Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

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

Name of foundation: D RICHARD MEAD CHARITABLE FOUNDATION 02-42233

A Employer identification number: 65-6106335

Number and street (or P O box number if mail is not delivered to street address): NORTHERN TRUST, NA

Room/suite:

B Telephone number (see page 10 of the instructions): (312) 630-6000

City or town, state, and ZIP code: P.O. BOX 803878 - CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,494,697.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)				
	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	67,377.	67,377.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	49,806.			
	b Gross sales price for all assets on line 6a 666,863.				
	7 Capital gain net income (from Part IV, line 2)		49,806.		
	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)	-1,126.			STMT 2
	12 **Total.** Add lines 1 through 11	116,057.	117,183.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	3,300.	2,970.		330.
	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	1,000.	500.	NONE	500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	1,833.	988.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	6,133.	4,458.	NONE	830.
	25 Contributions, gifts, grants paid	90,750.			90,750.
	26 **Total expenses and disbursements** Add lines 24 and 25	96,883.	4,458.	NONE	91,580.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	19,174.			
	b **Net investment income** (if negative, enter -0-)		112,725.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	-30,965.	70,813.	70,813.
	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 page 15 of the 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			
	10 a	Investments - U S and state government obligations (attach schedule)	648,805.		
	b	Investments - corporate stock (attach schedule)	1,308,079.	1,225,960.	1,478,662.
	c	Investments - corporate bonds (attach schedule)		664,932.	677,322.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	88,519.	84,599.	79,420.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	174,184.	161,279.	188,480.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,188,622.	2,207,583.	2,494,697.
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)			
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. ▶ ☒			
	27	Capital stock, trust principal, or current funds	2,188,622.	2,207,583.	
	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 page 17 of the instructions)	2,188,622.	2,207,583.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,188,622.	2,207,583.	

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	2,188,622.
2	Enter amount from Part I, line 27a	2	19,174.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,207,796.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	213.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,207,583.

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	SEE PART IV DETAIL			
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				
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				
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	49,806.
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 pages 13 and 17 of the 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 page 18 of 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))
2009	90,820.	2,055,052.	0.04419352892
2008	94,719.	2,434,320.	0.03890983930
2007	112,643.	2,775,107.	0.04059050696
2006	108,427.	2,557,679.	0.04239273185
2005	522,432.	2,833,228.	0.18439461985

2	**Total** of line 1, column (d)	2	0.35048122688
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	0.07009624538
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	2,307,540.
5	Multiply line 4 by line 3	5	161,750.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,127.
7	Add lines 5 and 6	7	162,877.
8	Enter qualifying distributions from Part XII, line 4	8	91,580.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the 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 ruling 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	2,255.
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	2,255.
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	2,255.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010 — 6a: 991.		
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	991.
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	1,264.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 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 $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶$ ________ (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 page 19 of the instructions) ▶ STMT 6			
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 2010 or the taxable year beginning in 2010 (see instructions for Part XIV on page 27)? *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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ NORTHERN TRUST, N.A. Telephone no. ▶ (312) 630-6000

Located at ▶ PO BOX 803878, CHICAGO, IL ZIP + 4 ▶ 60680

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2010, 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 page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				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 page 22 of the 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 2010?		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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010?	☐ 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 page 22 of the 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 2010 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 2010.)*		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 2010?		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 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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 page 22 of the 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 7		3,300.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the 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 page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	2,342,680.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,342,680.
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	2,342,680.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	35,140.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,307,540.
6	**Minimum investment return.** Enter 5% of line 5	6	115,377.

Part XI Distributable Amount (see page 25 of the 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	115,377.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,255.		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,255.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	113,122.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	113,122.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	113,122.

Part XII Qualifying Distributions (see page 25 of the 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	91,580.
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	91,580.
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 page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	91,580.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				113,122.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			NONE	
b Total for prior years: 20____,20____,20____		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005 . . . 191,302.				
b From 2006 . . . NONE				
c From 2007 . . . NONE				
d From 2008 . . . NONE				
e From 2009 . . . NONE				
f Total of lines 3a through e	191,302.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 91,580.				
a Applied to 2009, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2010 distributable amount				91,580.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2010 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	21,542.			21,542.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	169,760.			
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 page 27 of the instructions		NONE		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)	169,760.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2006 . . . NONE				
b Excess from 2007 . . . NONE				
c Excess from 2008 . . . NONE				
d Excess from 2009 . . . NONE				
e Excess from 2010 . . . NONE				

Part XIV Private Operating Foundations (see page 27 of the 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 2010, 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) 2010	(b) 2009	(c) 2008	(d) 2007	(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 page 28 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [X] 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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE STATEMENT 8				
Total . . . ▶ **3a**				90,750.
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 page 28 of the 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	67,377.	
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				-1,126.	
8 Gain or (loss) from sales of assets other than inventory			18	49,806.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				116,057.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 116,057.

