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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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 01-01-2011 , and ending 12-31-2011

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
NEEDMOR CO THE NORTHERN TRUST COMPANY

A Employer identification number
34-6504812

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 804298

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

City or town, state, and ZIP code
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 ☑ 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)* ▶$ 23,123,024

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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	751,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	21,861	21,861		
	4	Dividends and interest from securities	500,482	500,482		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	886,986			
	b	Gross sales price for all assets on line 6a 4,794,930				
	7	Capital gain net income (from Part IV, line 2)		886,986		
	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)	5,133	5,133		
	12	**Total.** Add lines 1 through 11	2,165,462	1,414,462		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	145,265	37,689		107,576
	14	Other employee salaries and wages	195,433	0		195,433
	15	Pension plans, employee benefits	128,872	0		128,872
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	36,797	18,398		18,399
	c	Other professional fees (attach schedule)	151,964	139,610		12,354
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	13,068	13,068		0
	19	Depreciation (attach schedule) and depletion	7,976	0		
	20	Occupancy	46,578	0		46,578
	21	Travel, conferences, and meetings	85,423	0		85,423
	22	Printing and publications				
	23	Other expenses (attach schedule)	26,221	0		26,221
	24	**Total operating and administrative expenses.** Add lines 13 through 23	837,597	208,765		620,856
	25	Contributions, gifts, grants paid	1,639,809			1,639,809
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,477,406	208,765		2,260,665
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-311,944			
	b	**Net investment income** (if negative, enter -0-)		1,205,697		
	c	**Adjusted net income** (if negative, enter -0-)				

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	18,939	20,021	20,021
	2 Savings and temporary cash investments	819,973	725,840	725,840
	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			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	14,213,157	13,569,780	16,973,915
	c Investments—corporate bonds (attach schedule)	2,066,722	2,411,033	2,387,749
	11 Investments—land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,800,000	2,889,211	3,011,360
	14 Land, buildings, and equipment basis ▶ 134,151			
	Less accumulated depreciation (attach schedule) ▶ 131,887	10,240	2,264	2,264
	15 Other assets (describe ▶)	1,875	1,875	1,875
	16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	19,930,906	19,620,024	23,123,024
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)	0	0	
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	19,930,906	19,620,024	
	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			
	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)	19,930,906	19,620,024	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	19,930,906	19,620,024	

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	19,930,906
2	Enter amount from Part I, line 27a	2	-311,944
3	Other increases not included in line 2 (itemize) ▶	3	9,022
4	Add lines 1, 2, and 3	4	19,627,984
5	Decreases not included in line 2 (itemize) ▶	5	7,960
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,620,024

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,794,930		3,907,944	886,986
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				886,986
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	886,986
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))
2010	2,389,346	22,834,793	0 104636
2009	2,068,182	21,111,532	0 097965
2008	2,190,216	31,319,442	0 069932
2007	2,839,586	28,272,843	0 100435
2006	2,238,233	27,025,452	0 082819

2	**Total** of line 1, column (d).	2	0 455787
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 091157
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	23,980,714
5	Multiply line 4 by line 3.	5	2,186,010
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	12,057
7	Add lines 5 and 6.	7	2,198,067
8	Enter qualifying distributions from Part XII, line 4.	8	2,260,665

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 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	12,057
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	0
3	Add lines 1 and 2			3	12,057
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	12,057
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	7,268		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,500		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	12,768
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	711
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶	711	**Refunded** ▶	11	0

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		No
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		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OH, IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW NEEDMORFUND ORG

14 The books are in care of ▶GMA FOUNDATIONS Telephone no ▶(617) 426-7080

Located at ▶77 SUMMER STREET 8TH FLOOR BOSTON MA ZIP+4 ▶02110

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 2011, 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		No

See 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 20 of the instructions)?	1b		No
	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 2011?	1c		No
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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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 2011 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 2011.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2011?	4b		No

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**		**No**
	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**
	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 Additional Data Table				

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
MARY K SOBECKI 42 SOUTH ST CLAIR STREET TOLEDO,OH 43604	GRANTS MANAGER 40 00	74,709	40,851	0
FRANK I SANCHEZ 42 SOUTH ST CLAIR STREET TOLEDO,OH 43604	SENIOR PROG OFFICER 40 00	82,931	23,771	0

