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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

OMB No 1545-0052

2010

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

For calendar year 2010, or tax year beginning **08/01, 2010**, and ending **07/31, 2011**

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 **KIRKPATRICK FAMILY CHARITABLE FOUNDATION**
02-00258
A Employer identification number **36-7290169**

Number and street (or P.O. box number if mail is not delivered to street address) **THE NORTHERN TRUST COMPANY**
Room/suite
B Telephone number (see page 10 of the instructions) **(312) 630-6000**

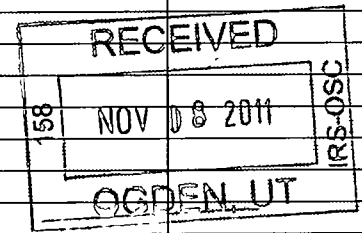
City or town, state, and ZIP code **P.O. BOX 803878 CHICAGO, IL 60680**

H Check type of organization 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) **\$ 470,328.**
J Accounting method: 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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	12,049.	12,049.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	12,269.			
b Gross sales price for all assets on line 6a 79,610.				
7 Capital gain net income (from Part IV, line 2)		12,269.		
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)	-2.			STMT 2
12 Total. Add lines 1 through 11	24,316.	24,318.		
13 Compensation of officers, directors, trustees, etc.	2,998.	2,699.		299.
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	172.	172.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	15.			15.
24 Total operating and administrative expenses. Add lines 13 through 23	4,185.	3,371.	NONE	814.
25 Contributions, gifts, grants paid	19,959.			19,959.
26 Total expenses and disbursements. Add lines 24 and 25	24,144.	3,371.	NONE	20,773.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	172.			
b Net investment income (if negative, enter -0-)		20,947.		
c Adjusted net income (if negative, enter -0-)				



SCANNED NOV 10 2011

POSTMARK DATE OCT 5 2011

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	24,078.	19,131.	19,131.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) . STMT 6	220,750.	223,991.	274,955.
	c	Investments - corporate bonds (attach schedule) . STMT 7	111,516.	114,985.	121,204.
	11	Investments - land, buildings, and equipment: basis Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	38,567.	36,976.	55,038.
	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)	394,911.	395,083.	470,328.	
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	394,911.	395,083.	
	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)	394,911.	395,083.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	394,911.	395,083.		

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	394,911.
2	Enter amount from Part I, line 27a	2	172.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	395,083.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	395,083.

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				(i) 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	12,269.
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	19,433.	418,193.	0.04646897485
2008	25,730.	389,649.	0.06603378938
2007	26,960.	537,552.	0.05015328750
2006	26,301.	546,946.	0.04808701407
2005	26,183.	529,044.	0.04949115764
2 Total of line 1, column (d)			2 0.26023422344
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 0.05204684469
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5			4 457,422.
5 Multiply line 4 by line 3			5 23,807.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 209.
7 Add lines 5 and 6			7 24,016.
8 Enter qualifying distributions from Part XII, line 4			8 20,773.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	419.
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	419.
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	419.
6	Credits/Payments:		
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	798.
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	798.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	379.
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax <input type="checkbox"/> 379. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 Telephone no (312) 630-6000
Located at P.O. BOX 803878, CHICAGO, IL ZIP + 4 60680
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
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 Yes No 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? Yes X 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 X 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 X 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 X 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** 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 10		2,998.	-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	464,388.
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	464,388.
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	464,388.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	6,966.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	457,422.
6	Minimum investment return. Enter 5% of line 5	6	22,871.

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	22,871.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	419.
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	419.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	22,452.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	22,452.
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	22,452.

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	20,773.
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	20,773.
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	20,773.

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				22,452.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			19,959.	
b Total for prior years 20 <u>08</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	NONE			
b From 2006	NONE			
c From 2007	NONE			
d From 2008	NONE			
e From 2009	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ \$ <u>20,773.</u>				
a Applied to 2009, but not more than line 2a			19,959.	
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				814.
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).)	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 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				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				21,638.
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)	NONE			
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)
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	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
Name and address (home or business)				
<p>a Paid during the year</p> <p>SEE STATEMENT 11</p>				
Total				▶ 3a 19,959.
<p>b Approved for future payment</p>				
Total				▶ 3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule...

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

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

Table with 3 columns: (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 JAMES CIARLETTE Date 10/26/2011 Title VICE PRESIDENT

Paid Preparer Use Only Print/Type preparer's name, Preparer's signature, Date, Check if self-employed, Firm's name, Firm's address, Firm's EIN, Phone no.

