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

**2011**

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**

Name of foundation **ROBERT HAROLD BURTON PRIVATE FOUNDATION**  
**22-03256**  
 Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**THE NORTHERN TRUST COMPANY**  
 City or town, state, and ZIP code  
**P.O. BOX 803878 CHICAGO, IL 60680**

**A Employer identification number**  
**74-2425567**

**B Telephone number (see instructions)**  
**(312) 630-6000**

**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

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

**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) **\$ 20,380,079.**

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

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>1</b>	Contributions, gifts, grants, etc., received (attach schedule)				
<b>2</b>	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
<b>3</b>	Interest on savings and temporary cash investments				
<b>4</b>	Dividends and interest from securities	557,905.	554,864.		STMT 1
<b>5a</b>	Gross rents				
<b>b</b>	Net rental income or (loss)				
<b>6a</b>	Net gain or (loss) from sale of assets not on line 10	1,171,929.			
<b>b</b>	Gross sales price for all assets on line 6a	11,762,862.			
<b>7</b>	Capital gain net income (from Part IV, line 2)		1,171,929.		
<b>8</b>	Net short-term capital gain				
<b>9</b>	Income modifications				
<b>10a</b>	Gross sales less returns and allowances				
<b>b</b>	Less: Cost of goods sold				
<b>c</b>	Gross profit or (loss) (attach schedule)				
<b>11</b>	Other income (attach schedule)	11,509.			STMT 2
<b>12</b>	<b>Total.</b> Add lines 1 through 11	1,741,343.	1,726,793.		
<b>13</b>	Compensation of officers, directors, trustees, etc.	282,583.	94,269.		188,314.
<b>14</b>	Other employee salaries and wages	25,739.	NONE	NONE	25,739.
<b>15</b>	Pension plans, employee benefits	18,224.	NONE	NONE	18,224.
<b>16a</b>	Legal fees (attach schedule) STMT 3	750.	NONE	NONE	750.
<b>b</b>	Accounting fees (attach schedule) STMT 4	3,000.	1,500.	NONE	1,500.
<b>c</b>	Other professional fees (attach schedule) STMT 5	6,227.	4,097.		2,130.
<b>17</b>	Interest				
<b>18</b>	Taxes (attach schedule) (see instructions) STMT 6	45,938.	11,171.		10,767.
<b>19</b>	Depreciation (attach schedule) and depletion				
<b>20</b>	Occupancy	2,700.			2,700.
<b>21</b>	Travel, conferences, and meetings	1,856.	NONE	NONE	1,856.
<b>22</b>	Printing and publications		NONE	NONE	
<b>23</b>	Other expenses (attach schedule) STMT 7	9,602.			9,602.
<b>24</b>	<b>Total operating and administrative expenses.</b> Add lines 13 through 23	396,619.	111,037.	NONE	261,582.
<b>25</b>	Contributions, gifts, grants paid	1,262,050.			1,262,050.
<b>26</b>	<b>Total expenses and disbursements.</b> Add lines 24 and 25	1,658,669.	111,037.	NONE	1,523,632.
<b>27</b>	Subtract line 26 from line 12:				
<b>a</b>	Excess of revenue over expenses and disbursements	82,674.			
<b>b</b>	Net investment income (if negative, enter -0-)		1,615,756.		
<b>c</b>	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 . . . . .	19,205.	18,679.	18,679.
	2 Savings and temporary cash investments . . . . .	630,331.	982,882.	982,882.
	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) . . . . .	9,932,516.	10,671,768.	13,435,177.
	c Investments - corporate bonds (attach schedule) . . . . .	3,575,549.	2,729,071.	2,861,005.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	3,199,109.	3,036,984.	3,082,336.
	14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
15 Other assets (describe ▶ )				
16 <b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	17,356,710.	17,439,384.	20,380,079.	
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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .				
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶</b> <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .	17,356,710.	17,439,384.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
30 <b>Total net assets or fund balances</b> (see instructions) . . . . .	17,356,710.	17,439,384.		
31 <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	17,356,710.	17,439,384.		

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	17,356,710.
2 Enter amount from Part I, line 27a . . . . .	2	82,674.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	17,439,384.
5 Decreases not included in line 2 (itemize) ▶	5	
6 <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	17,439,384.

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 11,551,502.		10,590,933.	960,569.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>			960,569.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>			<b>2</b>	1,171,929.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
<b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b>			<b>3</b>		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

**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	1,258,927.	21,035,653.	0.059847
2009	1,368,647.	18,721,037.	0.073107
2008	1,650,732.	27,308,420.	0.060448
2007	1,638,847.	35,645,658.	0.045976
2006	1,770,105.	33,846,885.	0.052297
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.291675
<b>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</b>			<b>3</b> 0.058335
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			<b>4</b> 22,008,157.
<b>5 Multiply line 4 by line 3</b>			<b>5</b> 1,283,846.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			<b>6</b> 16,158.
<b>7 Add lines 5 and 6</b>			<b>7</b> 1,300,004.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			<b>8</b> 1,523,632.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 38,702.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Includes questions about political activities, unrelated business income, and substantial contributors.

