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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, 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 [ ] 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) ▶ $ 8,984,664

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)	868,933			
	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	181,379	181,070		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-3,016.			
	b Gross sales price for all assets on line 6a 739,568.				
	7 Capital gain net income (from Part IV line 2)				
	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)	-1,349.			STMT 2
	12 **Total** Add lines 1 through 11	1,045,947	181,070		
Operating and Administrative Expenses	13 Compensation of officers directors trustees etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 3	1,208.	NONE	NONE	1,208
	b Accounting fees (attach schedule) STMT 4	2,500.	1,250	NONE	1,250
	c Other professional fees (attach schedule) STMT 5	46,202	46,202		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	1,495.	1,495		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel conferences and meetings	1,714.	NONE	NONE	1,714
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses** Add lines 13 through 23	53,119.	48,947	NONE	4,172
	25 Contributions gifts grants paid	259,500			259,500
	26 **Total expenses and disbursements** Add lines 24 and 25	312,619	48,947	NONE	263,672
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	733,328			
	b **Net investment income** (if negative enter 0)		132,123		
	c **Adjusted net income** (if negative enter 0)				

POSTMARK 05 12 2017

RECEIVED 05 19 2017 OGDEN SERVICE CENTER

SCANNED MAY 2 4 2017

N/P

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	239,659.	523,004.	523,004.
	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			
Assets	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) STMT 7	5,566,686.	5,808,913.	7,909,564.
	c Investments - corporate bonds (attach schedule) STMT 8	529,657.	429,353.	426,267.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 9	100,000.	101,122.	125,829.
	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)	6,436,002.	6,862,392.	8,984,664.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Liabilities	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	
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
Net Assets or Fund Balances	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	6,436,002.	6,862,392.	
	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)	6,436,002.	6,862,392.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	6,436,002.	6,862,392.	

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	6,436,002.
2	Enter amount from Part I, line 27a	2	733,328.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	7,169,330.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	306,938.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,862,392.

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)
1 a	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	739,568.		742,584.	-3,016.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-3,016.
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** -3,016.

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))
2015	263,943.	5,404,963.	0.048833
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

2	Total of line 1, column (d)	2	0.229491
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	0.045898
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	7,816,415.
5	Multiply line 4 by line 3.	5	358,758.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,321.
7	Add lines 5 and 6	7	360,079.
8	Enter qualifying distributions from Part XII, line 4	8	263,672.

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	2,642.
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	2,642.
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	2,642.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 . . . . 6a 6,813.		
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	6,813.
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	4,171.
11	Enter the amount of line 10 to be. **Credited to 2017 estimated tax** ▶ 4,171. **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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? *If "Yes," complete Part XIV* . . .	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* . . .	10		X

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

			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 2016, 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016)*	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 2016?	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** No: 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
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	7,935,447.
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	7,935,447.
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	7,935,447.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	119,032.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,816,415.
6	**Minimum investment return.** Enter 5% of line 5	6	390,821.

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	390,821.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	2,642.		
b	Income tax for 2016. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,642.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	388,179.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	388,179.
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	388,179.

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	263,672.
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	263,672.
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	263,672.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				388,179.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			253,802.	
b Total for prior years 20 14 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . NONE				
b From 2012 . . . NONE				
c From 2013 . . . NONE				
d From 2014 . . . NONE				
e From 2015 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 263,672.				
a Applied to 2015, but not more than line 2a			253,802.	
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 2016 distributable amount				9,870.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				378,309.
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 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 . . . NONE				
b Excess from 2013 . . . NONE				
c Excess from 2014 . . . NONE				
d Excess from 2015 . . . NONE				
e Excess from 2016 . . . 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 2016, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