(See worksheet in line 13 instructions on page 29 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 page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee NORTHERN TRUST, NA | Date 05/10/2011 | Title VICE PRESIDENT

Paid Preparer Use Only

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

JSA
0E1493 1 000

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,912.	
		200. ITT INDS INC PROPERTY TYPE: SECURITIES					07/07/2009	01/12/2010
9,977.00		8,471.00					1,506.00	
		215. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					07/07/2009	01/12/2010
9,352.00		7,043.00					2,309.00	
		115. KOHLS CORP PROPERTY TYPE: SECURITIES					07/07/2009	01/12/2010
5,917.00		4,931.00					986.00	
		10. ABB LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					10/22/2009	01/14/2010
202.00		213.00					-11.00	
		5. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
276.00		229.00					47.00	
		5. AIR PRODUCTS & CHEMICALS INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
410.00		305.00					105.00	
		5. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
1,048.00		681.00					367.00	
		5. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
403.00		252.00					151.00	
		10. CVS CORP PROPERTY TYPE: SECURITIES					08/13/2009	01/14/2010
339.00		349.00					-10.00	
		5. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
397.00		317.00					80.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		55. CISCO SYS INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
1,371.00		1,008.00					363.00	
		5. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
294.00		224.00					70.00	
		5. WALT DISNEY CO PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
155.00		116.00					39.00	
		15. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
671.00		465.00					206.00	
		10. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
695.00		670.00					25.00	
		5. FEDEX CORP PROPERTY TYPE: SECURITIES					12/08/2009	01/14/2010
430.00		450.00					-20.00	
		5. FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES					01/12/2010	01/14/2010
555.00		552.00					3.00	
		30. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					01/12/2010	01/14/2010
502.00		500.00					2.00	
		5. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
848.00		722.00					126.00	
		10. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
526.00		371.00					155.00	
		10. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
1,323.00		1,008.00					315.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
668.00		491.00					177.00	
		15. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
976.00		850.00					126.00	
		35. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES					01/12/2010	01/14/2010
1,039.00		1,040.00					-1.00	
		15. KELLOGG CO PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
807.00		725.00					82.00	
		5. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					12/08/2009	01/14/2010
310.00		306.00					4.00	
		20. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
1,325.00		943.00					382.00	
		30. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
931.00		683.00					248.00	
		5. MOSAIC CO COM PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
305.00		210.00					95.00	
		10. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
470.00		294.00					176.00	
		10. NIKE INC CLASS B PROPERTY TYPE: SECURITIES					01/12/2010	01/14/2010
650.00		647.00					3.00	
		5. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
387.00		268.00					119.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		310.4 MFB NORTHERN FDS GLOBAL REAL ESTAT PROPERTY TYPE: SECURITIES					05/23/2007	01/14/2010
2,238.00		3,920.00					-1,682.00	
		1817.47 MFB NORTHN MULTI-MANAGER INTL EQ PROPERTY TYPE: SECURITIES					05/23/2007	01/14/2010
16,957.00		22,809.00					-5,852.00	
		769.88 MFB NRTHN MULTIMGR SMALL"FOR NMMS PROPERTY TYPE: SECURITIES					07/07/2008	01/14/2010
6,544.00		6,521.00					23.00	
		849.23 MFB NRTHN MULTIMGR MID" FOR NMMCX PROPERTY TYPE: SECURITIES					10/29/2008	01/14/2010
8,229.00		5,758.00					2,471.00	
		1472.8 MFB NORTHN FUNDS EMERGING MKTS EQ PROPERTY TYPE: SECURITIES					12/19/2007	01/14/2010
16,731.00		18,211.00					-1,480.00	
		1328.59 MFB NORTHN HI YIELD FXD INC FD PROPERTY TYPE: SECURITIES					05/23/2007	01/14/2010
9,433.00		11,041.00					-1,608.00	
		173.17 MFB NORTHN SHORT INTERMEDIATE US PROPERTY TYPE: SECURITIES					12/19/2008	01/14/2010
1,794.00		1,813.00					-19.00	
		457.76 MFB NORTHERN FDS FIXED INCOME FD PROPERTY TYPE: SECURITIES					05/23/2007	01/14/2010
4,692.00		4,477.00					215.00	
		10. PG&E CORP PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
445.00		381.00					64.00	
		20. PEPSICO INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
1,257.00		1,137.00					120.00	
		405. PIMCO COMMODITY REALRETURN STRATEGY PROPERTY TYPE: SECURITIES					12/23/2009	01/14/2010
3,402.00		3,394.00					8.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
921.00		783.00					138.00	
		5. QUALCOMM INC PROPERTY TYPE: SECURITIES					09/02/2009	01/14/2010
242.00		228.00					14.00	
		10. MFC SPDR GOLD TR GOLD SHS PROPERTY TYPE: SECURITIES					12/23/2009	01/14/2010
1,119.00		1,073.00					46.00	
		10. CHARLES SCHWAB CORP NEW PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
192.00		169.00					23.00	
		10. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
518.00		474.00					44.00	
		60. SPECTRA ENERGY CORP COM STK PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
1,332.00		968.00					364.00	
		5. SUNCOR ENERGY INC NEW COM STK PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
184.00		132.00					52.00	
		15. TJX COS INC NEW PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
564.00		455.00					109.00	
		15. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
886.00		744.00					142.00	
		25. THE TRAVELERS COMPANIES INC. PROPERTY TYPE: SECURITIES					11/09/2009	01/14/2010
1,230.00		1,338.00					-108.00	
		40. US BANCORP DEL NEW PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
1,008.00		688.00					320.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
364.00		248.00					116.00	
		5. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					12/15/2009	01/14/2010
165.00		156.00					9.00	
		10. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
313.00		299.00					14.00	
		20. WAL MART STORES INC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
1,086.00		958.00					128.00	