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 THE NORTHERN TRUST COMPANY Telephone no. (312) 630-6000
Located at PO BOX 803878, CHICAGO, IL ZIP + 4 60680
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 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? . . . . . X Yes No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . Yes X No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . Yes X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . . 1b X
Organizations relying on a current notice regarding disaster assistance check here . . . . .
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 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 instructions)  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  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?  Yes  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?  Yes  No

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		282,583.	-0-	-0-

**2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."**

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

**Total number of other employees paid over \$50,000**  NONE

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

<b>3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."</b>		
(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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	22,343,307.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	22,343,307.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	22,343,307.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	335,150.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	22,008,157.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	1,100,408.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	1,100,408.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	16,158.
<b>b</b>	Income tax for 2011. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	16,158.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	1,084,250.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	1,084,250.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	1,084,250.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	1,523,632.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	1,523,632.
<b>5</b>	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)	<b>5</b>	16,158.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,507,474.

**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
<b>1</b> Distributable amount for 2011 from Part XI, line 7 . . . . .				1,084,250.
<b>2</b> Undistributed income, if any, as of the end of 2011:				
<b>a</b> Enter amount for 2010 only . . . . .			597,746.	
<b>b</b> Total for prior years: 20 <u>09</u> , 20 <u>  </u> , 20 <u>  </u> . . . . .		NONE		
<b>3</b> Excess distributions carryover, if any, to 2011:				
<b>a</b> From 2006 . . . . .	NONE			
<b>b</b> From 2007 . . . . .	NONE			
<b>c</b> From 2008 . . . . .	NONE			
<b>d</b> From 2009 . . . . .	NONE			
<b>e</b> From 2010 . . . . .	NONE			
<b>f</b> Total of lines 3a through e . . . . .	NONE			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>1,523,632.</u>				
<b>a</b> Applied to 2010, but not more than line 2a . . . . .			597,746.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2011 distributable amount . . . . .				925,886.
<b>e</b> Remaining amount distributed out of corpus . . . . .	NONE			
<b>5</b> Excess distributions carryover applied to 2011 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012 . . . . .				158,364.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2007 . . . . .	NONE			
<b>b</b> Excess from 2008 . . . . .	NONE			
<b>c</b> Excess from 2009 . . . . .	NONE			
<b>d</b> Excess from 2010 . . . . .	NONE			
<b>e</b> 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, (b) 2010, (c) 2009, (d) 2008, (e) Total. Rows include: 2a Adjusted net income, 2b 85% of line 2a, 2c Qualifying distributions from Part XII, 2d Amounts included in line 2c not used directly for active conduct, 2e Qualifying distributions made directly for active conduct, 3 Complete 3a, b, or c for the alternative test relied upon (3a Assets, 3b Endowment, 3c Support).

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).)

N/A

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

N/A

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

Check here [ ] 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: SEE STATEMENT 10

b The form in which applications should be submitted and information and materials they should include: SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: SEE ATTACHED STATEMENT FOR LINE 2

**Part XV Supplementary Information (continued)**

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 29</p>				
<p><b>Total</b> . . . . .</p>			▶ <b>3a</b>	1,262,050.
<p><b>b Approved for future payment</b></p>				
<p><b>Total</b> . . . . .</p>			▶ <b>3b</b>	



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 5277? 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.

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

Sign Here Signature of officer or trustee: James H. Carlotta Date: 09/26/2012 Title: VP

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

Paid Preparer Use Only Print/Type preparer's name: THE NORTHERN TRUST COMPAN Preparer's signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS ETC.	557,905.	554,864.
TOTAL	557,905.	554,864.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME ETC.	11,509.
TOTALS	----- 11,509. =====

FORM 990PF, PART I - LEGAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	3,000.	1,500.		1,500.
TOTALS	3,000.	1,500.	NONE	1,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
AUDITOR	2,130.		2,130.
INVESTMENT ADVISORY	4,097.	4,097.	
TOTALS	6,227.	4,097.	2,130.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
EXCISE FOREIGN PAYROLL	24,000. 11,171. 10,767.	11,171.	10,767.
TOTALS	45,938.	11,171.	10,767.

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

DESCRIPTION  
-----

ATTORNEY GENERAL	15.
OFFICE EXPENSE	5,729.
INS - OFFICE LIABILITY	1,081.
INS - WORKERS COMP	409.
INS - DIRECTORS LIABILITY	1,650.
UTILITIES	718.