Total number of other employees paid over $50,000 ▶ 0

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
BOSTON TRUST & INVESTMENT MANAGEMENT ONE BEACON STREET BOSTON, MA 02108	INVESTMENT MANAGEMENT	64,073
Total number of others receiving over $50,000 for professional services		0

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3	0

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	24,345,903
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	24,345,903
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	24,345,903
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	365,189
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,980,714
6	**Minimum investment return.** Enter 5% of line 5	6	1,199,036

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	1,199,036
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 12,057		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	12,057
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,186,979
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	1,186,979
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,186,979

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	2,260,665
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,260,665
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	12,057
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,248,608

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				1,186,979
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			0	
b Total for prior years 20___ , 20___ , 20___		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006. 928,747				
b From 2007. 1,484,632				
c From 2008. 636,556				
d From 2009. 1,019,157				
e From 2010. 1,262,142				
f **Total** of lines 3a through e.	5,331,234			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 2,260,665				
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				1,186,979
e Remaining amount distributed out of corpus	1,073,686			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,404,920			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				0
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)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	928,747			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	5,476,173			
10 Analysis of line 9				
a Excess from 2007. . . . 1,484,632				
b Excess from 2008. . . . 636,556				
c Excess from 2009. . . . 1,019,157				
d Excess from 2010. . . . 1,262,142				
e Excess from 2011. . . . 1,073,686				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling. . . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	
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 organization had $5,000 or more in assets at any time during the year—see page 27 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))

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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

MARY SOBECKI GRANTS MANAGER
42 SOUTH ST CLAIR STREET
TOLEDO,OH 43604
(419) 255-5560

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

NATIONAL LEARNING COMMUNITY APPLICANTS SHOULD COMPLETE THE FOUNDATION'S PRE-APPLICATION INQUIRY FORM, WHICH IS AVAILABLE ON THEIR WEBSITE, BY MAY 31, 2011 WITHIN TWO WEEKS, YOU WILL BE INFORMED WHETHER SUBMISSION OF A FULL PROPOSAL BY YOUR ORGANIZATION IS APPROPRIATE THE FULL PROPOSAL IS AVAILABLE ON THE FOUNDATION'S WEBSITE THE FULL PROPOSAL IS DUE BY JUNE 30, 2010 APPLICANTS LOCATED IN THE SOUTHEAST CLUSTER (INCLUDES AL, LA & MS) AND THE SOUTHWEST CLUSTER (INCLUDES AZ, NM & SOUTHERN PARTS OF CA & TX) SHOULD UTILIZE THE SOUTHEAST & SOUTHWEST CLUSTER APPLICATION FORM, WHICH IS AVAILABLE ON THE FOUNDATION'S WEBSITE THESE APPLICATIONS ARE DUE BY JANUARY 10, 2011

c Any submission deadlines

SEE ABOVE FOR DEADLINES

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

NEEDMOR FUND WILL NOT CONSIDER PROPOSALS FOR FUNDING OF THE FOLLOWING COMMUNITY DEVELOPMENT CORPORATIONS, SCHOLARSHIPS/FELLOWSHIPS, PRIVATE BUSINESSES, DIRECT SERVICE OR TRAINING PROGRAMS, CULTURAL ENRICHMENT PROGRAMS, FILMS, TV OR RADIO PRODUCTIONS, BOOKS, PUBLICATIONS OR RESEARCH, CONFERENCES, CAPITAL IMPROVEMENTS, LITIGATION, PROJECTS OUTSIDE THE U S , GOVERNMENT SPONSORED OR CONTROLLED PROJECTS, AND NATIONAL ORGANIZATIONS

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 Additional Data Table				
Total . . . . ▶ **3a**				1,639,809
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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			14	21,861	
4 Dividends and interest from securities. . . .			14	500,482	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	886,986	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a CLASS ACTION PROCEEDS			14	5,133	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		1,414,462	0

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,414,462

(See worksheet in line 13 instructions on page 28 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 organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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)**		No
(2) Other assets	**1a(2)**		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		No
(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		No
(3) Rental of facilities, equipment, or other assets	**1b(3)**		No
(4) Reimbursement arrangements	**1b(4)**		No
(5) Loans or loan guarantees	**1b(5)**		No
(6) Performance of services or membership or fundraising solicitations	**1b(6)**		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		No

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

****** | 2012-10-30 | ******

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
ALFONSO PERILLO	2012-10-23		P00950491