**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					4,513.	
814.00		16. KELLOGG CO PROPERTY TYPE: SECURITIES 835.00					08/22/2007	08/18/2010
							-21.00	
449.00		9. KELLOGG CO PROPERTY TYPE: SECURITIES 445.00					11/10/2006	08/19/2010
							4.00	
496.00		10. KELLOGG CO PROPERTY TYPE: SECURITIES 494.00					11/10/2006	08/20/2010
							2.00	
163.00		2. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 90.00					09/02/2009	09/09/2010
							73.00	
246.00		3. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 135.00					09/02/2009	09/10/2010
							111.00	
421.00		5. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 225.00					09/02/2009	09/13/2010
							196.00	
1,750.00		40. PG&E CORP PROPERTY TYPE: SECURITIES 1,585.00					10/07/2008	09/13/2010
							165.00	
1,031.00		40. ADOBE SYS INC PROPERTY TYPE: SECURITIES 1,546.00					10/23/2006	10/04/2010
							-515.00	
1,419.00		35. HEWLETT PACKARD CO COM PROPERTY TYPE: SECURITIES 1,311.00					01/14/2009	10/04/2010
							108.00	
646.00		42. SCHWAB CHARLES CORP COMMON STOCK NEW PROPERTY TYPE: SECURITIES 924.00					10/07/2008	11/02/2010
							-278.00	

**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)	
199.00		13. SCHWAB CHARLES CORP COMMON STOCK NEW PROPERTY TYPE: SECURITIES 285.00				10/07/2008	11/03/2010 -86.00	
118.00		13. MFO CREDIT SUISSE COMMODITY RETURN S PROPERTY TYPE: SECURITIES 109.00				04/26/2010	11/18/2010 9.00	
2,301.00		253.67 MFO CREDIT SUISSE COMMODITY RETUR PROPERTY TYPE: SECURITIES 2,004.00				06/22/2009	11/18/2010 297.00	
4,415.00		405. MFB NORTHERN FUNDS MULTI MANAGER HI PROPERTY TYPE: SECURITIES 4,050.00				09/23/2009	11/18/2010 365.00	
931.00		50. MFB NORTHN FDS MULTI-MANAGER GLOBAL PROPERTY TYPE: SECURITIES 500.00				11/19/2008	11/18/2010 431.00	
3,818.00		390. MFB NORTHN MULTI-MANAGER INTL EQTY PROPERTY TYPE: SECURITIES 4,356.00				02/20/2008	11/18/2010 -538.00	
219.00		20. MFB NRTHN MULTIMGR MID" FOR NMMCX MI PROPERTY TYPE: SECURITIES 208.00				02/20/2008	11/18/2010 11.00	
2,977.00		345. PIMCO COMMODITY REALRETURN STRATEGY PROPERTY TYPE: SECURITIES 2,372.00				06/22/2009	11/18/2010 605.00	
1,477.00		9. AMAZON.COM INCORPORATED COMMON STOCK PROPERTY TYPE: SECURITIES 702.00				04/17/2009	11/19/2010 775.00	
1,078.00		55. CISCO SYS INC PROPERTY TYPE: SECURITIES 2,119.00				11/06/2006	11/19/2010 -1,041.00	
1,264.00		44. SYSCO CORP PROPERTY TYPE: SECURITIES 1,354.00				06/11/2010	11/19/2010 -90.00	

