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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.

For calendar year 2011 or tax year beginning , 2011, and ending , 20

REMARK DATE JUL 16 2012

Name of foundation THE MESSMAKER FOUNDATION 23-05978		A Employer identification number 36-4334318
Number and street (or P O box number if mail is not delivered to street address) THE NORTHERN TRUST COMPANY		B Telephone number (see instructions) (312) 630-6000
City or town, state, and ZIP code P.O. BOX 803878 CHICAGO, IL 60680		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply:		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 836,223.		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

SCANNED Revenue JUL 25 2012

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	30,993.	30,993.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,793.			
b Gross sales price for all assets on line 6a	28,536.			
7 Capital gain net income (from Part IV, line 2)		3,793.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	108.			STMT 2
12 Total. Add lines 1 through 11	34,894.	34,786.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)	133.	NONE	NONE	133.
b Accounting fees (attach schedule)	1,000.	500.	NONE	500.
c Other professional fees (attach schedule)	8,662.	8,662.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	168.	168.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications	52.	NONE	NONE	52.
23 Other expenses (attach schedule)	15.			15.
24 Total operating and administrative expenses. Add lines 13 through 23	10,030.	9,330.	NONE	700.
25 Contributions, gifts, grants paid	42,097.			42,097.
26 Total expenses and disbursements. Add lines 24 and 25	52,127.	9,330.	NONE	42,797.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-17,233.			
b Net investment income (if negative, enter -0-)		25,456.		
c Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	176,225.	185,651.	185,651.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	323,415.	325,547.	346,898.
	c Investments - corporate bonds (attach schedule)	305,526.	285,830.	277,487.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	25,383.	26,088.	26,187.
	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)	830,549.	823,116.	836,223.	
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 ▶ STMT 8)		9,800.	
	23 Total liabilities (add lines 17 through 22)		9,800.	
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	830,549.	813,316.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances (see instructions)	830,549.	813,316.		
31 Total liabilities and net assets/fund balances (see instructions)	830,549.	823,116.		

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	830,549.
2 Enter amount from Part I, line 27a	2	-17,233.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	813,316.
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	813,316.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a 25,009.		24,743.	266.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))			
a			266.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }				2	3,793.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	37,058.	834,513.	0.044407
2009	48,618.	815,720.	0.059601
2008	51,865.	962,154.	0.053905
2007	43,449.	1,060,168.	0.040983
2006	53,630.	1,040,780.	0.051529
2 Total of line 1, column (d)			2 0.250425
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 0.050085
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 848,229.
5 Multiply line 4 by line 3			5 42,484.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 255.
7 Add lines 5 and 6			7 42,739.
8 Enter qualifying distributions from Part XII, line 4 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.			8 42,797.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	255.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	255.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	255.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	331.
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	331.
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	76.
11	Enter the amount of line 10 to be Credited to 2012 estimated tax ▶ 76 . Refunded ▶	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
b		X
c		X
d		
e		
2		X
3		X
4a		X
b		
5		X
6	X	
7	X	
8a		
b	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 instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 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 50 SOUTH LA SALLE ST, CHICAGO, IL ZIP + 4 60675
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 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 Yes No X
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.

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? Yes X 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 instructions)? 1b
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 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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? 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 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 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 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 2011? 4b X

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	861,146.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	861,146.
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	861,146.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,917.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	848,229.
6	Minimum investment return. Enter 5% of line 5	6	42,411.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	42,411.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	255.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	255.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	42,156.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	42,156.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	42,156.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	42,797.
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	42,797.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	255.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	42,542.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				42,156.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			41,511.	
b Total for prior years: 20 <u>09</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006		NONE		
b From 2007		NONE		
c From 2008		NONE		
d From 2009		NONE		
e From 2010		NONE		
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>42,797.</u>				
a Applied to 2010, but not more than line 2a			41,511.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				1,286.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				40,870.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	NONE			
d Excess from 2010	NONE			
e Excess from 2011	NONE			

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, 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)

Table with columns: Tax year (a) 2011, Prior 3 years (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Adjusted net income, b 85% of line 2a, c Qualifying distributions from Part XII, 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, 3 Complete 3a, b, or c for the alternative test relied upon, a 'Assets' alternative test, b 'Endowment' alternative test, c 'Support' alternative test.