Firm's name ▶ EDELSTEIN AND COMPANY LLP — Firm's EIN ▶ 04-2442519

Firm's address ▶ 160 FEDERAL STREET 9TH FLOOR BOSTON, MA 021101772 — Phone no (617) 227-6161

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ Yes ☐ No

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491305004022

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

Schedule of Contributors

▶ **Attach to Form 990, 990-EZ, or 990-PF.**

OMB No 1545-0047

2011

Name of organization
NEEDMOR CO THE NORTHERN TRUST COMPANY

Employer identification number
34-6504812

Organization type (check one)

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

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

General Rule—

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

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

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

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization
NEEDMOR CO THE NORTHERN TRUST COMPANY

Employer identification number
34-6504812

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DINNY STRANAHAN CLT C/O THE NEEDMOR FUND 42 SOUTH ST CL TOLEDO, OH 43604	$ 480,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	MARY STRANAHAN C/O THE NEEDMOR FUND 42 SOUTH ST CL TOLEDO, OH 43604	$ 255,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	ENTELCO FOUNDATION 132 W SECOND STREET STE B PERRYSBURG, OH 43551	$ 14,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
NEEDMOR CO THE NORTHERN TRUST COMPANY

Employer identification number
34-6504812

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

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

Name of organization
NEEDMOR CO THE NORTHERN TRUST COMPANY

Employer identification number
34-6504812

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete columns **(a)** through **(e) and** the following line entry)
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Additional Data

Software ID:
Software Version:
EIN: 34-6504812
Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
MARY STRANAHAN C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	TRUSTEE 1 00	0	0	0
KEN ROLLING C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	VICE CHAIR/TRUSTEE 1 00	0	0	0
DANIEL STRANAHAN C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	SECRETARY/TREASURER/TRUSTE 1 00	0	0	0
LOUIS DELGADO C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	TRUSTEE 1 00	0	0	0
JAMES DICKSON C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	TRUSTEE 1 00	0	0	0
ANA GUERRERO C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	TRUSTEE 1 00	0	0	0
ABBY STRANAHAN C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	BOARD CHAIR/TRUSTEE 1 00	0	0	0
ANN STRANAHAN C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	TRUSTEE 1 00	0	0	0
PATTI STRANAHAN C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	TRUSTEE 1 00	0	0	0
DAVID BECKWITH C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	EXECUTIVE DIRECTOR 40 00	107,576	25,858	0
NORTHERN TRUST COMPANY PO BOX 804298 CHICAGO, IL 60680	TRUSTEE 1 00	37,689	0	0
SUSAN R CHINN C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	TRUSTEE 1 00	0	0	0