		5. COVIDIEN PLC PROPERTY TYPE: SECURITIES					07/07/2009	01/14/2010
245.00		179.00					66.00	
		35. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					07/07/2009	02/04/2010
5,326.00		5,052.00					274.00	
		90. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					07/07/2009	02/04/2010
5,554.00		4,245.00					1,309.00	
		185. CHARLES SCHWAB CORP NEW PROPERTY TYPE: SECURITIES					07/07/2009	02/04/2010
3,296.00		3,121.00					175.00	
		100. WAL MART STORES INC PROPERTY TYPE: SECURITIES					07/07/2009	02/04/2010
5,342.00		4,792.00					550.00	
		135. AIR PRODUCTS & CHEMICALS INC PROPERTY TYPE: SECURITIES					07/07/2009	02/22/2010
9,417.00		8,241.00					1,176.00	
		20. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					07/07/2009	03/05/2010
3,328.00		2,887.00					441.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		21. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					07/07/2009	03/05/2010
2,672.00		2,117.00					555.00	
		71. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES					07/07/2009	03/22/2010
3,850.00		3,364.00					486.00	
		47. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES					07/07/2009	03/23/2010
2,536.00		2,227.00					309.00	
		12. SIGMA ALDRICH CORP PROPERTY TYPE: SECURITIES					07/07/2009	03/24/2010
645.00		569.00					76.00	
		150. FPL GROUP INC PROPERTY TYPE: SECURITIES					07/07/2009	03/30/2010
7,172.00		8,225.00					-1,053.00	
		135. US BANCORP DEL NEW PROPERTY TYPE: SECURITIES					07/07/2009	04/08/2010
3,614.00		2,321.00					1,293.00	
		70. WAL MART STORES INC PROPERTY TYPE: SECURITIES					07/07/2009	04/08/2010
3,880.00		3,354.00					526.00	
		175. MOSAIC CO COM PROPERTY TYPE: SECURITIES					02/22/2010	04/26/2010
9,264.00		8,581.00					683.00	
		170. QUALCOMM INC PROPERTY TYPE: SECURITIES					09/02/2009	04/26/2010
6,492.00		7,740.00					-1,248.00	
		38. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					07/07/2009	05/03/2010
5,653.00		5,485.00					168.00	
		70. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES					07/07/2009	05/03/2010
4,900.00		4,717.00					183.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		270. ABB LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					10/22/2009	05/05/2010
4,924.00		5,755.00					-831.00	
		85. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					07/07/2009	05/07/2010
4,008.00		3,151.00					857.00	
		95. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES					07/07/2009	05/07/2010
5,491.00		4,710.00					781.00	
		60. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					07/07/2009	06/02/2010
2,807.00		2,745.00					62.00	
		40. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					02/22/2010	06/02/2010
2,550.00		3,012.00					-462.00	
		85. ADOBE SYS INC PROPERTY TYPE: SECURITIES					07/07/2009	06/11/2010
2,672.00		2,254.00					418.00	
		150. CVS CORP PROPERTY TYPE: SECURITIES					08/13/2009	06/11/2010
4,725.00		5,228.00					-503.00	
		50. KELLOGG CO PROPERTY TYPE: SECURITIES					07/07/2009	06/11/2010
2,680.00		2,418.00					262.00	
		95. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					07/07/2009	06/11/2010
2,413.00		2,162.00					251.00	
		.21 FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					07/07/2009	07/02/2010
2.00		2.00						
		61. FRONTIER COMMUNICATIONS CORP COM PROPERTY TYPE: SECURITIES					07/07/2009	07/09/2010
448.00		479.00					-31.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		230. MFC ISHARES TR BARCLAYS TIPS BD FD PROPERTY TYPE: SECURITIES					06/17/2009	07/09/2010
24,289.00		22,936.00					1,353.00	
		5130.8 MFB NORTHN FUNDS EMERGING MKTS EQ PROPERTY TYPE: SECURITIES					06/12/2009	07/09/2010
55,310.00		48,540.00					6,770.00	
		4655.98 MFB NORTHN SHORT INTERMEDIATE US PROPERTY TYPE: SECURITIES					10/29/2008	07/09/2010
49,074.00		47,615.00					1,459.00	
		4909.89 MFB NORTHERN FDS FIXED INCOME FD PROPERTY TYPE: SECURITIES					05/23/2007	07/09/2010
51,161.00		48,019.00					3,142.00	
		10090.71 PIMCO COMMODITY REALRETURN STRA PROPERTY TYPE: SECURITIES					06/12/2009	07/09/2010
74,974.00		76,589.00					-1,615.00	
		22. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					07/07/2009	07/15/2010
5,473.00		2,996.00					2,477.00	
		255. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					07/07/2009	07/15/2010
6,812.00		7,133.00					-321.00	
		90. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					07/07/2009	07/22/2010
5,153.00		5,098.00					55.00	
		180. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES					01/12/2010	07/22/2010
5,353.00		5,009.00					344.00	
		78. KELLOGG CO PROPERTY TYPE: SECURITIES					07/07/2009	08/18/2010
3,970.00		3,772.00					198.00	
		48. KELLOGG CO PROPERTY TYPE: SECURITIES					07/07/2009	08/19/2010
2,393.00		2,321.00					72.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		49. KELLOGG CO PROPERTY TYPE: SECURITIES					07/07/2009	08/20/2010
2,433.00		2,370.00					63.00	
		14. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					09/02/2009	09/09/2010
1,144.00		630.00					514.00	
		21. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					09/02/2009	09/10/2010
1,724.00		945.00					779.00	
		40. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					09/02/2009	09/13/2010
3,369.00		1,800.00					1,569.00	
		220. PG&E CORP PROPERTY TYPE: SECURITIES					07/07/2009	09/13/2010
9,622.00		8,375.00					1,247.00	
		215. ADOBE SYS INC PROPERTY TYPE: SECURITIES					07/07/2009	10/04/2010
5,544.00		5,702.00					-158.00	
		200. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES					07/07/2009	10/04/2010
8,106.00		7,414.00					692.00	
		234. CHARLES SCHWAB CORP NEW PROPERTY TYPE: SECURITIES					07/07/2009	11/02/2010
3,600.00		3,948.00					-348.00	
		71. CHARLES SCHWAB CORP NEW PROPERTY TYPE: SECURITIES					07/07/2009	11/03/2010
1,085.00		1,198.00					-113.00	
		5. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
254.00		229.00					25.00	
		25. ALTERA CORP PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
820.00		391.00					429.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		9. AMAZON COM INC PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
1,522.00		686.00					836.00	
		15. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					04/26/2010	11/04/2010
653.00		712.00					-59.00	
		4. APPLE COMPUTER INC PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
1,274.00		545.00					729.00	
		35. BK AMER CORP COM PROPERTY TYPE: SECURITIES					04/08/2010	11/04/2010
416.00		652.00					-236.00	