CHARITABLE  
PURPOSES  
-----

	15.
	5,729.
	1,081.
	409.
	1,650.
	718.

TOTALS  
-----  
9,602.  
=====

-----  
9,602.  
=====

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

OFFICER NAME:

THE NORTHERN TRUST COMPANY

ADDRESS:

PO BOX 803878  
CHICAGO, IL 60680

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 104,743.

OFFICER NAME:

LUCY MORETON HAWES

ADDRESS:

2426 SOUTH 2500 EAST  
SALT LAKE CITY, UT 84109

TITLE:

BOD MEMBER

COMPENSATION ..... 3,000.

OFFICER NAME:

FREDERICK A. MORETON

ADDRESS:

2670 SHERWOOD DRIVE  
SALT LAKE CITY, UT 84108

TITLE:

BOD MEMBER

COMPENSATION ..... 3,000.

OFFICER NAME:

JUDITH B. MOYLE

ADDRESS:

1358 TOMAHAWK DRIVE, PO BOX 520800  
SALT LAKE CITY, UT 84103

TITLE:

BOD MEMBER

COMPENSATION ..... 3,000.

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

OFFICER NAME:

REBECCA BURTON MOYLE

ADDRESS:

1720THOUSAND OAKS BLVD  
BERKLEY, CA 94707

TITLE:

BOD MEMBER

COMPENSATION ..... 1,000.

OFFICER NAME:

O. WOOD MOYLE IV

ADDRESS:

4715 PACE DRIVE  
PARK CITY, UT 84098

TITLE:

BOD MEMBER

COMPENSATION ..... 3,000.

OFFICER NAME:

RICHARD G. HORNE

ADDRESS:

78 "N" STREET  
SALT LAKE CITY, UT 84103

TITLE:

EXECUTIVE DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 164,840.

TOTAL COMPENSATION: ..... 282,583.  
=====

=====

RECIPIENT NAME:

RICHARD G. HORNE, EXECUTIVE DIRECTOR  
FORM, INFORMATION AND MATERIALS:

NONE

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE TRUST DIRECTS THAT FUND INCOME BE USED  
PRIMARLY IN UTAH & PARTICULARLY IN SALT LAKE  
COUNTY.

RECIPIENT NAME:  
ANDREW ROWAN READING ROOM  
ADDRESS:  
SALT LAKE CITY, UT

RELATIONSHIP:  
NONE - APPLIES TO ALL  
PURPOSE OF GRANT:  
GENERAL - APPLIES TO ALL  
FOUNDATION STATUS OF RECIPIENT:  
P - APPLIES TO ALL  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
ASSISTANCE LEAGUE  
OPERATION SCHOOL BELL  
ADDRESS:  
SALT LAKE CITY, UT  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
CHILDREN'S CENTER  
ADDRESS:  
SALT LAKE CITY, UT  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ENGLISH SKILLS  
LEARNING CENTER  
ADDRESS:  
SALT LAKE CITY, UT  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
JEWISH FAMILY SERVICES  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
BEST BUDDIES - LAYTON  
HIGH CHAPTER  
ADDRESS:  
LAYTON, UT

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
REGENCE CARING FOUNDATION  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
ROAD HOME  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
RONALD MCDONALD HOUSE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
SOUTH VALLEY SANCTUARY  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
SPLORE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
SPYHOP PRODUCTIONS  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
U OF U - LOWELL BENNION  
COMMUNITY  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
UTAH COUNCIL OF THE BLIND  
ADDRESS:  
WOODS CROSS, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UTAH FOOD BANK  
SERVICES  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
UTAH HUMANITIES COUNCIL  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
UTAH SYMPHONY / OPERA  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 40,000.

RECIPIENT NAME:  
VIETNAMESE VOLUNTEER  
YOUTH ASSN  
ADDRESS:  
WEST JORDAN, UT

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
VOLUNTEERS OF AMERICA  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
WASATCH ADAPTIVE SPORTS  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
MCGILLIS SCHOOL  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
NAMI UTAH  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
PREVENT CHILD ABUSE UTAH  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
DAVID BURTON SCHOLARSHIP  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:  
WESTERN FOLKLIFE CENTER  
ADDRESS:  
ELKO, NV

AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
BALLET WEST  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
CATHOLIC COMMUNITY  
SERVICES  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
COMMUNITY NURSING SERVICE  
ADDRESS:  
MURRAY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
CROSSROADS URBAN CENTER  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

=====

RECIPIENT NAME:  
DAVIS APPLIED TECHNOLOGY  
COLLEGE FOUNDATION  
ADDRESS:  
KAYSVILLE, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
FAMILY SUPPORT CENTER  
ADDRESS:  
TAYLORSVILLE, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
GIRLS ON THE RUN  
SALT LAKE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 14,850.