Form 990PF Part XV Line 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*				
ALBUQUERQUE INTERFAITH6001 MARBLE AVE NE STE 11 ALBUQUERQUE,NM 87110	N/A	501C3	PROGRAM SUPPORT	30,000
ANCHORAGE FAITH & ACTIONPO BOX 143294 ANCHORAGE,AK 99514	N/A	501C3	PROGRAM SUPPORT	35,000
ARIZONA INSTITUTE FOR PUBLIC LIFE1802 E THOMAS ROAD STE 15 PHOENIX,AZ 85016	N/A	501C3	PROGRAM SUPPORT	30,000
ARKANSAS COMMUNITY HOUSING CORPORATION2101 SOUTH MAIN STREET LITTLE ROCK,AR 72206	N/A	501C3	PROGRAM SUPPORT	30,000
ASSOCIATION OF SMALL FOUNDATIONS1720 N STREET NW WASHINGTON,DC 20036	N/A	501C3	PROGRAM SUPPORT	695
BREAD404 SOUTH THIRD STREET COLUMBUS,OH 43215	N/A	501C3	PROGRAM SUPPORT	30,000
BAY AREA ORGANIZING COMM 2097 TURK BOULEVARD - SUITE A SAN FRANCISCO,CA 94115	N/A	501C3	PROGRAM SUPPORT	4,000
BIRMINGHAM AREA INTERFAITH SPONSORING COMMITTEEPO BOX 311242 BIRMINGHAM,AL 35231	N/A	501C3	PROGRAM SUPPORT	30,000
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON,DC 20009	N/A	501C3	PROGRAM SUPPORT	30,000
CENTRAL COAST INTERFAITH SPONSORS95 ALTA VISTA AVE WATSONVILLE,CA 95076	N/A	501C3	PROGRAM SUPPORT	30,000
CERES INC1535 RANCHO CONEJO BLVD THOUSAND OAKS,CA 91320	N/A	501C3	PROGRAM SUPPORT	500
COMMUNITIES UNITED FOR PEOPLEPO BOX 33167 PORTLAND,OR 97292	N/A	501C3	PROGRAM SUPPORT	5,000
DALLAS AREA INTERFAITH1104 LUPO DRIVE DALLAS,TX 75207	N/A	501C3	PROGRAM SUPPORT	35,000
EL PASO INTERRELIGIOUS SPONSORING COMM1415 DAKOTA AVENUE EL PASO,TX 79930	N/A	E R	PROGRAM SUPPORT	30,000
ENVIRONMENTAL GRANTMAKERS ASSOCIATION55 EXCHANGE PLACE 405 NEW YORK,NY 10005	N/A	501C3	PROGRAM SUPPORT	364
ENVIRONMENTAL HEALTH COALITION401 MILE OF CARS WAY STE 310 NATIONAL CITY,CA 91950	N/A	501C3	PROGRAM SUPPORT	35,000
FAITH AND ACTION FOR STRENGTH TOGETHERPO BOX 10421 ST PETERSBURG,FL 33733	N/A	501C3	PROGRAM SUPPORT	35,000
FLORIDA CONSUMER ACTION NETWORKPO BOX 533732 ORLANDO,FL 32853	N/A	501C3	PROGRAM SUPPORT	30,000
FUNDERS COMMITTEE FOR CIVIC PARTICIPATION221 NW SECOND AVE STE 207 PORTLAND,OR 97209	N/A	501C3	PROGRAM SUPPORT	2,500
GRANITE STATE ORGANIZING PROJECT383 BEECH STREET MANCHESTER,NH 03103	N/A	501C3	PROGRAM SUPPORT	35,000
GRANTMAKERS CONCERNED IMMIGRANTSREFUGEESPO BOX 1100 SEBASTOPOL,CA 95473	N/A	501C3	PROGRAM SUPPORT	1,000
GREATER BIRMINGHAM MINISTRIES2304 12TH AVE NORTH BIRMINGHAM,AL 35234	N/A	501C3	PROGRAM SUPPORT	30,000
HISPANICS IN PHILANTHROPY55 SECOND STREET 1500 SAN FRANCISCO,CA 94105	N/A	501C3	PROGRAM SUPPORT	250
ILLINOIS COALITION FOR IMMIGRANT & REFUGEE RIGHTS55 EAST JACKSON BOULEVARD - SUITE 2075 CHICAGO,IL 60604	N/A	501C3	PROGRAM SUPPORT	35,000
INLAND CONGREGATIONS UNITED FOR CHANGE1441 NORTH D STREET 208 SAN BERNARDINE,CA 92405	N/A	501C3	PROGRAM SUPPORT	30,000
INTERFAITH FUNDERS2719 DENVER AVE LONGMONT,CO 80503	N/A	501C3	PROGRAM SUPPORT	5,000
KOREATOWN IMMIGRANT WORKERS ALLIANCE3465 WEST 8TH STREET LOS ANGELES,CA 90005	N/A	501C3	PROGRAM SUPPORT	30,000
LA VOICE760 SOUTH WESTMORELAND AVE LOS ANGELES,CA 90005	N/A	501C3	PROGRAM SUPPORT	30,000
LABORCOMMUNITY STRATEGY CENTER3780 WILSHIRE BLVD STE 1200 LOS ANGELES,CA 90010	N/A	501C3	PROGRAM SUPPORT	30,000
LEADERSHIP CENTER FOR THE COMMON GOOD1825 K STREET NW STE 400 WASHINGTON,DC 20006	N/A	501C3	PROGRAM SUPPORT	7,500