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

1 Information Regarding Foundation Managers:

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

GARRETT EDWARD MESSMAKER CUTLER

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 10</p>				
Total				▶ 3a 42,097.
<p>b Approved for future payment</p>				
Total				▶ 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue (a-g), 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities (14, 30,993), 5 Net rental income or (loss) from real estate (a-b), 6 Net rental income or (loss) from personal property, 7 Other investment income (14, 108), 8 Gain or (loss) from sales of assets other than inventory (18, 3,793), 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue (a-e), 12 Subtotal (34,894), 13 Total (34,894).

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE

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

b If "Yes," complete the following schedule.

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) is based on all information of which preparer has any knowledge. Signature of officer or trustee: Ganett Messner Cutler 7-7-12 Title: President/Member

Paid Preparer Use Only Print/Type preparer's name: WILLIAM BRANDERS Preparer's signature: [Signature] Date: 7-7-12 Check self-employed: [] PTIN: P01298951 Firm's name: THE NORTHERN TRUST COMPANY Firm's EIN: 36-1561860 Firm's address: P.O. BOX 803878 CHICAGO, IL 60680 Phone no.:

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS ETC.	30,993.	30,993.
TOTAL	30,993.	30,993.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME ETC.	108.
TOTALS	----- 108. =====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL	133.			133.
TOTALS	133.	NONE	NONE	133.

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 - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	8,662.	8,662.
TOTALS	8,662.	8,662.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN	168.	168.
TOTALS	168.	168.

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ATTORNEY GENERAL

15.

15.

TOTALS

15.
=====

15.
=====

FORM 990PF, PART II - OTHER LIABILITIES

=====

DESCRIPTION -----	ENDING BOOK VALUE -----
OUTSTANDING CHECKS	9,800.

TOTALS	9,800. =====

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

OFFICER NAME:

GARRETT E. MESSMAKER

ADDRESS:

C/O THE NORTHERN TRUST COMPANY
CHICAGO, IL,

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

TERESA A. MESSMAKER

ADDRESS:

C/O THE NORTHERN TRUST COMPANY
CHICAGO, IL,

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:

GARRETT E.M. CUTLER

ADDRESS:

C/O THE NORTHERN TRUST COMPANY
CHICAGO, IL,

TITLE:

VP

COMPENSATION EXPLANATION:

1-2 HOURS PER MONTH

=====

RECIPIENT NAME:

SCHEDULE ATTACHED

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

P

AMOUNT OF GRANT PAID 42,097.

TOTAL GRANTS PAID:

42,097.

=====

Messmaker Foundation - 2011

<u>Name</u>	<u>Address</u>	<u>Amount</u>
Naples First Church of the Nazarene	Naples, FL	\$ 250.00
First Baptist Church	Naples, FL	\$ 500.00
Grace Bible Church	Naples, FL	\$ 500.00
Compassion International	Colorado Springs, CO	\$ 114.00
Chicago Civic, Arts and Engineers Boys Club	65 W. Jackson, Chicago, IL	\$ 54.00
Oak Lawn Bible Church	Oak Lawn, IL	\$ 1,000.00
Compassion International	Colorado Springs, CO	\$ 114.00
Collier Pregnancy Centers	940 5th Avenue, North Naples, FL	\$ 1,000.00
South Side Pregnancy Center	5450 W. 95th St., Oak Lawn, IL	\$ 1,000.00
First Baptist Church	Naples, FL	\$ 1,000.00
Xtreme Impact Missionary Team	Liberty University, Lynchburg, VA	\$ 875.00
Phi Delta Phi Legal Institute	1426 21st St. NW, Washington, DC	\$ 500.00
Compassion International	Colorado Springs, CO	\$ 114.00
Oak Lawn Bible Church	Oak Lawn, IL	\$ 165.00
First Baptist Church	Naples, FL	\$ 400.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 400.00
Chicago Civic, Arts and Engineers Boys Club	65 W. Jackson, Chicago, IL	\$ 54.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 500.00
Collier Pregnancy Centers	940 5th Avenue, North Naples, FL	\$ 500.00
Faith Bible Church	6464 Immohalee Rd, Naples, FL 34119	\$ 250.00
Xtreme Impact Missionary Team	Liberty University, Lynchburg, VA	\$ 655.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 500.00
First Baptist Church	Naples, FL	\$ 500.00
Compassion International	Colorado Springs, CO	\$ 114.00
The Salvation Army	3180 Estey Avenue, Naples, FL 34101	\$ 100.00
First Baptist Church	Naples, FL	\$ 200.00
Xtreme Impact Missionary Team	Liberty University, Lynchburg, VA	\$ 875.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 400.00
The Florida Bar - Attorneys Charitable Trust	Tallahassee, FL	\$ 200.00
Teach Beyond Missionary School	PO Box 6248, Bloomingdale, IL 60108	\$ 1,200.00
First Baptist Church	Naples, FL	\$ 900.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 500.00
Ave Maria University	Ave Maria, FL	\$ 500.00
Compassion International	Colorado Springs, CO	\$ 228.00
The Navigators	PO Box 6000, Colorado Springs, CO 80934	\$ 1,200.00
Compassion International	Colorado Springs, CO	\$ 164.00
Ave Maria Law School	1025 Commons Circle, Naples, FL 34119	\$ 2,500.00
ULCC Foundations Civic Art, Boys Club	65 W. Jackson, Chicago, IL 60604	\$ 54.00
Void		\$ -