		5. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES					07/15/2010	11/04/2010
411.00		395.00					16.00	
		10. BHP LTD SPONSORED ADR PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
908.00		503.00					405.00	
		15. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
1,274.00		950.00					324.00	
		35. CISCO SYS INC PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
845.00		642.00					203.00	
		10. CITRIX SYS INC PROPERTY TYPE: SECURITIES					07/22/2010	11/04/2010
657.00		465.00					192.00	
		5. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					02/04/2010	11/04/2010
392.00		401.00					-9.00	
		10. COSTCO WHSL CORP NEW PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
653.00		448.00					205.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					09/02/2009	11/04/2010
476.00		225.00					251.00	
		30. DANAHER CORP PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
1,340.00		880.00					460.00	
		20. WALT DISNEY CO PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
739.00		463.00					276.00	
		10. DOMINION RES INC VA NEW PROPERTY TYPE: SECURITIES					09/14/2010	11/04/2010
432.00		441.00					-9.00	
		10. E I DU PONT DE NEMOURS & CO PROPERTY TYPE: SECURITIES					04/26/2010	11/04/2010
482.00		407.00					75.00	
		30. EMC CORP MASS PROPERTY TYPE: SECURITIES					07/15/2010	11/04/2010
649.00		614.00					35.00	
		15. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
846.00		465.00					381.00	
		20. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
1,388.00		1,339.00					49.00	
		10. FEDEX CORP PROPERTY TYPE: SECURITIES					12/08/2009	11/04/2010
884.00		900.00					-16.00	
		5. FRANKLIN RESOURCES INC PROPERTY TYPE: SECURITIES					01/12/2010	11/04/2010
606.00		552.00					54.00	
		50. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
824.00		567.00					257.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
1,248.00		798.00					450.00	
		3. W W GRAINGER INC PROPERTY TYPE: SECURITIES					09/13/2010	11/04/2010
376.00		345.00					31.00	
		10. H J HEINZ CO PROPERTY TYPE: SECURITIES					08/20/2010	11/04/2010
495.00		470.00					25.00	
		6. INTL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
878.00		605.00					273.00	
		20. J P MORGAN CHASE & CO PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
764.00		655.00					109.00	
		5. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
323.00		283.00					40.00	
		10. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES					09/10/2009	11/04/2010
364.00		266.00					98.00	
		10. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					12/08/2009	11/04/2010
670.00		611.00					59.00	
		5. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
297.00		236.00					61.00	
		25. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
679.00		569.00					110.00	
		10. NATIONAL-OILWELL INC PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
579.00		294.00					285.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. NIKE INC CLASS B PROPERTY TYPE: SECURITIES					03/30/2010	11/04/2010
834.00		740.00					94.00	
		10. ADR NOVARTIS AG SPONSORED ADR ISIN # PROPERTY TYPE: SECURITIES					02/04/2010	11/04/2010
589.00		542.00					47.00	
		25. ORACLE CORPORATION PROPERTY TYPE: SECURITIES					10/04/2010	11/04/2010
735.00		681.00					54.00	
		5. PEPSICO INC PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
326.00		284.00					42.00	
		332.61 PIMCO COMMODITY REALRETURN STRATE PROPERTY TYPE: SECURITIES					12/23/2009	11/04/2010
3,037.00		2,787.00					250.00	
		2767.94 PIMCO COMMODITY REALRETURN STRAT PROPERTY TYPE: SECURITIES					06/12/2009	11/04/2010
25,271.00		17,971.00					7,300.00	
		15. PRINCIPAL FINANCIAL GROUP INC PROPERTY TYPE: SECURITIES					05/07/2010	11/04/2010
437.00		423.00					14.00	
		10. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
649.00		522.00					127.00	
		5. SALESFORCE COM INC COM STK PROPERTY TYPE: SECURITIES					07/15/2010	11/04/2010
571.00		476.00					95.00	
		5. SIMON PPTY GROUP INC NEW PROPERTY TYPE: SECURITIES					11/03/2010	11/04/2010
515.00		502.00					13.00	
		10. SUNCOR ENERGY INC NEW COM STK PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
353.00		265.00					88.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. SYSCO CORP PROPERTY TYPE: SECURITIES					06/11/2010	11/04/2010
451.00		462.00					-11.00	
		20. TJX COS INC NEW PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
937.00		607.00					330.00	
		10. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
507.00		496.00					11.00	
		10. THE TRAVELERS COMPANIES INC. PROPERTY TYPE: SECURITIES					11/09/2009	11/04/2010
568.00		535.00					33.00	
		15. US BANCORP DEL NEW PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
367.00		258.00					109.00	
		5. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
381.00		248.00					133.00	
		20. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					02/04/2010	11/04/2010
730.00		655.00					75.00	
		10. WAL MART STORES INC PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
554.00		479.00					75.00	
		15. WELLS FARGO & CO NEW PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
403.00		348.00					55.00	
		10. WHOLE FOODS MKT INC PROPERTY TYPE: SECURITIES					06/02/2010	11/04/2010
478.00		399.00					79.00	
		10. COVIDIEN PLC PROPERTY TYPE: SECURITIES					07/07/2009	11/04/2010
402.00		358.00					44.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		35. AMAZON COM INC PROPERTY TYPE: SECURITIES					07/07/2009	11/19/2010
5,743.00		2,669.00					3,074.00	
		290. CISCO SYS INC PROPERTY TYPE: SECURITIES					07/07/2009	11/19/2010
5,684.00		5,316.00					368.00	
		3. SYSCO CORP PROPERTY TYPE: SECURITIES					06/11/2010	11/19/2010
86.00		92.00					-6.00	
		227. SYSCO CORP PROPERTY TYPE: SECURITIES					06/11/2010	11/19/2010
6,520.00		6,985.00					-465.00	
		530. BK AMER CORP COM PROPERTY TYPE: SECURITIES					04/08/2010	12/03/2010
6,137.00		9,185.00					-3,048.00	
		42. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES					09/02/2009	12/17/2010
4,553.00		1,890.00					2,663.00	
		154. TJX COS INC NEW PROPERTY TYPE: SECURITIES					07/07/2009	12/17/2010
6,700.00		4,672.00					2,028.00	
		71. TJX COS INC NEW PROPERTY TYPE: SECURITIES					07/07/2009	12/20/2010
3,104.00		2,154.00					950.00	
TOTAL GAIN(LOSS)							---------- 49,806. ==========	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		67,377.	67,377.
	TOTAL	67,377.	67,377.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
ACCRUED INCOME		-1,134.
RETURN OF CAPITAL		8.
	TOTALS	-1,126.

STATEMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	1,000.	500.		500.
TOTALS	1,000.	500.	NONE	500.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ETIMATED TAX	845.	
FOREIGN TAX	988.	988.
TOTALS	1,833.	988.

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

DESCRIPTION	AMOUNT
COST ADJUSTMENT- 2009 INCOME RECLASSIFIED AS ROC	213.
TOTAL	213.

STATEMENT 5

STATE(S) WHERE THE FOUNDATION IS REGISTERED

FL

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

OFFICER NAME:
NORTHERN TRUST, N.A.
ADDRESS:

MIAMI, FL
TITLE:
CO-TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 3,300.

OFFICER NAME:
D RICHARD MEAD, JR
ADDRESS:

MIAMI, FLORIDA,
TITLE:
CO-TRUSTEE

OFFICER NAME:
MARY CATHERINE HAMIL
ADDRESS:

CORAL GABLES, FLORIDA,
TITLE:
CO-TRUSTEE

OFFICER NAME:
STANLEY BUDGE MEAD
ADDRESS:

MIAMI, FLORIDA,
TITLE:
CO-TRUSTEE

TOTAL COMPENSATION: 3,300.

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

RECIPIENT NAME:
VARIOUS-SEE ATTACHED
ADDRESS:
VARIOUS-SEE ATTACHED
, FL
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 90,750.

TOTAL GRANTS PAID: 90,750.

RECEPIENTS	PURPOSE OF GRANTS	AMOUNT	CITY	STATE
AMERICAN RED CROSS	FOR HAITI RELIEF	$2,000 00	MIAMI	FL
AMERICAN RED CROSS OF GREATER MIAMI	GENERAL	$5,000 00	MIAMI	FL
AMERICAN RED CROSS OF GREATER MIAMI	GENERAL	$5,000 00	MIAMI	FL
BAPTIST HEALTH SOUTH FL FOUNDATION	GENERAL	$10,000 00	MIAMI	FL
BOY SCOUTS OF SOUTH FLOIRDA	GENERAL	$2,500.00	MIAMI	FL
BOYS & GIRLS CLUB OF MIAMI	GENERAL	$2,000 00	MIAMI	FL
CAMILLUS HOUSE	GENERAL	$5,000.00	MIAMI	FL
COMMUNIT PARTNERHSIP FOR THE HOMELESS	GENERAL	$2,500 00	MIAMI	FL
COMMUNITY FOR SUSTAINABLE ENERGY	GENERAL	$1,000 00	FORT COLLINS	CO
FIRST UNITED METHODIST CHURCH	GENERAL	$5,000 00	MIAMI	FL
FROST MUSIC REACH PROGRAM	GENERAL	$2,000 00	MIAMI	FL
GIRL SCOUTS	GENERAL	$1,000 00	MIAMI	FL
GOODWILL	GENERAL	$2,000.00	MIAMI	FL
HIGHLANDS-CASHIERS HOSPITAL FOUNDATION	GENERAL	$2,000.00	HIGHLAND	NC
INFORMED FAMILIES	GENERAL	$5,000.00	MIAMI	FL
KRISTI HOUSE	GENERAL	$2,500 00	MIAMI	FL
LAKE COUNTY BOARD OF COUNTY COMMISSIONER	GENERAL	$2,000 00	TAVARES	FL
LIGHTHOUSE FOR THE BLIND	GENERAL	$2,500.00	MIAMI	FL
LOWES BEAUX ATRS FESTIVAL OF ART	GENERAL	$3,000 00	MIAMI	FL
MIAMI RESCUE MISSION	GENERAL	$1,000.00	MIAMI	FL
MIAMI ROTARY FOUNDATION	GENERAL	$250 00	MIAMI	FL
MS. PORTER FARMINGTON SCHOOL	GENERAL	$2,500.00	FARMINGTON	CT
NEAT STUFF, INC.	FOR THE BUILDING FUND	$5,000 00	MIAMI	FL
RESURRECTION CHURCH	GENERAL	$2,000 00	LONGMONT	CO
SALVATION ARMY	GENERAL	$2,000 00	MIAMI	FL
SOUTH FLORIDA URBAN MINISTRIES	GENERAL	$2,500.00	MIAMI	FL
SPECIAL OLYMPICS OF COLORADO	GENERAL	$1,000 00	ENGLEWOOD	CO
TRAGEDY ASSISTANCE PROGRAM FOR SURVIVORS	GENERAL	$1,000 00	WASHINGTON	DC
UNIVERSITY OF MIAMI	GENERAL	$1,500.00	MIAMI	FL
YMCA	GENERAL	$10,000 00	MIAMI	FL
TOTAL		**$90,750.00**		