SEE STATEMENT 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*				
VERA BRADLEY FOUNDATION FORT WAYNE IN	NONE	PUBLIC CHA	GENERAL	5,000.
DAVIDSON COLLEGE DAVIDSON NC	NONE	PUBLIC CHA	VANN CENTER FOR ETHICS 2016-2017	20,000.
MAYO CLINIC ROCHESTER MN	NONE	PUBLIC CHA	GENERAL	30,000.
UNIVERSITY OF ST. FRANCIS FORT WAYNE IN	NONE	PUBLIC CHA	GENERAL	5,000.
WREATHS ACROSS AMERICA INDIANAPOLIS IN	NONE	PUBLIC CHA	FOR SUPPORT OF VETERANS CEMETERIES	2,000.
INTERFAITH HOSPITALITY NETWORK OF GREATER FOR FORT WAYNE IN	NONE	PUBLIC CHA	GENERAL	2,500.
THE GOLDEN STAR MOTHERS WASHINGTON DC	NONE	PUBLIC CHA	GENERAL	2,000.
THE FOUNDATION FOR THE CAROLINAS FORT WAYNE IN	DONOR ADVISED FUND F	PUBLIC CHA	THE LEE & JIM VANN DONOR ADVISED FUND	190,000.
NOTE IN THE POCKET, INC RALEIGH NC	NONE	PUBLIC	GENERAL	2,000.
RALEIGH MOMS CARE RALEIGH NC	NONE	PUBLIC	GENERAL	1,000.
Total . . . . ▶ **3a**				259,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	181,379.	
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	-3,016.	
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	-1,349.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				177,014.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 177,014.

(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

Stephen S. Connelly 4/28/17 ▶ Sec/Tres

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Meredith Glenn	Meredith Glenn	4/18/17		P01613620
Firm's name ▶ THE NORTHERN TRUST COMPANY			Firm's EIN ▶ 36-1561860	
Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680			Phone no	

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
2016

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. Don't 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 isn't covered by the General Rule and/or the Special Rules doesn't 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 doesn't meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
THE VANN FAMILY FOUNDATION, INC.	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	$ 868,933.	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	Employer identification number
THE VANN FAMILY FOUNDATION, INC.	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	$ 546,933.	12/20/2016

(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		181,379.	181,070.
	TOTAL	181,379.	181,070.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		-1,349.
	TOTALS	-1,349.

STATEMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES		1,208.			1,208.
	TOTALS	1,208.	NONE	NONE	1,208.

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	46,202.	46,202.
TOTALS	46,202.	46,202.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,495.	1,495.
TOTALS	1,495.	1,495.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	5,808,913.	7,909,564.
TOTALS	5,808,913.	7,909,564.

THE VANN FAMILY FOUNDATION, INC. 35-2008538

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		429,353.	426,267.
	TOTALS	429,353.	426,267.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	101,122.	125,829.
TOTALS		101,122.	125,829.

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

DESCRIPTION	AMOUNT
COST ADJUSTMENT	184.
EXCESS FMV OVER COST ON SECURITIES RECD	306,754.
TOTAL	306,938.

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

THE DISTRIBUTION IS TREATED AS A QUALIFYING DISTRIBUTION. IN 2016, 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 (LIST OF GRANTS PAID IN 2016 ATTACHED AS EXHIBIT A).

THE VANN FAMILY FOUNDATION, INC. 35-2008538

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

THE VANN FAMILY FOUNDATION, INC	35-2008538				
EXHIBIT A - 2016					
Grant Recipient	**Designation**	**Grant**	**Check Number**	**Grant Request Date**	**Date Check was Issued**
Restoration World Ministries dba Charlotte Dream Center	Charlotte-Mecklenburg Dream Center LLC to benefit homeless people in Charlotte on behalf of Jim and Lee Vann	$ 10,000	225485	12/29/2016	12/29/2016
Boy Scouts of America - Mecklenburg County Council	Catawba Shelter Teaching Pavilion & Landscaping	$ 10,000	219505	8/22/2016	8/23/2016
Socastee United Methodist Church	Methodist Youth Fund	$ 5,000	214603	4/19/2016	4/19/2016
Carolinas HealthCare Foundation	Levine Children's Hospital Pediatric Rehabilitation Teen Room Renovation	$ 25,000	212581	2/24/2016	2/24/2016
Prepared by. Rosalind Taylor, Foundation For The Carolinas					

