
107 000	340 52	0 00	36,435 64	35,765 13	670 51	0 00	670 51
BOEING CO COM CUSIP 097023105							
340 000	144 59	0 00	49,160 60	24,337 82	24,822 78	0 00	24,822 78
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
1,000 000	68 79	380 00	68,790 00	37,029 89	31,760 11	0 00	31,760 11
CELGENE CORP COM CUSIP 151020104 CELG							
1,000 000	119 76	0 00	119,760 00	27,585 00	92,175 00	0 00	92,175 00
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
3,767 000	27 155	0 00	102,292 88	83,258 74	19,034 14	0 00	19,034 14
COCA COLA CO COM CUSIP 191216100							
492 000	42 96	0 00	21,136 32	19,634 73	1,501 59	0 00	1,501 59
DANAHER CORP COM CUSIP 235851102 DHR							
1,000 000	92 88	135 00	92,880 00	17,822 50	75,057 50	0 00	75,057 50

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
EMERSON ELECTRIC CO COM CUSIP 291011104							
603 000	47 83	0 00	28,841 49	36,528 71	-7,687 22	0 00	-7,687 22
EVEREST RE GROUP COM CUSIP G3223R108 RE							
200 000	183 09	0 00	36,618 00	13,710 00	22,908 00	0 00	22,908 00
FASTENAL CO COM CUSIP 311900104							
671 000	40 82	0 00	27,390 22	28,692 05	-1,301 83	0 00	-1,301 83
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
413 000	40 94	0 00	16,908 22	19,211 42	-2,303 20	0 00	-2,303 20
GENERAL ELECTRIC CO CUSIP 369604103 GE							
1,004 000	31 15	230 92	31,274 60	26,186 70	5,087 90	0 00	5,087 90
GENERAL MILLS INC COM CUSIP 370334104							
1,200 000	57 66	0 00	69,192 00	43,030 44	26,161 56	0 00	26,161 56
GENUINE PARTS CO COM CUSIP 372460105							
420 000	85 89	258 30	36,073 80	15,863 37	20,210 43	0 00	20,210 43
HASBRO INC COM CUSIP 418056107							
317 000	67 36	0 00	21,353 12	19,338 69	2,014 43	0 00	2,014 43
HOME DEPOT INC COM CUSIP 437076102 HD							
330 000	132 25	0 00	43,642 50	37,830 84	5,811 66	0 00	5,811 66

Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

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
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
1,272 000	102 72	0 00	130,659 84	96,034 83	34,625 01	0 00	34,625 01
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
663 000	66 03	0 00	43,777 89	40,594 46	3,183 43	0 00	3,183 43
KELLOGG CO COM USD0 25 CUSIP 487836108 K							
500 000	72 27	0 00	36,135 00	24,445 00	11,690 00	0 00	11,690 00
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
1,046 000	127 30	1,184 48	133,155 80	80,175 88	52,979 92	0 00	52,979 92
LOCKHEED MARTIN CORP COM CUSIP 539830109							
148 000	217 15	0 00	32,138 20	26,289 39	5,848 81	0 00	5,848 81
LOWES COS INC COM CUSIP 548661107 LOW							
1,100 000	76 04	0 00	83,644 00	15,064 50	68,579 50	0 00	68,579 50
LYONDELLBASELL IND N V COM USD0 01 CL'A' CUSIP N53745100							
277 000	86 90	0 00	24,071 30	29,421 70	-5,350 40	0 00	-5,350 40
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101							
620 000	38 00	0 00	23,560 00	19,726 43	3,833 57	0 00	3,833 57
MERCK & CO INC NEW COM CUSIP 58933Y105							
647 000	52 82	297 62	34,174 54	36,458 84	-2,284 30	0 00	-2,284 30