◆ 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							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
105 000	92 92	0 00	9,756 60	5,782 31	3,974 29	0 00	3,974 29
Total USD		0 00	9,756 60	5,782 31	3,974 29	0 00	3,974 29
Total Australia		0 00	9,756 60	5,782 31	3,974 29	0 00	3,974 29
Canada - USD							
SUNCOR ENERGY INC NEW COM STK CUSIP 867224107							
220 000	38 29	0 00	8,423 80	6,337 22	2,086 58	0 00	2,086 58
Total USD		0 00	8,423 80	6,337 22	2,086 58	0 00	2,086 58
Total Canada		0 00	8,423 80	6,337 22	2,086 58	0 00	2,086 58
Israel - USD							
ADR TEVA PHARMACEUTICAL INDS CUSIP 881624209							
120 000	52 13	0 00	6,255 60	5,949 60	306 00	0 00	306 00
Total USD		0 00	6,255 60	5,949 60	306 00	0 00	306 00
Total Israel		0 00	6,255 60	5,949 60	306 00	0 00	306 00
Switzerland - USD							
ADR NOVARTIS AG CUSIP 66987V109							
155 000	58 95	0 00	9,137 25	8,405 08	732 17	0 00	732 17
Total USD		0 00	9,137 25	8,405 08	732 17	0 00	732 17
Total Switzerland		0 00	9,137 25	8,405 08	732 17	0 00	732 17
United States - USD							

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
#REORG/COVIDIEN REV STK SPLT/FOR STK SPLT COVIDIEN 2067522 3-18-2011 CUSIP G2554F105							
160 000	45 66	0 00	7,305 60	6,554 52	751 08	0 00	751 08
ABBOTT LAB COM CUSIP 002824100							
120 000	47 91	0 00	5,749 20	5,489 04	260 16	0 00	260 16
ALTERA CORP COM CUSIP 021441100							
225 000	35 58	0 00	8,005 50	3,519 00	4,486 50	0 00	4,486 50
AMAZON COM INC COM CUSIP 023135106							
39 000	180 00	0 00	7,020 00	2,974 53	4,045 47	0 00	4,045 47
AMERICAN EXPRESS CO CUSIP 025816109							
185 000	42 92	0 00	7,940 20	8,367 87	-427 67	0 00	-427 67
APPLE INC COM STK CUSIP 037833100							
63 000	322 56	0 00	20,321 28	8,580 60	11,740 68	0 00	11,740 68
BERKSHIRE HATHAWAY INC-CL B CUSIP 084670702							
80 000	80 11	0 00	6,408 80	6,318 16	90 64	0 00	90 64
CHEVRON CORP COM CUSIP 166764100							
155 000	91 25	0 00	14,143 75	9,817 70	4,326 05	0 00	4,326 05
CISCO SYSTEMS INC CUSIP 17275R102							
420 000	20 23	0 00	8,496 60	7,698 60	798 00	0 00	798 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							
Common stock							
United States - USD							
CITRIX SYS INC COM CUSIP 177376100							
110 000	68 41	0 00	7,525 10	5,118 18	2,406 92	0 00	2,406 92
COLGATE-PALMOLIVE CO COM CUSIP 194162103							
65 000	80 37	0 00	5,224 05	5,209 42	14 63	0 00	14 63
CONOCOPHILLIPS COM CUSIP 20825C104							
110 000	68 10	0 00	7,491 00	6 789 59	701 41	0 00	701 41
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
110 000	72 21	0 00	7,943 10	4,925 80	3,017 30	0 00	3,017 30
CUMMINS INC CUSIP 231021106							
88 000	110 01	0 00	9,680 88	3,959 55	5,721 33	0 00	5,721 33
DANAHER CORP COM CUSIP 235851102							
340 000	47 17	6 80	16,037 80	9,970 50	6,067 30	0 00	6,067 30
DOMINION RES INC VA NEW COM CUSIP 25746U109							
215 000	42 72	0 00	9,184 80	9,452 11	-267 31	0 00	-267 31
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
270 000	49 88	0 00	13,467 60	10,422 23	3,045 37	0 00	3,045 37
EMC CORP COM CUSIP 268648102							
525 000	22 90	0 00	12,022 50	10,288 40	1,734 10	0 00	1,734 10