**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)	
29.00		1. SYSCO CORP PROPERTY TYPE: SECURITIES 31.00				06/11/2010	11/19/2010 -2.00	
1,216.00		105. BK AMER CORP COM PROPERTY TYPE: SECURITIES 1,764.00				11/18/2010	12/03/2010 -548.00	
6,725.00		660. MFB NRTHN MULTIMGR SMALL"FOR NMMSX PROPERTY TYPE: SECURITIES 6,052.00				02/20/2008	12/16/2010 673.00	
759.00		7. CUMMINS ENGINE INC PROPERTY TYPE: SECURITIES 315.00				09/02/2009	12/17/2010 444.00	
1,349.00		31. TJX COS INC NEW PROPERTY TYPE: SECURITIES 1,018.00				04/28/2008	12/17/2010 331.00	
219.00		5. TJX COS INC NEW PROPERTY TYPE: SECURITIES 230.00				11/18/2010	12/20/2010 -11.00	
393.00		9. TJX COS INC NEW PROPERTY TYPE: SECURITIES 296.00				04/28/2008	12/20/2010 97.00	
1,363.00		125. MFB NORTHERN FUNDS MULTI MANAGER HI PROPERTY TYPE: SECURITIES 1,250.00				12/21/2009	02/01/2011 113.00	
1,363.00		75. MFB NORTHN FDS MULTI-MANAGER GLOBAL PROPERTY TYPE: SECURITIES 916.00				12/21/2009	02/01/2011 447.00	
4,965.00		220. MFB NORTHN FDS MULTI-MANAGER EMERGI PROPERTY TYPE: SECURITIES 3,236.00				12/21/2009	02/01/2011 1,729.00	
1,832.00		180. MFB NORTHN MULTI-MANAGER INTL EQTY PROPERTY TYPE: SECURITIES 2,011.00				02/20/2008	02/01/2011 -179.00	

**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)	
211.00		20. MFB NRTHN MULTIMGR SMALL"FOR NMMSX F PROPERTY TYPE: SECURITIES 183.00					02/20/2008	02/01/2011 28.00
421.00		35. MFB NRTHN MULTIMGR MID" FOR NMMCX MI PROPERTY TYPE: SECURITIES 364.00					02/20/2008	02/01/2011 57.00
149.00		10. MFB NORTHN FDS SMALL CAP GROWTH FD PROPERTY TYPE: SECURITIES 145.00					12/16/2010	02/01/2011 4.00
1,290.00		125. MFB NORTHN SHORT INTERMEDIATE US GO PROPERTY TYPE: SECURITIES 1,288.00					12/21/2009	02/01/2011 2.00
2,325.00		230. MFB NORTHERN FDS FIXED INCOME FD PROPERTY TYPE: SECURITIES 2,215.00					06/16/2000	02/01/2011 110.00
238.00		25. PIMCO COMMODITY REALRETURN STRATEGY PROPERTY TYPE: SECURITIES 187.00					12/09/2009	02/01/2011 51.00
654.00		5. MFC SPDR GOLD TR GOLD SHS PROPERTY TYPE: SECURITIES 457.00					03/13/2009	02/01/2011 197.00
1,130.00		15. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES 1,202.00					02/04/2010	02/02/2011 -72.00
7,215.00		325. MFB NORTHN FDS MULTI-MANAGER EMERGI PROPERTY TYPE: SECURITIES 3,730.00					04/13/2009	02/17/2011 3,485.00
1,250.00		25. TEVA PHARMACEUTICALS INDS LTD ADR PROPERTY TYPE: SECURITIES 1,065.00					01/14/2009	02/28/2011 185.00
651.00		15. ALTERA CORP COM PROPERTY TYPE: SECURITIES 262.00					03/20/2009	03/08/2011 389.00

**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)	
1,272.00		20. PEPSICO INC PROPERTY TYPE: SECURITIES 955.00					01/29/2002	03/08/2011
							317.00	
634.00		7. FEDEX CORP PROPERTY TYPE: SECURITIES 630.00					12/08/2009	03/25/2011
							4.00	
1,653.00		18. FEDEX CORP PROPERTY TYPE: SECURITIES 1,569.00					01/12/2010	03/28/2011
							84.00	
175.00		10. CISCO SYS INC PROPERTY TYPE: SECURITIES 196.00					11/18/2010	04/11/2011
							-21.00	
1,311.00		75. CISCO SYS INC PROPERTY TYPE: SECURITIES 1,798.00					09/30/2008	04/11/2011
							-487.00	
640.00		8. NIKE INC CLASS B PROPERTY TYPE: SECURITIES 518.00					01/12/2010	04/26/2011
							122.00	
562.00		7. NIKE INC CLASS B PROPERTY TYPE: SECURITIES 449.00					01/12/2010	04/27/2011
							113.00	
241.00		10. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 259.00					11/18/2010	05/23/2011
							-18.00	
1,568.00		65. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 2,551.00					06/29/2000	05/23/2011
							-983.00	
928.00		40. LOWES COMPANIES INC PROPERTY TYPE: SECURITIES 1,138.00					04/26/2010	06/24/2011
							-210.00	
268.00		5. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 317.00					02/17/2011	06/24/2011
							-49.00	

**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)	
1,342.00		25. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 697.00					04/05/2006	06/24/2011
1,146.00		15. BERKSHIRE HATHAWAY INC-CL B PROPERTY TYPE: SECURITIES 1,185.00					07/15/2010	07/06/2011
1,376.00		35. WALT DISNEY CO PROPERTY TYPE: SECURITIES 1,213.00					03/30/2010	07/15/2011
TOTAL GAIN (LOSS)					----- 12,269. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS ETC.	12,049.	12,049.
TOTAL	12,049.	12,049.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	-2.