Form 990PF Part XV Line 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*				
MIAMI WORKERS CENTER6127 NW 7TH AVENUE MIAMI, FL 33127	N/A	501C3	PROGRAM SUPPORT	35,000
MISSISSIPPI IMMIGRANTS RIGHTS ALLIANCEPO BOX 1104 JACKSON, MS 39215	N/A	501C3	PROGRAM SUPPORT	35,000
MISSISSIPPI WORKERS' CENTER FOR HUMAN RIGHTSPO BOX 1223 GREENVILLE, MS 38702	N/A	501C3	PROGRAM SUPPORT	30,000
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET NW STE 200 WASHINGTON, DC 20005	N/A	501C3	PROGRAM SUPPORT	5,000
NATIONAL DAY LABORER ORGANIZING NETWORK675 S PARK VIEW ST STE B LOS ANGELES, CA 90057	N/A	501C3	PROGRAM SUPPORT	3,000
NATIONAL HOUSING INSTITUTE 80 S FULLERTON AVE 202 MONTCLAIR, NJ 07042	N/A	501C3	PROGRAM SUPPORT	5,000
NATIONAL PEOPLE'S ACTION810 N MILWAUKEE CHICAGO, IL 60642	N/A	501C3	PROGRAM SUPPORT	2,500
NATIVE AMERICAN COMMUNITY DEVELOPMENT CORP101 PATA STREET PO BOX 3029 BROWNING, MT 59417	N/A	501C3	PROGRAM SUPPORT	4,000
NEIGHBORHOOD FUNDERS GROUP 301 CONNECTICUT AVE STE 500 WASHINGTON, DC 20036	N/A	501C3	PROGRAM SUPPORT	14,000
NEW JERSEY REGIONAL COALITION900 HADDON AVENUE - SUITE 307 COLLINGSWOOD, NJ 08108	N/A	501C3	PROGRAM SUPPORT	30,000
NEW MEXICO ASSOC OF GRANTMAKERSPO BOX 9280 SANTE FE, NM 87504	N/A	501C3	PROGRAM SUPPORT	500
NORTHERN LOUISIANA INTERFAITH GREATER BATON ROUGE SPONSORING COMMITTEE 756 SOUTH ACADIAN THRUWAY 1 BATON ROUGE, LA 70806	N/A	501C3	PROGRAM SUPPORT	40,000
NORTHERN LOUISIANA INTERFAITH GREATER JACKSON METRO SPONSORING COMMITTEE 1170 ELLIS AVE STE 100 JACKSON, MS 39204	N/A	501C3	PROGRAM SUPPORT	40,000
NORTHERN LOUISIANA INTERFAITH SPONSORING COMMITTEEP O BOX 7553 MONROE, LA 71211	N/A	501C3	PROGRAM SUPPORT	5,000
NORTHWEST FEDERATION OF COMMUNITY ORGANIZATIONS 1905 S JACKSON STREET SEATTLE, WA 98144	N/A	501C3	PROGRAM SUPPORT	5,000
OHIO GRANTMAKERS FORUM37 W BROAD STREET STE 800 COLUMBUS, OH 43215	N/A	501C3	PROGRAM SUPPORT	1,000
OHIO ORGANIZING COLLABORATIVE35 E GAY STREET STE 210 COLUMBUS, OH 43206	N/A	501C3	PROGRAM SUPPORT	30,000
PEOPLE ACTING IN COMMUNITY TOGETHER1100 SHASTA AVE SAN JOSE, CA 95126	N/A	501C3	PROGRAM SUPPORT	30,000
PEOPLE ORGANIZING FOR WESTSIDE RENEWAL235 HILL STREET SANTA MONICA, CA 90405	N/A	501C3	PROGRAM SUPPORT	25,000
PICO NATIONAL NETWORK171 SANTA ROSA OAKLAND, CA 94610	N/A	501C3	PROGRAM SUPPORT	5,000
SAN ANTONIO COPS1511 SALTILLO AVENUE SAN ANTONIO, TX 78207	N/A	E R	PROGRAM SUPPORT	35,000
SAN DIEGO ORGANIZING PROJECT4305 UNIVERSITY AVE STE 530 SAN DIEGO, CA 92105	N/A	501C3	PROGRAM SUPPORT	35,000
SAN FRANCISCO ORGANIZING PROJECT33215 CESAR CHAVEZ STREET SAN FRANCISCO, CA 94110	N/A	501C3	PROGRAM SUPPORT	25,000
SOMOS UN PUEBLO UNIDO1804 ESPINACITIS STREET SANTA FE, NM 87505	N/A	501C3	PROGRAM SUPPORT	35,000
SOUTHEASTERN WISCONSIN COMMON GROUND1034 E OGDEN MILWAUKEE, WI 53202	N/A	501C3	PROGRAM SUPPORT	30,000
SOUTHERN CALIFORNIA EDUCATION FUND1545 WILSHIRE BLVD LOS ANGELES, CA 90017	N/A	501C3	PROGRAM SUPPORT	40,000
SOUTHERN ECHO INC1350 LIVINGSTON LANE STE C JACKSON, MS 39213	N/A	501C3	PROGRAM SUPPORT	30,000
SOUTHERN UNITED NEIGHBORHOODS827 TUPELO STREET NEW ORLEANS, LA 70117	N/A	501C3	PROGRAM SUPPORT	12,500
SOUTHWEST RESEARCH & INFORMATION CENTERPO BOX 2606 CORRALES, NM 87048	N/A	501C3	PROGRAM SUPPORT	3,000
SUNFLOWER COMMUNITY ACTION 1407 NORTH TOPEKA STREET WICHITA, KS 67214	N/A	501C3	PROGRAM SUPPORT	25,000