Centerpoint Church	Naples, FL	\$ 400.00
Void		\$ -
The John Marshall Law School	312 S. Plymouth Court, Chicago, IL 60406	\$ 5,000.00
Compassion International	Colorado Springs, CO	\$ 25.00
Compassion International	Colorado Springs, CO	\$ 100.00
Compassion International	Colorado Springs, CO	\$ 100.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 1,358.20
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 280.00
AAII		\$ 290.00
Compassion International	Colorado Springs, CO	\$ 114.00
ABA		\$ 25.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 500.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 500.00
Compassion International	Colorado Springs, CO	\$ 228.00
Compassion International	Colorado Springs, CO	\$ 375.00
ULCC Foundations Civic Art, Boys Club	65 W. Jackson, Chicago, IL 60604	\$ 54.00
Xtreme Impact Missionary Team		\$ 200.00
ULCC Foundations Civic Art, Boys Club	65 W. Jackson, Chicago, IL 60604	\$ 54.00
Compassion International	Colorado Springs, CO	\$ 100.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 500.00
Compassion International	Colorado Springs, CO	\$ 114.00
Xtreme Impact Missionary Team	Liberty University, Lynchburg, VA	\$ 3,300.00
First Baptist Church	Naples, FL	\$ 1,900.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 6,000.00
Centerpoint Church	6590 Golden Gate Pkwy, Naples, FL, 34105	\$ 500.00
Total		\$ 42,097.20

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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								
Finland - USD								
ADR NOKIA CORP SPONSORED ADR	CUSIP 654902204							
200,000	4.82	0.00	964.00	7,404.00	-6,440.00	0.00		-6,440.00
Total USD		0.00	964.00	7,404.00	-6,440.00	0.00		-6,440.00
Total Finland		0.00	964.00	7,404.00	-6,440.00	0.00		-6,440.00
Israel - USD								
ADR TEVA PHARMACEUTICAL INDS	CUSIP 881624209							
50,000	40.36	0.00	2,018.00	2,249.50	-231.50	0.00		-231.50
Total USD		0.00	2,018.00	2,249.50	-231.50	0.00		-231.50
Total Israel		0.00	2,018.00	2,249.50	-231.50	0.00		-231.50
Switzerland - USD								
TRANSOCEAN LTD	CUSIP H8817H100							
40,000	38.39	0.00	1,535.60	5,525.20	-3,989.60	0.00		-3,989.60
Total USD		0.00	1,535.60	5,525.20	-3,989.60	0.00		-3,989.60
Total Switzerland		0.00	1,535.60	5,525.20	-3,989.60	0.00		-3,989.60
United States - USD								
ABBOTT LAB COM	CUSIP 002824100							
175,000	56.23	0.00	9,840.25	6,722.04	3,118.21	0.00		3,118.21
ACCENTURE PLC SHS CL A NEW	CUSIP G1151C101							
225,000	53.23	0.00	11,976.75	8,885.25	3,091.50	0.00		3,091.50