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							
EMERSON ELECTRIC CO COM CUSIP 291011104							
240 000	57 17	0 00	13,720 80	7,442 40	6,278 40	0 00	6,278 40
EXXON MOBIL CORP COM CUSIP 30231G102							
250 000	73 12	0 00	18,280 00	16,740 00	1,540 00	0 00	1,540 00
FEDEX CORP COM CUSIP 31428X106							
110 000	93 01	0 00	10,231 10	9,710 41	520 69	0 00	520 69
FRKLN RES INC COM CUSIP 354613101							
75 000	111 21	18 75	8,340 75	8,285 46	55 29	0 00	55 29
GENERAL ELECTRIC CO CUSIP 369604103							
830 000	18 29	116 20	15,180 70	12,564 30	2,616 40	0 00	2,616 40
GOOGLE INC CL A CL A CUSIP 38259P508							
22 000	593 97	0 00	13,067 34	8,783 28	4,284 06	0 00	4,284 06
GRAINGER W W INC COM CUSIP 384802104							
47 000	138 11	0 00	6,491 17	5,368 19	1,122 98	0 00	1,122 98
H J HEINZ CUSIP 423074103							
180 000	49 46	81 00	8,902 80	8,427 35	475 45	0 00	475 45
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
106 000	146 76	0 00	15,556 56	10,684 77	4,871 79	0 00	4,871 79

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							
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
85 000	61 85	0 00	5,257 25	4,814 40	442 85	0 00	442 85
JOHNSON CTL INC COM CUSIP 478366107							
235 000	38 20	37 60	8,977 00	6,256 59	2,720 41	0 00	2,720 41
JPMORGAN CHASE & CO COM CUSIP 46625H100							
355 000	42 42	0 00	15,059 10	11,849 24	3,209 86	0 00	3,209 86
JUNIPER NETWORKS INC COM CUSIP 48203R104							
165 000	36 92	0 00	6,091 80	5,742 64	349 16	0 00	349 16
LOWES COS INC COM CUSIP 548661107							
215 000	25 08	0 00	5,392 20	6,115 72	-723 52	0 00	-723 52
MCKESSON CORP CUSIP 58155Q103							
160 000	70 38	28 80	11,260 80	9,782 62	1,478 18	0 00	1,478 18
MEDCO HEALTH SOLUTIONS INC COM CUSIP 58405U102							
150 000	61 27	0 00	9,190 50	7,075 50	2,115 00	0 00	2,115 00
MICROSOFT CORP COM CUSIP 594918104							
365 000	27 92	0 00	10,190 80	8,307 40	1,883 40	0 00	1,883 40
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
150 000	67 25	0 00	10,087 50	4,414 50	5,673 00	0 00	5,673 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							
Common stock							
United States - USD							
NIKE INC CL B CUSIP 654106103							
155 000	85 42	0 00	13,240 10	10,183 37	3,056 73	0 00	3,056 73
NOBLE ENERGY INC COM CUSIP 655044105							
75 000	86 08	0 00	6,456 00	4,016 25	2,439 75	0 00	2,439 75
OMNICOM GROUP INC COM CUSIP 681919106							
210 000	45 80	35 80	9,618 00	9,662 90	-44 90	0 00	-44 90
ORACLE CORP COM CUSIP 68389X105							
480 000	31 30	0 00	15,024 00	13,071 79	1,952 21	0 00	1,952 21
PEPSICO INC COM CUSIP 713448108							
200 000	65 33	96 00	13,066 00	11,374 00	1,692 00	0 00	1,692 00
PRINCIPAL FINL GROUP INC COM STK CUSIP 74251V102							
335 000	32 56	0 00	10,907 60	9,599 23	1,308 37	0 00	1,308 37
PROCTER & GAMBLE COM NPV CUSIP 742718109							
200 000	64 33	0 00	12,866 00	11,060 64	1,805 36	0 00	1,805 36
SALESFORCE COM INC COM STK CUSIP 79466L302							
85 000	132 00	0 00	11,220 00	8,079 38	3,140 62	0 00	3,140 62
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
515 000	24 99	0 00	12,869 85	8,312 10	4,557 75	0 00	4,557 75

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							
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK CUSIP 85590A401							
100 000	60 78	0 00	6,078 00	5,994 85	83 15	0 00	83 15
TRAVELERS COS INC COM STK CUSIP 89417E109							
195 000	55 71	0 00	10,863 45	10,432 85	430 60	0 00	430 60
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
95 000	78 72	0 00	7,478 40	4,707 24	2,771 16	0 00	2,771 16
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
330 000	36 11	0 00	11,916 30	10,401 49	1,514 81	0 00	1,514 81
US BANCORP CUSIP 902973304							
380 000	26 97	19 00	10,248 60	8,057 32	2,191 28	0 00	2,191 28
WAL-MART STORES INC COM CUSIP 931142103							
110 000	53 93	33 27	5,932 30	5,271 19	661 11	0 00	661 11
WALT DISNEY CO CUSIP 254687106							
365 000	37 51	146 00	13,691 15	9,936 84	3,754 31	0 00	3,754 31
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
435 000	30 99	0 00	13,480 65	10,414 31	3,066 34	0 00	3,066 34
WHOLE FOODS MKT INC COM CUSIP 966837106							
130 000	50 59	0 00	6,576 70	5,191 48	1,385 22	0 00	1,385 22
Total USD		619 22	556,779 03	433,587 80	123,191 23	0 00	123,191 23