RECIPIENT NAME:  
GUADALUPE SCHOOLS  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
INCLUSION CENTER FOR OF  
COMMUNITY AND JUSTICE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

JUNIOR LEAGUE  
OF SALT LAKE CITY

ADDRESS:

SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

NATURE CONSERVANCY  
ADDRESS:

SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

PLANNED PARENTHOOD  
ASSN

ADDRESS:

SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

RAPE RECOVERY CENTER  
ADDRESS:

SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:

SALT LAKE SEXUAL ASSAULT  
NURSE EXAMINERS

ADDRESS:

SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 8,000.

RECIPIENT NAME:  
THANKSGIVING POINT  
INSTITUTE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
KINGSBURY HALL  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UTAH DISPUTE RESOLUTION  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UTAH HEALTH & HUMAN  
RIGHTS PROJECT  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UTAH LAW RELATED EDUCATION  
PROJECT  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
UTAH YOUTH VILLAGE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
WORK ACTIVITY CENTER  
ADDRESS:  
WEST VALLEY CITY, UT

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
YWCA  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
LEGAL AID SOCIETY  
OF SALT LAKE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
WILD UTAH PROJECT  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
INTERMOUNTAIN THERAPY  
ANIMALS  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
KUED  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
U OF U - UTAH MUSEUM OF  
NATURAL HISTORY  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
WESTMINSTER COLLEGE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 70,000.

RECIPIENT NAME:  
CHILDREN'S SERVICE  
SOCIETY  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
NEIGHBORHOOD HOUSE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
RIRIE WOODBURY DANCE  
COMPANY  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
SALT LAKE DONATED DENTAL  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
HUNTSMAN CANCER INSTITUTE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
TANNER DANCE PROGRAM  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 75,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
PIONEER THEATER  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
COLLEGE OF NURSING  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
COLLEGE OF PHARMACY  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
KUER  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UTAH AIDS  
FOUNDATION  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
MUSEUM OF NATURAL HISTORY  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 200,000.

RECIPIENT NAME:  
WEST RIDGE ACADEMY  
ADDRESS:  
WEST JORDAN, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
HEALTH SCIENCES  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
ANGEL FLIGHT  
WEST UTAH DIVISION

AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
J.E. COSGRIFF MEMORIAL  
CATHOLIC SCHOOL  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 7,200.

RECIPIENT NAME:  
JUNIOR ACHIEVEMENT  
OF UTAH  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 7,500.

RECIPIENT NAME:  
SALT LAKE CITY SCHOOL  
DISTRICT  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,500.

RECIPIENT NAME:  
UTAH CHAMBER ARTISTS  
ADDRESS:  
SANDY, UT

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
VALLEY SERVICES  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
DESERET FOUNDATION  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
FRIENDS FOR SIGHT  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
MALIHEH FREE CLINIC  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
HOUSE OF HOPE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
BYU - MUSEUM OF ART  
ADDRESS:  
PROVO, UT

AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
CIRCLE THE WAGONS  
ADDRESS:  
SOUTH JORDAN, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
COMMUNITY HEALTH CENTER  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
EPISCOPAL COMMUNITY  
SERVICE  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
JEAN MASSIEU SCHOOL  
OF THE DEAF  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
ROBERT H. & KATHERINE B.  
GARFF FDN  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 16,000.

RECIPIENT NAME:  
ROWLAND SCHOOL -  
ST. MARK'S SCHOOL  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:  
AMERICAN HEART ASSN.  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 6,450.

RECIPIENT NAME:  
MORRIS ANIMAL HOSPITAL  
ADDRESS:  
DENVER, CO

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
REPERTORY DANCE  
THEATER  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
RED BUTTE GARDEN  
ADDRESS:  
SALT LAKE CITY, MO

AMOUNT OF GRANT PAID ..... 10,850.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
SCHOOL OF MUSIC  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 2,200.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
WALLACE STEGNER CENTER  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 25,000.

RECIPIENT NAME:  
UNIVERSITY OF UTAH  
MARRIOTT LIBRARY  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
UTAH LEGAL SERVICES  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
PRIMARY CHILDREN'S  
MEDICAL CENTER  
ADDRESS:  
SALT LAKE CITY, UT

AMOUNT OF GRANT PAID ..... 50,000.