TOTALS	-2.
	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

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

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN	172.	172.
TOTALS	172.	172.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ATTORNEY GENERAL

15.

15.

TOTALS

15.
=====

15.
=====

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

36-7290169

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SCHEDULE ATTACHED	223,991.	274,955.
TOTALS	223,991.	274,955.
	=====	=====

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SCHEDULE ATTACHED	114,985.	121,204.
TOTALS	114,985.	121,204.
	=====	=====

KIRKPATRICK FAMILY CHARITABLE FOUNDATION
 FORM 990PF, PART II - OTHER INVESTMENTS

36-7290169

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	C	36,976.	55,038.
TOTALS		36,976.	55,038.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

IL

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

=====

OFFICER NAME:

THE NORTHERN TRUST COMPANY

ADDRESS:

P.O. BOX 803878
CHICAGO, IL 60680,

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 2,998.

TOTAL COMPENSATION: 2,998.

=====

RECIPIENT NAME:

METROPOLITAN FAMILY
SERVICES

ADDRESS:

EVANSTON, IL

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

P

AMOUNT OF GRANT PAID 19,959.

TOTAL GRANTS PAID:

19,959.

=====

Foundation

31 JUL 11

Account number 0200258

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
Australia - USD								
ADR BHP BILLITON LTD SPONSORED ADR	CUSIP 088606108							
20 000	91 55	0 00	1,831 00	1,251 14	579 86	0 00		579 86
Total USD			1,831 00	1,251 14	579 86	0 00		579 86
Total Australia								
Canada - USD								
SUNCOR ENERGY INC NEW COM STK	CUSIP 867224107							
45 000	38 22	0 00	1,719 90	1,473 96	245 94	0 00		245 94
Total USD			1,719 90	1,473 96	245 94	0 00		245 94
Total Canada								
Switzerland - USD								
ADR NOVARTIS AG	CUSIP 66987Y109							
30 000	61 20	0 00	1,836 00	1,626 79	209 21	0 00		209 21
Total USD			1,836 00	1,626 79	209 21	0 00		209 21
Total Switzerland								
United States - USD								
ABBOTT LAB COM	CUSIP 002824100							
25 000	51 32	12 00	1,263 00	1,236 16	46 84	0 00		46 84
ALTERA CORP COM	CUSIP 021441100							
30 000	40 88	0 00	1,226 40	602 50	623 90	0 00		623 90

Foundation

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
AMAZON COM INC COM	CUSIP 023135106							
8 000		222 52	0 00	1 780 16	1 102 01	678 15	0 00	678 15
AMERICAN EXPRESS CO CUSIP 025816109								
50 000		50 04	6 30	2 502 00	2 390 62	111 38	0 00	111 38
APPLE INC COM STK CUSIP 037833100								
12 000		390 48	0 00	4 685 76	799 22	3 886 54	0 00	3 886 54
AUTODESK INC COM CUSIP 052769106								
30 000		34 40	0 00	1 032 00	1 253 39	-221 39	0 00	-221 39
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108								
55 000		28 66	18 15	1 576 30	1 602 83	-26 53	0 00	-26 53
CHEVRON CORP COM CUSIP 166764100								
30 000		104 02	0 00	3 120 60	2 276 69	843 91	0 00	843 91
CITRIX SYS INC COM CUSIP 177376100								
32 000		72 04	0 00	2 305 28	1 826 95	478 33	0 00	478 33
CONOCOPHILLIPS COM CUSIP 20825C104								
20 000		71 99	13 20	1 439 80	1 234 47	205 33	0 00	205 33
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105								
30 000		78 25	0 00	2 347 50	1 981 31	366 19	0 00	366 19