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
MICROSOFT CORP COM CUSIP 594918104 MSFT							
952 000	55 48	0 00	52,816 96	43,160 31	9,656 65	0 00	9,656 65
NEXTERA ENERGY INC COM CUSIP 65339F101							
360 000	103 89	0 00	37,400 40	36,159 75	1,240 65	0 00	1,240 65
NORFOLK SOUTHN CORP COM CUSIP 655844108 NSC							
824 000	84 59	0 00	69,702 16	56,961 21	12,740 95	0 00	12,740 95
OCCIDENTAL PETROLEUM CORP CUSIP 674599105 OXY							
512 000	67 61	384 00	34,616 32	36,517 16	-1,900 84	0 00	-1,900 84
PAYCHEX INC COM CUSIP 704326107							
905 000	52 89	0 00	47,865 45	41,244 15	6,621 30	0 00	6,621 30
PEPSICO INC COM CUSIP 713448108							
1,130 000	99 92	793 82	112,909 60	85,259 50	27,650 10	0 00	27,650 10
PFIZER INC COM CUSIP 717081103							
1,209 000	32 28	0 00	39,026 52	40,570 28	-1,543 76	0 00	-1,543 76
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
152 000	87 91	155 04	13,362 32	12,742 69	619 63	0 00	619 63
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105 PNC							
385 000	95 31	0 00	36,694 35	34,077 67	2,616 68	0 00	2,616 68

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
QUALCOMM INC COM CUSIP 747525103 QCOM							
363 000	49 985	0 00	18,144 55	26,350 56	-8,206 01	0 00	-8,206 01
RAYTHEON CO USD0 01 CUSIP 755111507							
150 000	124 53	0 00	18,679 50	6,958 41	11,721 09	0 00	11,721 09
ROBERT HALF INTL INC COM CUSIP 770323103 RHI							
1,000 000	47 14	0 00	47,140 00	13,043 53	34,096 47	0 00	34,096 47
SMUCKER J M CO COM NEW CUSIP 832696405 SJM							
135 000	123 34	0 00	16,650 90	15,927 83	723 07	0 00	723 07
STRYKER CORP CUSIP 863667101							
700 000	92 94	266 00	65,058 00	9,619 31	55,438 69	0 00	55,438 69
T ROWE PRICE GROUP INC CUSIP 74144T108							
331 000	71 49	0 00	23,663 19	26,921 80	-3,258 61	0 00	-3,258 61
TARGET CORP COM STK CUSIP 87612E106							
313 000	72 61	0 00	22,726 93	26,497 48	-3,770 55	0 00	-3,770 55
TIME WARNER INC USD0 01 CUSIP 887317303							
1,320 000	64 67	0 00	85,364 40	40,702 66	44,661 74	0 00	44,661 74
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
650 000	96 07	0 00	62,445 50	47,454 91	14,990 59	0 00	14,990 59

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
UNITEDHEALTH GROUP INC COM CUSIP 91324P102 UNH							
1,325 000	117 64	0 00	155,873 00	68,250 62	87,622 38	0 00	87,622 38
WALGREENS BOOTS ALLIANCE INC COM CUSIP 931427108							
1,695 000	85 155	0 00	144,337 72	59,764 39	84,573 33	0 00	84,573 33
WEC ENERGY GROUP INC COM CUSIP 92939U106							
647 000	51 31	0 00	33,197 57	30,106 28	3,091 29	0 00	3,091 29
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
1,500 000	54 36	0 00	81,540 00	45,235 00	36,305 00	0 00	36,305 00
Total USD		4,467 78	3,039,370 53	1,998,004 58	1,041,365 95	0 00	1,041,365 95
Total United States		4,467 78	3,039,370 53	1,998,004 58	1,041,365 95	0 00	1,041,365 95
Total Common Stock							
42,343.000		**4,467.78**	**3,039,370.53**	**1,998,004.58**	**1,041,365.95**	**0.00**	**1,041,365.95**
Equity funds							
International Region - USD							
MFC ISHARES TR MSCI EAFE ETF CUSIP 464287465							
8,300 000	58 75	0 00	487,625 00	473,531 91	14,093 09	0 00	14,093 09
MFC VANGUARD INTL EQUITY INDEX FDSVANGUARD FTSE ALL WO CUSIP 922042775							
5,475 000	43 41	0 00	237,669 75	252,440 75	-14,771 00	0 00	-14,771 00