TOTAL GRANTS PAID: ..... 1,262,050.  
=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the Instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

**2011**

Name of estate or trust

Employer identification number

**ROBERT HAROLD BURTON PRIVATE FOUNDATION**

**74-2425567**

Note: Form 5227 filers need to complete only Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-154,467.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	-154,467.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					211,354.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	1,115,036.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	6.
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	1,326,396.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	Net short-term gain or (loss)	<b>13</b>		-154,467.
<b>14</b>	Net long-term gain or (loss):			
a	Total for year	<b>14a</b>		1,326,396.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	<b>14b</b>		6.
c	28% rate gain	<b>14c</b>		159,849.
<b>15</b>	Total net gain or (loss). Combine lines 13 and 14a	<b>15</b>		1,171,929.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

**Part IV Capital Loss Limitation**

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	<b>16</b>	( )
a	The loss on line 15, column (3) or		
b	\$3,000		

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

**Caution:** Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	<b>17</b>	
<b>18</b>	Enter the smaller of line 14a or 15 in column (2) but not less than zero	<b>18</b>	
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	<b>19</b>	
<b>20</b>	Add lines 18 and 19	<b>20</b>	
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	<b>21</b>	
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0-	<b>22</b>	
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0-	<b>23</b>	
<b>24</b>	Enter the smaller of the amount on line 17 or \$2,300	<b>24</b>	
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	<b>25</b>	
<b>26</b>	Subtract line 25 from line 24	<b>26</b>	
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	<b>27</b>	
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-)	<b>28</b>	
<b>29</b>	Subtract line 28 from line 27	<b>29</b>	
<b>30</b>	Multiply line 29 by 15% (.15)	<b>30</b>	
<b>31</b>	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>31</b>	
<b>32</b>	Add lines 30 and 31	<b>32</b>	
<b>33</b>	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	<b>33</b>	
<b>34</b>	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	<b>34</b>	