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							
1,067 000	41 09	0 00	43,843 03	37,505 61	6,337 42	0 00	6,337 42
3M CO COM CUSIP 88579Y101							
278 000	178 57	0 00	49,642 46	41,372 69	8,269 77	0 00	8,269 77
ABBOTT LAB COM CUSIP 002824100 ABT							
1,145 000	38 41	0 00	43,979 45	41,620 38	2,359 07	0 00	2,359 07
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
651 000	62 62	0 00	40,765 62	28,150 63	12,614 99	0 00	12,614 99
AIR PROD & CHEM INC COM CUSIP 009158106							
100 000	143 82	86 00	14,382 00	14,184 14	197 86	0 00	197 86
ALTRIA GROUP INC COM CUSIP 02209S103 MO							
621 000	67 62	378 81	41,992 02	30,491 18	11,500 84	0 00	11,500 84
AMAZON COM INC COM CUSIP 023135106							
150 000	749 87	0 00	112,480 50	13 556 40	98,924 10	0 00	98,924 10
AMGEN INC COM CUSIP 031162100 AMGN							
141 000	146 21	0 00	20,615 61	24,181 89	-3,566 28	0 00	-3,566 28
APPLE INC COM STK CUSIP 037833100 AAPL							
600 000	115 82	0 00	69,492 00	34,977 10	34,514 90	0 00	34,514 90

◆ 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							
AUTODESK INC COM CUSIP 052769106							
1,200 000	74 01	0 00	88,812 00	53,475 00	35,337 00	0 00	35,337 00
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
215 000	102 78	122 55	22,097 70	16,554 17	5,543 53	0 00	5,543 53
BB&T CORP COM CUSIP 054937107 BBT							
1,242 000	47 02	0 00	58,398 84	47,237 86	11,160 98	0 00	11,160 98
BLACKROCK INC COM STK CUSIP 09247X101							
109 000	380 54	0 00	41,478 86	36,447 42	5,031 44	0 00	5,031 44
BOEING CO COM CUSIP 097023105							
340 000	155 68	0 00	52,931 20	24,337 82	28,593 38	0 00	28,593 38
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
1,000 000	58 44	0 00	58,440 00	37,029 89	21,410 11	0 00	21,410 11
CELGENE CORP COM CUSIP 151020104 CELG							
1,000 000	115 75	0 00	115,750 00	27,585 00	88,165 00	0 00	88,165 00
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
3,916 000	30 22	0 00	118,341 52	87,198 05	31,143 47	0 00	31,143 47
COCA COLA CO COM CUSIP 191216100							
844 000	41 46	0 00	34,992 24	34,690 91	301 33	0 00	301 33

◆ 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							
DANAHER CORP COM CUSIP 235851102 DHR							
1,000 000	77 84	125 00	77,840 00	13,444 39	64,395 61	0 00	64,395 61
EVEREST RE GROUP COM CUSIP G3223R108 RE							
200 000	216 40	0 00	43,280 00	13,710 00	29,570 00	0 00	29,570 00
EXXON MOBIL CORP COM CUSIP 30231G102 XOM							
290 000	90 26	0 00	26,175 40	12,488 77	13,686 63	0 00	13,686 63
FASTENAL CO COM CUSIP 311900104							
671 000	46 98	0 00	31,523 58	28,692 05	2,831 53	0 00	2,831 53
FORTIVE CORP COM MON STOCK CUSIP 34959J108							
500 000	53 63	0 00	26,815 00	4,378 11	22,436 89	0 00	22,436 89
GENERAL ELECTRIC CO CUSIP 369604103 GE							
1,141 000	31 60	273 84	36,055 60	30,222 47	5,833 13	0 00	5,833 13
GENERAL MILLS INC COM CUSIP 370334104							
1,200 000	61 77	0 00	74,124 00	43,030 44	31,093 56	0 00	31,093 56
GENUINE PARTS CO COM CUSIP 372460105							
420 000	95 54	276 15	40,126 80	15,863 37	24,263 43	0 00	24,263 43
HASBRO INC COM CUSIP 418056107							
300 000	77 79	0 00	23,337 00	18,127 24	5,209 76	0 00	5,209 76