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
International Region - USD							
MFO DFA INVT DIMENSIONS GROUP INC INTLSMALL CAP VALUE PORT CUSIP 233203736							
10,517 380	18 68	0 00	196,464 65	217,416 01	-20,951 36	0 00	-20,951 36
Total USD		0 00	921,759 40	943,388 67	-21,629 27	0 00	-21,629 27
Total International Region		0 00	921,759 40	943,388 67	-21,629 27	0 00	-21,629 27
United States - USD							
MFC ISHARES TR GLOBAL INFRASTRUCTURE ETFINDEX FD CUSIP 464288372							
1,608 000	35 95	0 00	57,807 60	70,758 27	-12,950 67	0 00	-12,950 67
MFC ISHARES TR NASDAQ BIOTECHNOLOGY ETF CUSIP 464287556							
200 000	338 33	0 00	67,666 00	20,408 04	47,257 96	0 00	47,257 96
MFC ISHARES TR RUSSELL 1000 GROWTH ETF CUSIP 464287614							
2,500 000	99 48	0 00	248,700 00	251,545 00	-2,845 00	0 00	-2,845 00
MFC ISHARES TR RUSSELL 2000 ETF CUSIP 464287655							
1,800 000	112 51	0 00	202,518 00	96,407 05	106,110 95	0 00	106,110 95
MFC ISHARES TR RUSSELL 2000 GROWTH ETF CUSIP 464287648							
2,400 000	139 41	0 00	334,584 00	359,390 00	-24,806 00	0 00	-24,806 00
MFC ISHARES TR S&P MIDCAP 400 GROWTH ETFGROWTH INDEX FD CUSIP 464287606							
600 000	160 96	0 00	96,576 00	103,605 00	-7,029 00	0 00	-7,029 00
MFC ISHARES TR SELECT DIVID ETF FD CUSIP 464287168							
3,400 000	75 15	0 00	255,510 00	250,067 96	5,442 04	0 00	5,442 04

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Equity funds							
United States - USD							
MFC SELECT SECTOR SPDR TR FINANCIAL CUSIP 81369Y605							
2,000 000	23 78	0 00	47,560 00	28,090 00	19,470 00	0 00	19,470 00
MFC SPDR SER TR S&P DIVID ETF CUSIP 78464A763							
4,000 000	73 57	0 00	294,280 00	300,435 00	-6,155 00	0 00	-6,155 00
MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843 DFA_C							
12,486 300	28 36	0 00	354,111 46	381,300 97	-27,189 51	0 00	-27,189 51
SPDR S&P 500 ETF TRUST CUSIP 78462F103							
3,100 000	203 89	2,544 25	632,059 00	613,137 24	18,921 76	0 00	18,921 76
Total USD		2,544 25	2,591,372 06	2,475,144 53	116,227 53	0 00	116,227 53
Total United States		2,544 25	2,591,372 06	2,475,144 53	116,227 53	0 00	116,227 53
Total Equity Funds **58,386.680**		**2,544.25**	**3,513,131.46**	**3,418,533.20**	**94,598.26**	**0.00**	**94,598.26**
Other equity							
United States - USD							
CROWN CASTLE INTL CORP NEW COM CUSIP 22822V101 CCI							
419 000	86 45	0 00	36,222 55	35,084 03	1,138 52	0 00	1,138 52
PUB STORAGE COM CUSIP 74460D109							
99 000	247 70	0 00	24,522 30	19,896 02	4,626 28	0 00	4,626 28

◆ 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							
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109 SPG							
200 000	194 44	0 00	38,888 00	29,971 18	8,916 82	0 00	8,916 82
VENTAS INC REIT CUSIP 92276F100							
576 000	56 43	0 00	32,503 68	32,902 95	-399 27	0 00	-399 27
WELLTOWER INC COM REIT CUSIP 95040Q104 HCN							
481 000	68 03	0 00	32,722 43	32,294 00	428 43	0 00	428 43
Total USD		0 00	164,858 96	150,148 18	14,710 78	0 00	14,710 78
Total United States		0 00	164,858 96	150,148 18	14,710 78	0 00	14,710 78
Total Other Equity							
1,776.000		**0.00**	**164,858.96**	**150,148.18**	**14,710.78**	**0.00**	**14,710.78**
Total Equity Securities							
102,504.680		**7,012.03**	**6,717,360.95**	**5,566,685.96**	**1,150,674.99**	**0.00**	**1,150,674.99**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFO BLACKROCK FDS HIGH YIELD BDPORTFOLIO INSTL CL CUSIP 091929638							
12,565 850	7 13	0 00	89,594 51	100,704 85	-11,110 34	0 00	-11,110 34
Issue Date 02 Sep 08							