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 75. ABBOTT LABORATORIES	05/26/2010	01/05/2011	3,636.00	3,527.00	109.00
75. ABBOTT LABORATORIES	05/25/2010	01/06/2011	3,594.00	3,491.00	103.00
590. ABBOTT LABORATORIES	06/30/2010	01/31/2011	26,671.00	27,746.00	-1,075.00
105. ACME PACKET INC COM S	09/16/2011	10/07/2011	4,103.00	8,150.00	-4,047.00
95. ACME PACKET INC COM ST	09/16/2011	10/27/2011	3,278.00	4,745.00	-1,467.00
25. ACUITY BRANDS INC COM	01/20/2011	09/02/2011	1,052.00	1,384.00	-332.00
320. AGILENT TECHNOLOGIES	11/23/2010	01/20/2011	13,411.00	10,986.00	2,425.00
65. AGILENT TECHNOLOGIES I	02/07/2011	04/28/2011	3,262.00	2,879.00	383.00
70. AGILENT TECHNOLOGIES I	02/28/2011	07/27/2011	3,026.00	2,952.00	74.00
85. AGILENT TECHNOLOGIES I	12/08/2010	08/19/2011	2,693.00	3,147.00	-454.00
90. AGILENT TECHNOLOGIES I	11/15/2010	09/29/2011	2,865.00	3,247.00	-382.00
5. AGILENT TECHNOLOGIES IN	11/15/2010	10/17/2011	165.00	180.00	-15.00
245. ALLERGAN INC	07/30/2010	01/20/2011	17,453.00	15,074.00	2,379.00
75. ALLETE INC COM NEW	07/08/2011	10/05/2011	2,715.00	2,953.00	-238.00
445. ALTERA CORP COM	10/13/2010	01/20/2011	16,633.00	12,775.00	3,858.00
21. AMAZON.COM INCORPORATE STOCK	10/05/2010	04/07/2011	3,858.00	3,382.00	476.00
12. AMAZON.COM INCORPORATE STOCK	10/05/2010	04/29/2011	2,339.00	1,932.00	407.00
16. AMAZON.COM INCORPORATE STOCK	10/05/2010	09/29/2011	3,589.00	2,577.00	1,012.00
80. AMERICAN EXPRESS CO	01/18/2011	01/20/2011	3,598.00	3,707.00	-109.00
65. AMERICAN EXPRESS CO	12/16/2010	10/17/2011	2,940.00	3,005.00	-65.00
185. AMGEN INC	10/05/2010	02/24/2011	9,393.00	10,412.00	-1,019.00
195. AMGEN INC	10/05/2010	02/25/2011	10,075.00	10,975.00	-900.00
100. AMGEN INC	05/24/2010	03/03/2011	5,221.00	5,296.00	-75.00
100. AMGEN INC	03/16/2011	10/14/2011	5,726.00	5,274.00	452.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 295. ADR ANHEUSER BUSCH IN SPONSOREDADR	11/29/2010	01/20/2011	16,317.00	18,004.00	-1,687.00
18. APACHE CORP	11/08/2010	01/06/2011	2,197.00	1,972.00	225.00
213. APACHE CORP	11/30/2010	01/20/2011	26,233.00	22,385.00	3,848.00
5. APPLE COMPUTER INC	12/20/2010	01/18/2011	1,710.00	1,612.00	98.00
12. APPLE COMPUTER INC	12/20/2010	01/20/2011	3,987.00	3,858.00	129.00
27. APPLE COMPUTER INC	05/10/2011	07/21/2011	10,470.00	8,379.00	2,091.00
20. ARCH CHEMICALS INC COM	01/20/2011	07/11/2011	937.00	730.00	207.00
530. AVIS BUDGET GROUP INC	07/18/2011	10/05/2011	5,020.00	7,941.00	-2,921.00
205. BABCOCK & WILCOX CO N	07/25/2011	10/05/2011	4,193.00	5,253.00	-1,060.00
152. BAIDU COM INC SPONSOR	12/20/2010	01/20/2011	15,935.00	15,474.00	461.00
3421. BANCO SANTANDER S.A.	01/07/2011	01/31/2011	42,196.00	35,024.00	7,172.00
20. BANKFINANCIAL CORP COM	01/20/2011	03/09/2011	173.00	186.00	-13.00
120. BAXTER INTL INC	05/21/2010	01/31/2011	5,808.00	4,878.00	930.00
30. BECKMAN COULTER INC	01/20/2011	07/26/2011	2,505.00	2,157.00	348.00
30. BED BATH & BEYOND INC	01/07/2011	01/20/2011	1,456.00	1,456.00	
85. BENEFICIAL MUT BANCORP	07/25/2011	10/05/2011	660.00	758.00	-98.00
225. BOEING CO	03/09/2010	01/20/2011	15,946.00	14,471.00	1,475.00
285. BRINKS CO COM STOCK	07/25/2011	10/05/2011	6,732.00	7,428.00	-696.00
595. BRISTOL MYERS SQUIBB	10/05/2010	03/31/2011	15,677.00	16,202.00	-525.00
100. BROADCOM CORP CL A	10/05/2010	01/06/2011	4,444.00	3,597.00	847.00
474. BROADCOM CORP CL A	11/23/2010	01/20/2011	21,191.00	16,971.00	4,220.00
105. BROADCOM CORP CL A	10/05/2010	02/09/2011	4,582.00	3,777.00	805.00
100. BROADCOM CORP CL A	10/05/2010	03/30/2011	4,059.00	3,588.00	471.00
55. BROADCOM CORP CL A	10/05/2010	04/04/2011	2,116.00	1,973.00	143.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No. 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 105. BROADCOM CORP CL A	10/05/2010	04/13/2011	3,988.00	3,767.00	221.00
225. BROADCOM CORP CL A	10/05/2010	04/28/2011	7,755.00	8,073.00	-318.00