Form 990PF Part XV Line 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*				
TAKEACTION MINNESOTA EDUCATION FUND705 RAYMOND AVENUE - SUITE 100 MINNEAPOLIS, MN 55414	N/A	501C3	PROGRAM SUPPORT	30,000
TENANTS & WORKERS UNITED3801 MOUNT VERNON AVENUE ALEXANDRIA, VA 22305	N/A	501C3	PROGRAM SUPPORT	40,000
TEXAS ORGANIZING PROJECT1005 W JEFFERSON BLVD 300 DALLAS, TX 75208	N/A	501C3	PROGRAM SUPPORT	30,000
THE BORDER ORGANIZATIONPO BOX 2312 DEL RIO, TX 78841	N/A	E R	PROGRAM SUPPORT	25,000
THE FOUNDATION FOR LOUISIANA 4354 S SHERWOOD FOREST BLVD STE 200 BATON ROUGE, LA 70816	N/A	501C3	PROGRAM SUPPORT	5,000
THE MICAH PROJECTPO BOX 4346 DEPT 357 HOUSTON, TX 77210	N/A	501C3	PROGRAM SUPPORT	30,000
VALLEY INTERFAITH PROJECT1802 E THOMAS ROAD STE 15 PHOENIX, AZ 85016	N/A	E R	PROGRAM SUPPORT	17,500
VIRGINIA ORGANIZING PROJECT 703 CONCORD AVE CHARLOTTESVILLE, VA 22903	N/A	501C3	PROGRAM SUPPORT	40,000
VOCES DE LA FRONTERA1027 SOUTH 5TH STREET MILWAUKEE, WI 53204	N/A	501C3	PROGRAM SUPPORT	35,000
WASHINGTON INTERFAITH NETWORK1226 VERMONT AVE NW WASHINGTON, DC 20005	N/A	501C3	PROGRAM SUPPORT	35,000
WEST TEXAS ORGANIZING STRATEGYPO BOX 5237 LUBBOCK, TX 79408	N/A	E R	PROGRAM SUPPORT	15,000
WILLIAMETTE VALLEY LAW PROJECT300 YOUNG STREET WOODBURN, OR 97071	N/A	501C3	PROGRAM SUPPORT	35,000
WISDOM3767 EAST UNDERWOOD AVENUE CUDAHY, WI 53110	N/A	501C3	PROGRAM SUPPORT	30,000
Total . . . . ▶ **3a**				1,639,809

TY 2011 Accounting Fees Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	36,797	18,398		18,399

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Depreciation Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE & EQUIPMENT	1997-11-22	1,248	1,248	200DB	7 000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	1998-05-27	4,829	4,829	200DB	7 000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	1999-01-15	4,250	4,250	200DB	7 000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2000-08-16	6,319	6,319	200DB	7 000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2001-12-28	3,901	3,901	200DB	7 000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2002-03-12	1,300	1,300	200DB	7 000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2004-06-30	12,257	11,710	200DB	7 000000000000	547	0		
OFFICE FURNITURE & EQUIPMENT	2005-12-09	7,759	6,720	200DB	7 000000000000	693	0		
OFFICE FURNITURE & EQUIPMENT	2006-12-15	3,629	2,819	200DB	7 000000000000	324	0		
OFFICE FURNITURE & EQUIPMENT	2007-12-31	4,313	2,966	200DB	7 000000000000	385	0		
TOLEDO OFFICE BUILDOUT	2004-03-04	80,000	74,286	SL	7 000000000000	5,714	0		
COMPUTER SOFTWARE	2001-09-14	322	322	200DB	7 000000000000	0	0		
COMPUTER SOFTWARE	2005-08-26	2,391	2,391	200DB	3 000000000000	0	0		
HP LAPTOP	2009-12-22	1,633	850	200DB	5 000000000000	313	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2011 Expenditure Responsibility Statement