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Account number: 0200258

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
COVIDIEN PLC USD0 20(POST CONSOLIDATION) CUSIP G2554F113	50 79	6 00	1,523 70	1 538 54	-14 84	0 00	-14 84
CUMMINS INC CUSIP 231021106							
18 000	104 88	0 00	1,887 84	809 91	1,077 93	0 00	1,077 93
DANAHER CORP COM CUSIP 235851102							
70 000	49 11	0 00	3,437 70	1,827 32	1,610 38	0 00	1,610 38
DOMINION RES INC VA NEW COM CUSIP 25746U109							
40 000	48 45	0 00	1,938 00	1,758 97	179 03	0 00	179 03
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
50 000	51 42	0 00	2,571 00	1,904 95	666 05	0 00	666 05
EATON CORP COM CUSIP 278058102							
40 000	47 95	0 00	1 918 00	2 180 23	-262 23	0 00	-262 23
EMC CORP COM CUSIP 268648102							
105 000	26 08	0 00	2,738 40	2,080 17	658 23	0 00	658 23
EMERSON ELECTRIC CO COM CUSIP 291011104							
45 000	49 09	0 00	2 209 05	2 064 60	144 45	0 00	144 45
EXXON MOBIL CORP COM CUSIP 30231G102							
50 000	79 79	0 00	3,989 50	2 261 71	1 727 79	0 00	1 727 79

Foundation

Account number 0200258

31 JUL 11

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
FRKLN RES INC COM	CUSIP 354613101							
20 000	126 96	0 00	0 00	2 539 20	2 285 51	253 69	0 00	253 69
GENERAL ELECTRIC CO CUSIP 369604103								
165 000	17 91	0 00	0 00	2 955 15	2 338 82	616 33	0 00	616 33
GOOGLE INC CL A CL A CUSIP 38259P508								
5 000	603 69	0 00	0 00	3 018 45	2 654 34	364 11	0 00	364 11
GRAINGER W W INC COM CUSIP 384802104								
9 000	148 37	0 00	0 00	1 335 33	1 027 56	307 77	0 00	307 77
H J HEINZ CUSIP 423074103								
35 000	52 64	0 00	0 00	1 842 40	1 638 83	203 57	0 00	203 57
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101								
24 000	181 85	0 00	0 00	4 364 40	2 738 40	1 626 00	0 00	1 626 00
JOHNSON & JOHNSON COM USD1 CUSIP 478160104								
15 000	64 79	0 00	0 00	971 85	753 45	218 40	0 00	218 40
JOHNSON CTL INC COM CUSIP 478366107								
45 000	36 95	0 00	0 00	1 662 75	1 198 07	464 68	0 00	464 68
JPMORGAN CHASE & CO COM CUSIP 46625H100								
70 000	40 45	17 50	17 50	2 831 50	2 241 61	589 89	0 00	589 89

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 26 Oct 11 B003

Foundation

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
JUNIPER NETWORKS INC COM CUSIP 48203R104								
60 000		23 39	0 00	1 403 40	2 267 64	-864 24	0 00	-864 24
MCKESSON CORP CUSIP 58155Q103								
30 000		81 12	0 00	2 433 60	1 834 24	599 36	0 00	599 36
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
30 000		80 57	0 00	2 417 10	1 129 45	1 287 65	0 00	1 287 65
NIKE INC CL B CUSIP 654106103								
15 000		90 15	0 00	1 352 25	957 30	394 95	0 00	394 95
NOBLE ENERGY INC COM CUSIP 655044105								
15 000		99 68	0 00	1 495 20	926 36	568 84	0 00	568 84
OMNICOM GROUP INC COM CUSIP 681919106								
40 000		46 92	0 00	1 876 80	1 839 47	37 33	0 00	37 33
ORACLE CORP COM CUSIP 68389X105								
95 000		30 58	5 70	2 905 10	2 592 81	312 29	0 00	312 29
PAYCHEX INC COM CUSIP 704326107								
40 000		28 23	12 40	1 129 20	1 342 71	-213 51	0 00	-213 51
PEPSICO INC COM CUSIP 713448108								
20 000		64 04	0 00	1 280 80	1 040 68	240 12	0 00	240 12