◆ 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							
HOME DEPOT INC COM CUSIP 437076102 HD							
330 000	134 08	0 00	44,246 40	37,830 84	6,415 56	0 00	6,415 56
ILL TOOL WKS INC COM CUSIP 452308109							
121 000	122 46	78 65	14,817 66	13,687 88	1,129 78	0 00	1,129 78
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
1,347 000	115 21	0 00	155,187 87	103,788 72	51,399 15	0 00	51,399 15
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
674 000	86 29	0 00	58,159 46	41,283 06	16,876 40	0 00	16,876 40
KELLOGG CO COM USD0 25 CUSIP 487836108 K							
500 000	73 71	0 00	36,855 00	24,445 00	12,410 00	0 00	12,410 00
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
815 000	114 12	749 80	93,007 80	55,207 90	37,799 90	0 00	37,799 90
LOCKHEED MARTIN CORP COM CUSIP 539830109							
151 000	249 94	0 00	37,740 94	27,005 90	10,735 04	0 00	10,735 04
LOWES COS INC COM CUSIP 548661107 LOW							
1,100 000	71 12	0 00	78,232 00	15,064 50	63,167 50	0 00	63,167 50
LYONDELLBASELL IND N V COM USD0 01 CL'A' CUSIP N53745100							
277 000	85 78	0 00	23,761 06	29,421 70	-5,660 64	0 00	-5,660 64

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
MAXIM INTEGRATED PRODS INC COM CUSIP 57772K101							
638 000	38 57	0 00	24,607 66	20,395 31	4,212 35	0 00	4,212 35
MEDTRONIC PLC COMMON STOCKSTOCK CUSIP G5960L103							
232 000	71 23	99 76	16,525 36	17 585 54	-1,060 18	0 00	-1,060 18
MERCK & CO INC NEW COM CUSIP 58933Y105							
452 000	58 87	212 44	26,609 24	25,281 32	1,327 92	0 00	1,327 92
MICROSOFT CORP COM CUSIP 594918104 MSFT							
4,704 000	62 14	0 00	292,306 56	158,304 70	134,001 86	0 00	134,001 86
MONDELEZ INTL INC COM CUSIP 609207105							
4,550 000	44 33	864 50	201,701 50	89,541 29	112,160 21	0 00	112,160 21
NEXTERA ENERGY INC COM CUSIP 65339F101							
360 000	119 46	0 00	43,005 60	36,159 75	6,845 85	0 00	6,845 85
OCCIDENTAL PETROLEUM CORP CUSIP 674599105 OXY							
521 000	71 23	395 96	37,110 83	37,133 28	-22 45	0 00	-22 45
PAYCHEX INC COM CUSIP 704326107							
675 000	60 88	0 00	41,094 00	29,725 86	11,368 14	0 00	11,368 14
PEPSICO INC COM CUSIP 713448108							
1,204 000	104 63	906 01	125,974 52	93,151 27	32,823 25	0 00	32,823 25

◆ 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							
PFIZER INC COM CUSIP 717081103							
1,142 000	32 48	0 00	37,092 16	38,373 30	-1,281 14	0 00	-1,281 14
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
346 000	91 49	359 84	31,655 54	30,200 47	1,455 07	0 00	1,455 07
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105 PNC							
235 000	116 96	0 00	27,485 60	20,883 33	6,602 27	0 00	6,602 27
QUALCOMM INC COM CUSIP 747525103 QCOM							
376 000	65 20	0 00	24,515 20	27,035 66	-2,520 46	0 00	-2,520 46
RAYTHEON CO USD0 01 CUSIP 755111507							
150 000	142 00	109 87	21,300 00	6,958 41	14,341 59	0 00	14,341 59
ROBERT HALF INTL INC COM CUSIP 770323103 RHI							
1,000 000	48 78	0 00	48,780 00	13,043 53	35,736 47	0 00	35,736 47
STRYKER CORP CUSIP 863667101							
700 000	119 81	297 50	83,867 00	9,619 31	74,247 69	0 00	74,247 69
T ROWE PRICE GROUP INC CUSIP 74144T108							
331 000	75 26	0 00	24,911 06	26,921 80	-2,010 74	0 00	-2,010 74
TARGET CORP COM STK CUSIP 87612E106							
436 000	72 23	0 00	31,492 28	35,136 48	-3,644 20	0 00	-3,644 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
TEXAS INSTRUMENTS INC COM CUSIP 882508104 TXN							
493 000	72 97	0 00	35,974 21	30,185 65	5,788 56	0 00	5,788 56
TIME WARNER INC USD0 01 CUSIP 887317303							
2,050 000	96 53	0 00	197,886 50	63 179 34	134,707 16	0 00	134,707 16
UNITEDHEALTH GROUP INC COM CUSIP 91324P102 UNH							
1,325 000	160 04	0 00	212,053 00	68,250 62	143,802 38	0 00	143,802 38
WALGREENS BOOTS ALLIANCE INC COM CUSIP 931427108							
1,695 000	82 76	0 00	140,278 20	59,764 39	80,513 81	0 00	80,513 81
WEC ENERGY GROUP INC COM CUSIP 92939U106							
669 000	58 65	0 00	39,236 85	31,798 44	7,438 41	0 00	7,438 41
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
1,500 000	55 11	0 00	82,665 00	45,235 00	37,430 00	0 00	37,430 00
Total USD		5,336 68	3,797,848 49	2,172,152 53	1,625,695 96	0 00	1,625,695 96
Total United States		5,336 68	3,797,848 49	2,172,152 53	1,625,695 96	0 00	1,625,695 96
Total Common Stock **51,440.000**		**5,336.68**	**3,797,848.49**	**2,172,152.53**	**1,625,695.96**	**0.00**	**1,625,695.96**