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							
Total United States		619 22	556,779 03	433,587 80	123,191 23	0 00	123,191 23
Total Common Stock							
12,015.000		**619.22**	**590,352.28**	**460,062.01**	**130,290 27**	**0 00**	**130,290.27**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162582							
21,249 970	12 84	0 00	272,849 61	209,201 56	63,648 05	0 00	63,648 05
Total USD		0 00	272,849 61	209,201 56	63,648 05	0 00	63,648 05
Total Emerging Markets Region		0 00	272,849 61	209,201 56	63,648 05	0 00	63,648 05
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
44,636 610	9 94	0 00	443,687 90	429,058 13	14,629 77	0 00	14,629 77
Total USD		0 00	443,687 90	429,058 13	14,629 77	0 00	14,629 77
Total International Region		0 00	443,687 90	429,058 13	14,629 77	0 00	14,629 77
United States - USD							
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
6,762 830	11 65	0 00	78,786 97	54,469 67	24,317 30	0 00	24,317 30
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
7,992 260	10 29	0 00	82,240 35	63,300 13	18,940 22	0 00	18,940 22
Total USD		0 00	161,027 32	117,769 80	43,257 52	0 00	43,257 52
Total United States		0 00	161,027 32	117,769 80	43,257 52	0 00	43,257 52

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							
Total Equity Funds							
80,641 670		**0 00**	**877,564 83**	**756,029.49**	**121,535 34**	**0 00**	**121,535.34**
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
108 000	99 49	0 00	10,744 92	9,868 01	876 91	0 00	876 91
Total USD		0 00	10,744 92	9,868 01	876 91	0 00	876 91
Total United States		0 00	10,744 92	9,868 01	876 91	0 00	876 91
Total Other Equity							
108.000		**0.00**	**10,744 92**	**9,868.01**	**876 91**	**0 00**	**876 91**
Total Equity Securities							
92,764 670		**619.22**	**1,478,662 03**	**1,225,959.51**	**252,702.52**	**0 00**	**252,702 52**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
23,936 040	10 13	0 00	242,472 08	237,504 41	4,967 67	0 00	4,967 67
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
33,081 160	7 30	0 00	241,492 46	238,310 69	3,181 77	0 00	3,181 77
Issue Date 25 Aug 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							
MFB NORTHN SHORT INTERMEDIATE US GOVT CUSIP 665162756							
14,242 370	10 33	0 00	147,123 68	145,964 44	1,159 24	0 00	1,159 24
Issue Date 25 Aug 08							
MFC ISHARES TR BARCLAYS TIPS BD FD CUSIP 464287176							
430 000	107 52	0 00	46,233 60	43,152 40	3,081 20	0 00	3,081 20
Issue Date 07 Nov 08							
Total USD		0 00	677,321 82	664,931 94	12,389 88	0 00	12,389 88
Total United States		0 00	677,321 82	664,931 94	12,389 88	0 00	12,389 88
Total Corporate/Government **71,689 570**		**0 00**	**677,321.82**	**664,931.94**	**12,389 88**	**0.00**	**12,389.88**
Total Fixed Income Securities **71,689.570**		**0 00**	**677,321.82**	**664,931 94**	**12,389.88**	**0 00**	**12,389.88**
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
9,557 140	8 31	0 00	79,419 83	84,599 14	-5,179 31	0 00	-5,179 31
Total USD		0 00	79,419 83	84,599 14	-5,179 31	0 00	-5,179 31
Total United States		0 00	79,419 83	84,599 14	-5,179 31	0 00	-5,179 31

◆ 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							
Total Real Estate Funds							
9,557 140		**0.00**	**79,419.83**	**84,599.14**	**-5,179.31**	**0 00**	**-5,179.31**
Total Real Estate							
9,557 140		**0 00**	**79,419 83**	**84,599.14**	**-5,179.31**	**0 00**	**-5,179 31**
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
960 000	138 72	0 00	133,171 20	111,438 30	21,732 90	0 00	21,732 90
Total USD		0 00	133,171 20	111,438 30	21,732 90	0 00	21,732 90
Total Global Region		0 00	133,171 20	111,438 30	21,732 90	0 00	21,732 90
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
5,953 630	9 29	0 00	55,309 22	49,840 87	5,468 35	0 00	5,468 35
Total USD		0 00	55,309 22	49,840 87	5,468 35	0 00	5,468 35
Total United States		0 00	55,309 22	49,840 87	5,468 35	0 00	5,468 35
Total Commodities							
6,913 630		**0.00**	**188,480.42**	**161,279.17**	**27,201 25**	**0.00**	**27,201 25**
Total Commodities							
6,913.630		**0.00**	**188,480.42**	**161,279.17**	**27,201.25**	**0.00**	**27,201.25**

Cash and Short Term Investments

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	31 47	70,812 54	70,812 54	0 00	0 00	0 00
Total short term - all currencies		31 47	70,812 54	70,812 54	0 00	0 00	0 00
Total short term - all countries		31 47	70,812 54	70,812 54	0 00	0 00	0 00
Total Short Term **70,812.540**		**31 47**	**70,812 54**	**70,812.54**	**0.00**	**0.00**	**0 00**
Total Cash and Short Term Investments **70,812 540**		**31.47**	**70,812 54**	**70,812 54**	**0.00**	**0 00**	**0.00**
Total **251,737 550**		**650.69**	**2,494,696 64**	**2,207,582.30**	**287,114.34**	**0 00**	**287,114 34**