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 26 Oct 11 B003

Foundation

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
PRINCIPAL FINL GROUP INC COM STK	CUSIP 74251V102							
65 000	27 63	1,795 95	0 00	1,863 77	1,863 77	-67 82	0 00	-67 82
PROCTER & GAMBLE COM NPV CUSIP 742718109								
40 000	61 49	2 459 60	21 00	2 275 93	2 275 93	183 67	0 00	183 67
QUALCOMM INC COM CUSIP 747525103								
25 000	54 78	1,369 50	0 00	1,371 76	1,371 76	-2 26	0 00	-2 26
SALESFORCE COM INC COM STK CUSIP 79466L302								
15 000	144 71	2,170 65	0 00	1,425 93	1,425 93	744 72	0 00	744 72
SCHLUMBERGER LTD COM COM CUSIP 8066857108								
23 000	90 37	2,078 51	0 00	2,114 44	2,114 44	-35 93	0 00	-35 93
SPECTRA ENERGY CORP COM STK CUSIP 847560109								
105 000	27 02	2,837 10	0 00	2,585 11	2,585 11	251 99	0 00	251 99
STARWOOD HOTELS & RESORTS WORLDWIDE INC COM STK CUSIP 85590A401								
20 000	54 96	1,099 20	0 00	1,199 23	1,199 23	-100 03	0 00	-100 03
TRAVELERS COS INC COM STK CUSIP 89417E109								
40 000	55 13	2,205 20	0 00	2 182 41	2 182 41	22 79	0 00	22 79
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
15 000	82 84	1,242 60	0 00	557 72	557 72	684 88	0 00	684 88

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
UNITEDHEALTH GROUP INC COM	CUSIP 91324P102							
70,000	49.63	0.00	3,474.10	2,299.62	1,174.48	0.00	1,174.48	
US BANCORP CUSIP 902973304								
75,000	26.06	0.00	1,954.50	2,314.10	-359.60	0.00	-359.60	
V F CORP COM CUSIP 918204108								
22,000	116.80	0.00	2,569.60	2,323.53	246.07	0.00	246.07	
WAL-MART STORES INC COM CUSIP 931142103								
20,000	52.71	0.00	1,054.20	1,141.58	-87.38	0.00	-87.38	
WALT DISNEY CO CUSIP 254687106								
40,000	38.62	0.00	1,544.80	1,407.28	137.52	0.00	137.52	
WELLS FARGO & CO NEW COM STK CUSIP 949746101								
90,000	27.94	0.00	2,514.60	2,294.42	220.18	0.00	220.18	
WHOLE FOODS MKT INC COM CUSIP 966837106								
35,000	66.70	0.00	2,334.50	1,517.57	816.93	0.00	816.93	
Total USD		112.25	116,031.08	92,414.20	23,616.88	0.00	23,616.88	
Total United States		112.25	116,031.08	92,414.20	23,616.88	0.00	23,616.88	
Total Common Stock		112.25	121,417.98	96,766.09	24,651.89	0.00	24,651.89	
2,298,000								
Equity funds								

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Equity funds								
Emerging Markets Region - USD								
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD	CUSIP 665162483							
1,703.350	22.88	0.00	38,972.64	27,990.33	10,982.31	0.00	0.00	10,982.31
Total USD			38,972.64	27,990.33	10,982.31	0.00	0.00	10,982.31
Total Emerging Markets Region								
International Region - USD								
MFB NORTHN MULTI-MANAGER INTL EQTY FD	CUSIP 665162558							
7,829.560	10.02	0.00	78,452.19	70,107.39	8,344.80	0.00	0.00	8,344.80
Total USD			78,452.19	70,107.39	8,344.80	0.00	0.00	8,344.80
Total International Region								
United States - USD								
MFB NORTHERN FUNDS SMALL CAP CORE FUND	CUSIP 665162665							
558.640	15.09	0.00	8,429.87	8,083.55	346.32	0.00	0.00	346.32
MFB NORTHN MULTI-MANAGER MID CAP FD								
MFB NORTHN MULTI-MANAGER MID CAP FD	CUSIP 665162574							
1,386.810	12.21	0.00	16,932.95	12,828.17	4,104.78	0.00	0.00	4,104.78
MFB NORTHN MULTI-MANAGER SMALL CAP FD								
MFB NORTHN MULTI-MANAGER SMALL CAP FD	CUSIP 665162566							
788.160	10.58	0.00	8,338.73	6,360.00	1,978.73	0.00	0.00	1,978.73
Total USD			33,701.55	27,271.72	6,429.83	0.00	0.00	6,429.83
Total United States								
Total Equity Funds			151,126.38	125,369.44	25,756.94	0.00	0.00	25,756.94