Equity funds

International Region - 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							
International Region - USD							
MFC ISHARES TR MSCI EAFE ETF CUSIP 464287465							
8,300 000	57 73	0 00	479,159 00	473,531 91	5,627 09	0 00	5,627 09
MFO DFA INVT DIMENSIONS GROUP INC INTLSMALL CAP VALUE PORT CUSIP 233203736							
10,861 600	19 02	0 00	206,587 63	223,914 90	-17,327 27	0 00	-17,327 27
Total USD		0 00	685,746 63	697,446 81	-11,700 18	0 00	-11,700 18
Total International Region		0 00	685,746 63	697,446 81	-11,700 18	0 00	-11,700 18
United States - USD							
MFC ISHARES TR GLOBAL INFRASTRUCTURE ETFINDEX FD CUSIP 464288372							
1,608 000	39 04	0 00	62,776 32	70,758 27	-7,981 95	0 00	-7,981 95
MFC ISHARES TR NASDAQ BIOTECHNOLOGY ETF CUSIP 464287556							
200 000	265 38	0 00	53,076 00	20,408 04	32,667 96	0 00	32,667 96
MFC ISHARES TR RUSSELL 1000 GROWTH ETF CUSIP 464287614							
3,000 000	104 90	0 00	314,700 00	297,761 00	16,939 00	0 00	16,939 00
MFC ISHARES TR RUSSELL 2000 ETF CUSIP 464287655							
1,800 000	134 85	0 00	242,730 00	96,407 05	146,322 95	0 00	146,322 95
MFC ISHARES TR RUSSELL 2000 GROWTH ETF CUSIP 464287648							
2,400 000	153 94	0 00	369,456 00	359,390 00	10,066 00	0 00	10,066 00
MFC ISHARES TR S&P MIDCAP 400 GROWTH ETFGROWTH INDEX FD CUSIP 464287606							
600 000	182 20	0 00	109,320 00	103,605 00	5,715 00	0 00	5,715 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
Equity Securities							
Equity funds							
United States - USD							
MFC ISHARES TR SELECT DIVID ETF FD CUSIP 464287168							
4,400 000	88 57	0 00	389,708 00	323,951 96	65,756 04	0 00	65,756 04
MFC SPDR SER TR S&P DIVID ETF CUSIP 78464A763							
7,000 000	85 56	0 00	598,920 00	515,220 00	83,700 00	0 00	83,700 00
MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843 DFA_C							
12,789 140	33 84	0 00	432,784 50	391,642 87	41,141 63	0 00	41,141 63
MFO VANGUARD SPECIALIZED FUNDS DIVIDENDGROWTH FD CUSIP 921908604							
1,021 660	23 43	0 00	23,937 49	22,023 69	1,913 80	0 00	1,913 80
SPDR S&P 500 ETF TRUST CUSIP 78462F103							
3,100 000	223 53	4,119 68	692,943 00	613,137 24	79,805 76	0 00	79,805 76
Total USD		4,119 68	3,290,351 31	2,814,305 12	476,046 19	0 00	476,046 19
Total United States		4,119 68	3,290,351 31	2,814,305 12	476,046 19	0 00	476,046 19
Total Equity Funds **57,080 400**		**4,119 68**	**3,976,097.94**	**3,511,751.93**	**464,346.01**	**0.00**	**464,346.01**
Other equity							
United States - USD							
CROWN CASTLE INTL CORP NEW COM CUSIP 22822V101 CCI							
419 000	86 77	0 00	36,356 63	35,084 03	1,272 60	0 00	1,272 60