410. BROADCOM CORP CL A	10/05/2010	05/06/2011	13,942.00	14,711.00	-769.00
55. BROADRIDGE FINL SOLUTI STK	07/25/2011	09/02/2011	1,122.00	1,273.00	-151.00
15. BROADRIDGE FINL SOLUTI STK	01/20/2011	10/05/2011	295.00	342.00	-47.00
200. CBOE HOLDINGS INC COM	05/19/2011	10/05/2011	4,920.00	5,629.00	-709.00
90. C H ROBINSON WORLDWIDE COM NEW	10/15/2010	01/20/2011	7,011.00	6,498.00	513.00
60. CABOT OIL & GAS CORP C	01/20/2011	12/05/2011	5,174.00	2,300.00	2,874.00
450. CANADIAN PACIFIC RAIL	12/14/2010	01/20/2011	29,872.00	27,465.00	2,407.00
670. CAPITOL FED FINL INC	07/25/2011	10/05/2011	7,066.00	8,157.00	-1,091.00
210. CARRIZO OIL & GAS INC	07/18/2011	10/05/2011	4,206.00	7,232.00	-3,026.00
65. CATERPILLAR INC	10/05/2010	04/29/2011	7,512.00	5,181.00	2,331.00
60. CELGENE CORP	07/01/2010	01/20/2011	3,362.00	2,954.00	408.00
165. CELGENE CORP	11/05/2010	01/31/2011	8,441.00	10,092.00	-1,651.00
65. CELGENE CORP	10/05/2010	02/04/2011	3,245.00	3,835.00	-590.00
60. CELGENE CORP	10/05/2010	02/07/2011	3,058.00	3,540.00	-482.00
135. CELGENE CORP	10/05/2010	03/11/2011	7,132.00	7,965.00	-833.00
155. CELGENE CORP	10/05/2010	03/14/2011	8,435.00	9,145.00	-710.00
50. CEPHALON INC CON	01/20/2011	04/27/2011	3,824.00	2,915.00	909.00
640. CHEMTURA CORP COM NEW	07/25/2011	10/05/2011	5,771.00	10,886.00	-5,115.00
35. ADR CHICAGO BRDG & IRO REGISTRY SH NV	01/20/2011	10/05/2011	999.00	1,195.00	-196.00
19. CHIPOTLE MEXICAN GRILL	01/18/2011	01/20/2011	4,245.00	4,381.00	-136.00
30. CIRCOR INTL INC COM	07/25/2011	10/05/2011	949.00	1,254.00	-305.00
30. COACH INC	05/04/2010	01/05/2011	1,555.00	1,186.00	369.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: **ROBERT HAROLD BURTON PRIVATE FOUNDATION**  
Employer identification number: **74-2425567**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 80. COACH INC	01/28/2010	01/20/2011	4,271.00	2,789.00	1,482.00
40. COCA COLA CO	03/10/2011	04/11/2011	2,708.00	2,611.00	97.00
95. COCA COLA CO	03/10/2011	04/27/2011	6,331.00	5,727.00	604.00
190. COGNIZANT TECHNOLOGY A	01/06/2011	01/20/2011	13,989.00	14,148.00	-159.00
65. COGNIZANT TECHNOLOGY S	12/20/2010	06/20/2011	4,400.00	4,566.00	-166.00
65. COGNIZANT TECHNOLOGY S	10/05/2010	08/19/2011	3,588.00	4,298.00	-710.00
15. COMPASS MINERALS INTL	07/25/2011	10/05/2011	1,023.00	1,297.00	-274.00
20. COMSTOCK RES INC NEW	01/20/2011	05/19/2011	535.00	503.00	32.00
100. CONOCOPHILLIPS	03/30/2011	05/04/2011	7,282.00	8,066.00	-784.00
95. CONOCOPHILLIPS	03/30/2011	05/06/2011	6,910.00	7,573.00	-663.00
40. CONOCOPHILLIPS	03/24/2011	07/08/2011	3,011.00	3,175.00	-164.00
70. CONOCOPHILLIPS	03/07/2011	07/20/2011	5,265.00	5,485.00	-220.00
195. CONOCOPHILLIPS	03/15/2011	07/25/2011	14,558.00	14,916.00	-358.00
230. CORELOGIC INC-W/I COM	07/25/2011	08/19/2011	1,823.00	4,190.00	-2,367.00
35. COSTCO WHSL CORP NEW	10/01/2010	01/20/2011	2,531.00	2,272.00	259.00
475. DANA HLDG CORP COM	07/25/2011	10/05/2011	5,328.00	8,273.00	-2,945.00
260. DEERE & CO	01/06/2011	01/20/2011	22,893.00	20,299.00	2,594.00
25. DEERE & CO	03/28/2011	11/03/2011	1,882.00	2,368.00	-486.00
20. DELTIC TIMBER CORP	07/08/2011	10/05/2011	1,241.00	1,181.00	60.00
95. DENNYS CORP COM	07/25/2011	10/05/2011	324.00	365.00	-41.00
75. ADR DIAGEO PLC SPONSOR	05/21/2010	01/31/2011	5,803.00	4,542.00	1,261.00
1465.57 MFO DIMENSIONAL FD INTL VALUE PORTFOLIO	12/09/2010	01/19/2011	27,992.00	22,820.00	5,172.00
20. DINEEQUITY INC COM STK	01/20/2011	10/05/2011	780.00	1,021.00	-241.00
405. DOLLAR GEN CORP NEW C	04/16/2010	01/20/2011	11,921.00	10,440.00	1,481.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No. 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
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Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1125. DOW CHEMICAL CO	04/27/2010	01/31/2011	39,602.00	34,508.00	5,094.00
150. DOW CHEMICAL CO	04/29/2011	07/13/2011	5,134.00	6,155.00	-1,021.00