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Other equity								
United States - USD								
SIMON PROPERTY GROUP INC COM	CUSIP 828806109							
20 000	120 51		0.00	2,410 20	1,854 98	555 22	0.00	555 22
Total USD			0.00	2,410 20	1,854 98	555 22	0.00	555 22
Total United States			0.00	2,410 20	1,854 98	555 22	0.00	555 22
Total Other Equity								
20 000			0.00	2,410 20	1,854 98	555 22	0.00	555 22
Total Equity Securities								
14,584 520			112 25	274,954 56	223,990 51	50,964 05	0.00	50,964 05

Fixed Income Securities

Corporate/government								
United States - USD								
MFB NORTHERN FUNDS FIXED INCOME FD	CUSIP 665162806							
4,272 780	10 40		0.00	44,436 91	41,675 84	2,761 07	0.00	2 761 07
Issue Date 25 Aug 08								
MFB NORTHERN FUNDS MULTI-MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442								
3,714 920	10 88		0.00	40,418 33	37,928 32	2,490 01	0.00	2,490 01
Issue Date 25 Aug 08								
MFB NORTN SHORT INTERMEDIATE US GOVT CUSIP 665162756								
2,553 250	10 48		0.00	26,758 06	26,564 08	193 98	0.00	193 98
Issue Date 25 Aug 08								

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income Securities									
Corporate/government									
Total USD				0.00	111,613.30	106,168.24	5,445.06	0.00	5,445.06
Total United States				0.00	111,613.30	106,168.24	5,445.06	0.00	5,445.06
Total Corporate/Government				0.00	111,613.30	106,168.24	5,445.06	0.00	5,445.06
Other bonds									
United States - USD									
MFC ISHARES TR BARCLAYS TIPS BD FD CUSIP 464287176									
84.000			114.17	0.00	9,590.28	8,816.78	773.50	0.00	773.50
Issue Date 07 Nov 08									
Total USD				0.00	9,590.28	8,816.78	773.50	0.00	773.50
Total United States				0.00	9,590.28	8,816.78	773.50	0.00	773.50
Total Other Bonds				0.00	9,590.28	8,816.78	773.50	0.00	773.50
Total Fixed Income Securities				0.00	121,203.58	114,985.02	6,218.56	0.00	6,218.56
10,624.950									
Real Estate									
Real estate funds									
Global Region - USD									
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475									
713.450			18.87	0.00	13,462.80	7,562.72	5,900.08	0.00	5,900.08
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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Real Estate								
Real estate funds								
Total USD			0.00	13,462.80	7,562.72	5,900.08	0.00	5,900.08
Total Global Region			0.00	13,462.80	7,562.72	5,900.08	0.00	5,900.08
Total Real Estate Funds								
713 450			0.00	13,462.80	7,562.72	5,900.08	0.00	5,900.08
Total Real Estate								
713 450			0.00	13,462.80	7,562.72	5,900.08	0.00	5,900.08

Commodities

Commodities

Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107

205 000	158 41		0.00	32,474.05	23,277.04	9,197.01	0.00	9,197.01
Total USD			0.00	32,474.05	23,277.04	9,197.01	0.00	9,197.01
Total Global Region			0.00	32,474.05	23,277.04	9,197.01	0.00	9,197.01

United States - USD

MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667

990 350	9 19		0.00	9,101.31	6,136.11	2,965.20	0.00	2,965.20
Total USD			0.00	9,101.31	6,136.11	2,965.20	0.00	2,965.20
Total United States			0.00	9,101.31	6,136.11	2,965.20	0.00	2,965.20
Total Commodities								
1,195 350			0.00	41,575.36	29,413.15	12,162.21	0.00	12,162.21

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
1,195,350			0.00	41,575.36	29,413.15	12,162.21	0.00	12,162.21
Total Commodities								

Cash and Short Term Investments

Short term	USD - United States dollar	1.00	0.31	19,130.84	19,130.84	0.00	0.00	0.00
Total short term - all currencies			0.31	19,130.84	19,130.84	0.00	0.00	0.00
Total short term - all countries			0.31	19,130.84	19,130.84	0.00	0.00	0.00
Total Short Term			0.31	19,130.84	19,130.84	0.00	0.00	0.00
Total Cash and Short Term Investments			0.31	19,130.84	19,130.84	0.00	0.00	0.00
Total			112.56	470,327.14	395,082.24	75,244.90	0.00	75,244.90

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