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							
PUB STORAGE COM CUSIP 74460D109							
51 000	223 50	0 00	11,398 50	10,230 32	1,168 18	0 00	1,168 18
REALTY INCOME CORP COM CUSIP 756109104							
273 000	57 48	55 28	15,692 04	16,129 27	-437 23	0 00	-437 23
SIMON PROPERTY GROUP INC COM CUSIP 828806109 SPG							
200 000	177 67	0 00	35,534 00	29,971 18	5,562 82	0 00	5,562 82
VENTAS INC REIT CUSIP 92276F100							
586 000	62 52	0 00	36,636 72	33,593 77	3,042 95	0 00	3,042 95
Total USD		55 28	135,617 89	125,008 57	10,609 32	0 00	10,609 32
Total United States		55 28	135,617 89	125,008 57	10,609 32	0 00	10,609 32
Total Other Equity **1,529.000**		**55.28**	**135,617.89**	**125,008.57**	**10,609.32**	**0.00**	**10,609.32**
Total Equity Securities **110,049.400**		**9,511.64**	**7,909,564.32**	**5,808,913 03**	**2,100,651.29**	**0.00**	**2,100,651.29**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFO BLACKROCK FDS HIGH YIELD BDPORTFOLIO INSTL CL CUSIP 091929638							
12,612 860	7 64	0 00	96,362 25	101,063 55	-4,701 30	0 00	-4,701 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	 Translation	 Total
Fixed Income Securities							
Corporate/government							
United States - USD							
Issue Date 02 Sep 08							
MFO DOUBLELINE CORE FIXED INCOME FUND I CUSIP 258620301							
15,014 010	10 79	0 00	162,001 17	160,800 00	1,201 17	0 00	1,201 17
Total USD		0 00	258,363 42	261,863 55	-3,500 13	0 00	-3,500 13
Total United States		0 00	258,363 42	261,863 55	-3,500 13	0 00	-3,500 13
Total Corporate/Government							
27,626.870		**0.00**	**258,363 42**	**261,863.55**	**-3,500.13**	**0.00**	**-3,500 13**
Other bonds							
United States - USD							
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
1,600 000	104 94	0 00	167,904 00	167,489 00	415 00	0 00	415 00
Issue Date 05 Dec 08							
Total USD		0 00	167,904 00	167,489 00	415 00	0 00	415 00
Total United States		0 00	167,904 00	167,489 00	415 00	0 00	415 00
Total Other Bonds							
1,600 000		**0.00**	**167,904 00**	**167,489.00**	**415.00**	**0 00**	**415.00**
Total Fixed Income Securities							
29,226 870		**0 00**	**426,267 42**	**429,352 55**	**-3,085.13**	**0.00**	**-3,085 13**

Real Estate

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							
3,646 150	34 51	0 00	125,828 64	101,122 18	24,706 46	0 00	24,706 46
Total USD		0 00	125,828 64	101,122 18	24,706 46	0 00	24,706 46
Total United States		0 00	125,828 64	101,122 18	24,706 46	0 00	24,706 46
Total Real Estate Funds							
3,646.150		**0.00**	**125,828.64**	**101,122.18**	**24,706.46**	**0.00**	**24,706.46**
Total Real Estate							
3,646.150		**0.00**	**125,828.64**	**101,122.18**	**24,706.46**	**0.00**	**24,706.46**
Cash and Short Term Investments							
Short term							
USD - United States dollarMARKET FUND							
	1 00	52 27	523,004 39	523,004 39	0 00	0 00	0 00
Total short term - all currencies		52 27	523,004 39	523,004 39	0 00	0 00	0 00
Total short term - all countries		52 27	523,004 39	523,004 39	0 00	0 00	0 00
Total Short Term							
523,004.390		**52.27**	**523,004.39**	**523,004.39**	**0.00**	**0.00**	**0 00**
Total Cash and Short Term Investments							
523,004.390		**52.27**	**523,004.39**	**523,004.39**	**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							
665,926.810		9,563.91	8,984,664.77	6,862,392.15	2,122,272.62	0.00	2,122,272.62

++ 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