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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
Equity Securities							
Common stock							
United States - USD							
ADOBE SYS INC COM CUSIP 00724F101							
200 000	28 27	0 00	5,654 00	8,160 00	-2,506 00	0 00	-2,506 00
AMAZON COM INC COM CUSIP 023135106							
25 000	173 10	0 00	4,327 50	1,987 75	2,339 75	0 00	2,339 75
BECTON DICKINSON & CO COM CUSIP 075887109							
150 000	74 72	0 00	11,208 00	12,424 50	-1,216 50	0 00	-1,216 50
CISCO SYSTEMS INC CUSIP 17275R102							
300 000	18 08	0 00	5,424 00	12,122 19	-6,698 19	0 00	-6,698 19
DANAHER CORP COM CUSIP 235851102							
200 000	47 04	5 00	9,408 00	2,115 50	7,292 50	0 00	7,292 50
DOMINION RES INC VA NEW COM CUSIP 25746U109							
250 000	53 08	0 00	13,270 00	7,006 25	6,263 75	0 00	6,263 75
EXELIS INC CUSIP 30162A108							
115 000	9 05	11 88	1,040 75	1,632 46	-591 71	0 00	-591 71
EXXON MOBIL CORP COM CUSIP 30231G102							
150 000	84 76	0 00	12,714 00	5,836 06	6,877 94	0 00	6,877 94
FRONTIER COMMUNICATIONS CORP COM CUSIP 35906A108							
48 000	5 15	0 00	247 20	448 20	-201 00	0 00	-201 00

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Equity Securities							
Common stock							
United States - USD							
GENERAL ELECTRIC CO CUSIP 369604103							
400,000	17.91	68.00	7,164.00	17,701.45	-10,537.45	0.00	-10,537.45
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104							
25,000	90.43	0.00	2,260.75	2,624.50	-363.75	0.00	-363.75
GOOGLE INC CL A CL A CUSIP 38259P508							
5,000	645.90	0.00	3,229.50	1,987.80	1,241.70	0.00	1,241.70
ITT CORPORATION W/I CUSIP 450911201							
57,000	19.33	5.23	1,101.81	1,250.08	-148.27	0.00	-148.27
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
250,000	65.58	0.00	16,395.00	11,935.94	4,459.06	0.00	4,459.06
MC DONALDS CORP COM CUSIP 580135101							
100,000	100.33	0.00	10,033.00	5,608.00	4,425.00	0.00	4,425.00
MICROCHIP TECHNOLOGY INC COM CUSIP 595017104							
225,000	36.63	0.00	8,241.75	7,397.52	844.23	0.00	844.23
MICROSOFT CORP COM CUSIP 594918104							
300,000	25.96	0.00	7,788.00	10,306.19	-2,518.19	0.00	-2,518.19
NOBLE ENERGY INC COM CUSIP 655044105							
30,000	94.39	0.00	2,831.70	1,780.50	1,051.20	0.00	1,051.20

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◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Common stock								
United States - USD								
PEPSICO INC COM CUSIP 713448108								
210,000		66.35	108.15	13,933.50	8,357.18	5,576.32	0.00	5,576.32
PRAXAIR INC COM CUSIP 74005P104								
125,000		106.90	0.00	13,362.50	2,296.09	11,066.41	0.00	11,066.41
PROCTER & GAMBLE COM NPV CUSIP 742718109								
225,000		66.71	0.00	15,009.75	7,584.05	7,425.70	0.00	7,425.70
SCHLUMBERGER LTD COM COM CUSIP 806857108								
200,000		68.31	50.00	13,662.00	10,200.76	3,461.24	0.00	3,461.24
SCHWAB CHARLES CORP COM NEW CUSIP 808513105								
400,000		11.26	0.00	4,504.00	8,028.00	-3,524.00	0.00	-3,524.00
TJX COS INC COM NEW CUSIP 872540109								
115,000		64.55	0.00	7,423.25	2,904.90	4,518.35	0.00	4,518.35
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
150,000		73.09	0.00	10,963.50	10,514.96	448.54	0.00	448.54
VERIZON COMMUNICATIONS COM CUSIP 92343V104								
200,000		40.12	0.00	8,024.00	6,839.28	1,184.72	0.00	1,184.72
WAL-MART STORES INC COM CUSIP 931142103								
125,000		59.76	45.62	7,470.00	6,898.83	571.17	0.00	571.17