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
EL PASO INTERRELIGIOUS SPONSORING COMMITTEE	1415 DAKOTA STREET EL PASO, TX 79930	2010-06-28	30,000	GENERAL OPERATING SUPPORT	15,000	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	07/13/11		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
SAN ANTONIO COPS	1511 SALTILLO STREET SAN ANTONIO, TX 78207	2010-06-17	35,000	GENERAL OPERATING SUPPORT	17,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	07/11/11		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
THE BORDER ORGANIZATION	PO BOX 2312 DEL RIO, TX 78841	2010-06-14	12,500	GENERAL OPERATING SUPPORT	6,250	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	07/05/11		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
VALLEY INTERFAITH	1802 EAST THOMAS ROAD STE 15 PHOENIX, AZ 85106	2010-07-12	35,000	GENERAL OPERATING SUPPORT	17,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	09/01/11		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
WEST TEXAS ORGANIZING STRATEGY	PO BOX 5237 LUBBOCK, TX 79408	2010-06-01	30,000	GENERAL OPERATING SUPPORT	15,000	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	02/27/12		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
EL PASO INTERRELIGIOUS SPONSORING COMMITTEE	1415 DAKOTA STREET EL PASO, TX 79930	2011-06-13	30,000	GENERAL OPERATING SUPPORT	15,000	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	01/23/12		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
SAN ANTONIO COPS	1511 SALTILLO STREET SAN ANTONIO, TX 78207	2011-06-10	35,000	GENERAL OPERATING SUPPORT	17,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	01/19/12		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
THE BORDER ORGANIZATION	PO BOX 2312 DEL RIO, TX 78841	2011-06-29	25,000	GENERAL OPERATING SUPPORT	12,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	01/10/12		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE

TY 2011 Investments Corporate Bonds Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	2,411,033	2,387,749

TY 2011 Investments Corporate Stock Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	13,569,780	16,973,915

TY 2011 Investments - Other Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CERTIFICATES OF DEPOSIT	FMV	1,300,000	1,344,835
HEDGE FUND	FMV	1,589,211	1,666,525

TY 2011 Land, Etc. Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE & EQUIPMENT	1,248	1,248	0	
OFFICE FURNITURE & EQUIPMENT	4,829	4,829	0	
OFFICE FURNITURE & EQUIPMENT	4,250	4,250	0	
OFFICE FURNITURE & EQUIPMENT	6,319	6,319	0	
OFFICE FURNITURE & EQUIPMENT	3,901	3,901	0	
OFFICE FURNITURE & EQUIPMENT	1,300	1,300	0	
OFFICE FURNITURE & EQUIPMENT	12,257	12,257	0	
OFFICE FURNITURE & EQUIPMENT	7,759	7,413	346	346
OFFICE FURNITURE & EQUIPMENT	3,629	3,143	486	486
OFFICE FURNITURE & EQUIPMENT	4,313	3,351	962	962
TOLEDO OFFICE BUILDOUT	80,000	80,000	0	
COMPUTER SOFTWARE	322	322	0	
COMPUTER SOFTWARE	2,391	2,391	0	
HP LAPTOP	1,633	1,163	470	470

TY 2011 Other Assets Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
REFUNDABLE SECURITY DEPOSIT	1,875	1,875	1,875

TY 2011 Other Decreases Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description	Amount
PRIOR PERIOD ADJUSTMENTS TO COST BASIS	7,960

TY 2011 Other Expenses Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	2,485	0		2,485
POSTAGE	1,632	0		1,632
TELEPHONE	1,055	0		1,055
MISCELLANEOUS EXPENSES	10,891	0		10,891
INSURANCE	7,447	0		7,447
EQUIPMENT RENTAL & REPAIRS	2,711	0		2,711

TY 2011 Other Income Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION PROCEEDS	5,133	5,133	5,133

TY 2011 Other Increases Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description	Amount
2010 FEDERAL EXCISE TAX REFUND	9,022

TY 2011 Other Professional Fees Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	109,610	109,610		0
CONSULTANTS	42,354	30,000		12,354

TY 2011 Taxes Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	13,068	13,068		0