◆ 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							
United States - USD							
MFO DOUBLELINE CORE FIXED INCOME FUND I CUSIP 258620301							
15,014 010	10 67	0 00	160,199 48	160,800 00	-600 52	0 00	-600 52
TOYOTA MTR CR CORP MEDIUM TERM NTS BOOKTRANCHE # TR 00832 2 CUSIP 89233P4R4							
100,000 000	100 0288	1,322 22	100,028 80	100,662 71	-633 91	0 00	-633 91
Rate 2 80% Yield to Maturity 0 922% Maturity Date 11 Jan 16							
Total USD		1,322 22	349,822 79	362,167 56	-12,344 77	0 00	-12,344 77
Total United States		1,322 22	349,822 79	362,167 56	-12,344 77	0 00	-12,344 77
Total Corporate/Government							
127,579.860		**1,322.22**	**349,822.79**	**362,167.56**	**-12,344.77**	**0.00**	**-12,344.77**
Other bonds							
United States - USD							
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
1,600 000	104 60	0 00	167,360 00	167,489 00	-129 00	0 00	-129 00
Issue Date 05 Dec 08							
Total USD		0 00	167,360 00	167,489 00	-129 00	0 00	-129 00
Total United States		0 00	167,360 00	167,489 00	-129 00	0 00	-129 00
Total Other Bonds							
1,600.000		**0.00**	**167,360.00**	**167,489.00**	**-129.00**	**0.00**	**-129.00**
Total Fixed Income Securities							
129,179.860		**1,322.22**	**517,182.79**	**529,656.56**	**-12,473.77**	**0.00**	**-12,473.77**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Real Estate							
Real estate funds							
United States - USD							
MFO DFA INVT DIMENSIONS GROUP INC REALESTATE SECS PORTFOLI CUSIP 233203835							
3,612 720	33 15	0 00	119,761 66	100,000 00	19,761 66	0 00	19,761 66
Total USD		0 00	119,761 66	100,000 00	19,761 66	0 00	19,761 66
Total United States		0 00	119,761 66	100,000 00	19,761 66	0 00	19,761 66
Total Real Estate Funds							
3,612.720		**0.00**	**119,761.66**	**100,000 00**	**19,761.66**	**0.00**	**19,761.66**
Total Real Estate							
3,612.720		**0.00**	**119,761.66**	**100,000.00**	**19,761.66**	**0.00**	**19,761.66**
Cash and Short Term Investments							
Short term							
USD - United States dollar MARKET FUND							
	1 00	11 97	239,658 79	239,658 79	0 00	0 00	0 00
Total short term - all currencies		11 97	239,658 79	239,658 79	0 00	0 00	0 00
Total short term - all countries		11 97	239,658 79	239,658 79	0 00	0 00	0 00
Total Short Term							
239,658.790		**11.97**	**239,658.79**	**239,658.79**	**0.00**	**0.00**	**0 00**
Total Cash and Short Term Investments							
239,658.790		**11.97**	**239,658.79**	**239,658.79**	**0.00**	**0.00**	**0.00**

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Total 474,956.050		8,346.22	7,593,964.19	6,436,001.31	1,157,962.88	0.00	1,157,962.88

++ Informational Only Asset - an asset that is not held in the account but that is included in Northern Trust's reports at the client's request solely as a matter of convenience to the client Custodial and other responsibilities for this asset rest solely with the client or another custodian Northern Trust has no custodial or other responsibilities for this asset, and the asset is not an asset of any Northern Trust account for purposes of the applicable account agreement