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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	Unrealized gain/loss		Total
					Market	Translation	
Equity Securities							
Common stock							
United States - USD							
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
500,000	27.56	0.00	13,780.00	10,660.53	3,119.47	0.00	3,119.47
XYLEM INC W/ CUSIP 98419M100							
115,000	25.69	11.63	2,954.35	3,778.79	-824.44	0.00	-824.44
Total USD		305.51	255,242.81	205,995.55	49,247.26	0.00	49,247.26
Total United States		305.51	255,242.81	205,995.55	49,247.26	0.00	49,247.26
Total Common Stock		305.51	259,760.41	221,174.25	38,586.16	0.00	38,586.16
Equity funds							
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
6,678,060	8.27	0.00	55,227.55	70,931.50	-15,703.95	0.00	-15,703.95
Total USD		0.00	55,227.55	70,931.50	-15,703.95	0.00	-15,703.95
Total International Region		0.00	55,227.55	70,931.50	-15,703.95	0.00	-15,703.95
United States - USD							
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
842,560	10.92	0.00	9,200.75	6,286.21	2,914.54	0.00	2,914.54
Total USD		0.00	9,200.75	6,286.21	2,914.54	0.00	2,914.54
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
2,592,380	8.76	0.00	22,709.24	27,155.00	-4,445.76	0.00	-4,445.76
Total USD		0.00	31,909.99	33,441.21	-1,531.22	0.00	-1,531.22

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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								
Total United States			0.00	31,909.99	33,441.21	-1,531.22	0.00	-1,531.22
Total Equity Funds			0.00	87,137.54	104,372.71	-17,235.17	0.00	-17,235.17
Total Equity Securities			305.51	346,897.95	325,546.96	21,350.99	0.00	21,350.99

Fixed Income Securities

Corporate/government

United States - USD

LEHMAN BROS HLDGS INC MTN # TR 00541 4 25 DUE 01-27-2010 BEO BD IN DEFAULT CUSIP 52517PYNS

25,000.000 25.625 0.00 6,406.25 24,936.25 -18,530.00 0.00 -18,530.00

Issue Date 11 Jan 05 Rate 4.25% Maturity Date 31 Dec 40

MFB NORTHERN FUNDS FIXED INCOME FD CUSIP 665162806

11,022.440 10.43 0.00 114,964.04 104,794.70 10,169.34 0.00 10,169.34

Issue Date 25 Aug 08

MFB NORTH HI YIELD FXD INC FD CUSIP 665162699

6,765.900 7.04 0.00 47,631.93 50,000.00 -2,368.07 0.00 -2,368.07

Issue Date 25 Aug 08

MFB NORTHN SHORT INTERMEDIATE US GOVT CUSIP 665162756

8,109.400 10.14 0.00 82,229.31 83,212.21 -982.90 0.00 -982.90

Issue Date 25 Aug 08

Total USD 0.00 251,231.53 262,943.16 -11,711.63 0.00 -11,711.63

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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
Fixed Income Securities								
Corporate/government								
Total United States			0.00	251,231.53	262,943.16	-11,711.63	0.00	-11,711.63
Total Corporate/Government	50,897.740		0.00	251,231.53	262,943.16	-11,711.63	0.00	-11,711.63
Other bonds								
United States - USD								
MFC ISHARES TR BARCLAYS TIPS BD FD CUSIP 464287176								
Issue Date 07 Nov 08	225 000	116.69	0.00	26,255.25	22,886.65	3,368.60	0.00	3,368.60
Total USD			0.00	26,255.25	22,886.65	3,368.60	0.00	3,368.60
Total United States			0.00	26,255.25	22,886.65	3,368.60	0.00	3,368.60
Total Other Bonds	225 000		0.00	26,255.25	22,886.65	3,368.60	0.00	3,368.60
Total Fixed Income Securities	51,122.740		0.00	277,486.78	285,829.81	-8,343.03	0.00	-8,343.03
Commodities								
Commodities								
United States - USD								
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667								
	4,004 170	6.54	0.00	26,187.27	26,088.32	98.95	0.00	98.95
Total USD			0.00	26,187.27	26,088.32	98.95	0.00	98.95
Total United States			0.00	26,187.27	26,088.32	98.95	0.00	98.95

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
					Market	Translation
Shares/PAR value						Total
<i>Commodities</i>						
Total Commodities						
4,004.170		0.00	26,187.27	26,088.32	98.95	98.95
Total Commodities		0.00	26,187.27	26,088.32	98.95	98.95

Cash and Short Term Investments

Short term

USD - United States dollar

1.00	1.55	185,650.62	185,650.62	0.00	0.00	0.00
Total short term - all currencies	1.55	185,650.62	185,650.62	0.00	0.00	0.00
Total short term - all countries	1.55	185,650.62	185,650.62	0.00	0.00	0.00
Total Short Term	1.55	185,650.62	185,650.62	0.00	0.00	0.00
Total Cash and Short Term Investments	1.55	185,650.62	185,650.62	0.00	0.00	0.00
Total	307.06	836,222.62	823,115.71	13,106.91	0.00	13,106.91

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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