215. DOW CHEMICAL CO	05/03/2011	07/14/2011	7,410.00	8,796.00	-1,386.00
140. DRESSER-RAND GROUP IN	07/25/2011	10/05/2011	5,915.00	5,067.00	848.00
330. E I DU PONT DE NEMOUR	07/08/2011	12/12/2011	14,483.00	18,404.00	-3,921.00
1300. EBAY INC	08/19/2010	01/31/2011	38,615.00	29,685.00	8,930.00
100. ENPRO INDUSTRIES INC	07/08/2011	10/05/2011	2,949.00	4,006.00	-1,057.00
30. EXPEDITORS INTL WASH I	07/29/2010	01/13/2011	1,618.00	1,263.00	355.00
30. EXPEDITORS INTL WASH I	07/29/2010	01/13/2011	1,619.00	1,263.00	356.00
220. EXPEDITORS INTL WASH	07/29/2010	01/20/2011	11,933.00	8,901.00	3,032.00
210. EXPRESS SCRIPTS INC C	08/26/2010	01/20/2011	12,087.00	9,360.00	2,727.00
30. EXTERRAN HLDGS INC COM	07/25/2011	08/09/2011	322.00	698.00	-376.00
50. FEDERAL SIGNAL CORP	07/25/2011	10/05/2011	227.00	345.00	-118.00
420. FEDERATED INVS INC PA	08/12/2011	10/05/2011	7,446.00	10,285.00	-2,839.00
52. F5 NETWORKS INC	10/05/2010	03/02/2011	5,955.00	5,816.00	139.00
23. F5 NETWORKS INC	10/05/2010	03/08/2011	2,545.00	2,572.00	-27.00
24. F5 NETWORKS INC	10/05/2010	03/17/2011	2,554.00	2,684.00	-130.00
91. F5 NETWORKS INC	10/05/2010	03/23/2011	8,548.00	10,177.00	-1,629.00
40. F5 NETWORKS INC	10/05/2010	03/24/2011	3,765.00	4,474.00	-709.00
385. FIFTH THIRD BANCORP	01/21/2011	05/04/2011	5,073.00	5,516.00	-443.00
410. FIFTH THIRD BANCORP	11/05/2010	05/06/2011	5,266.00	5,242.00	24.00
1095. FIFTH THIRD BANCORP	10/05/2010	05/13/2011	13,749.00	13,775.00	-26.00
100. FINNING INTL INC COM	12/23/2010	01/20/2011	2,787.00	2,700.00	87.00
265. FIRST AMERN FINL CORP	07/25/2011	10/05/2011	3,247.00	3,878.00	-631.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust: **ROBERT HAROLD BURTON PRIVATE FOUNDATION**  
Employer identification number: **74-2425567**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 60. 1ST NIAGARA FINL GROUP	07/08/2011	10/05/2011	529.00	833.00	-304.00
65. FIRSTMERIT CORP	07/25/2011	10/05/2011	779.00	1,205.00	-426.00
.5 FLOWERS FOODS INC	01/20/2011	06/27/2011	11.00	9.00	2.00
67. FLOWERS FOODS INC	01/20/2011	10/05/2011	1,290.00	1,181.00	109.00
10. FLOWSERVE CORP	01/20/2011	06/29/2011	1,069.00	1,140.00	-71.00
1. FLOWSERVE CORP	07/25/2011	10/05/2011	76.00	111.00	-35.00
40. FORESTAR GROUP INC	07/25/2011	10/05/2011	446.00	751.00	-305.00
20. FOSTER L B CO CL A	07/25/2011	10/05/2011	438.00	803.00	-365.00
130. FREEPORT MCMORAN C & STK	07/22/2011	09/22/2011	4,258.00	7,206.00	-2,948.00
35. ARTHUR J GALLAGER & CO	01/20/2011	05/19/2011	1,017.00	1,010.00	7.00
345. GEN MTRS CO COM	12/16/2010	02/25/2011	11,496.00	11,806.00	-310.00
49. GOLDMAN SACHS GROUP IN	11/01/2010	01/20/2011	8,078.00	7,832.00	246.00
44. GOLDMAN SACHS GROUP IN	10/05/2010	03/25/2011	6,963.00	6,613.00	350.00
42. GOLDMAN SACHS GROUP IN	10/05/2010	03/28/2011	6,641.00	6,312.00	329.00
91. GOLDMAN SACHS GROUP IN	10/05/2010	03/29/2011	14,319.00	13,676.00	643.00
10. GOOGLE INC CL A	12/10/2010	01/20/2011	6,260.00	5,927.00	333.00
64. GOOGLE INC CL A	10/26/2010	04/18/2011	33,523.00	36,949.00	-3,426.00
140. GREEN DOT CORP COM ST	12/23/2010	01/20/2011	8,547.00	7,092.00	1,455.00
305. GULFPORT ENERGY CORP NEW	07/18/2011	10/05/2011	6,826.00	9,256.00	-2,430.00
180. HALLIBURTON CO	07/22/2011	12/15/2011	5,629.00	10,146.00	-4,517.00
225. HALLIBURTON CO	07/19/2011	12/23/2011	7,558.00	12,027.00	-4,469.00
60. HANESBRANDS INC COM ST	07/25/2011	10/05/2011	1,490.00	1,607.00	-117.00
50. HANOVER INS GROUP INC	07/25/2011	10/05/2011	1,761.00	2,156.00	-395.00
625. H J HEINZ CO	05/06/2010	01/31/2011	29,593.00	28,839.00	754.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
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Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 535. HESS CORP COM STK	01/04/2011	01/31/2011	44,240.00	28,558.00	15,682.00
315. HEWLETT PACKARD CO CO	10/07/2010	01/20/2011	14,490.00	12,803.00	1,687.00
20. HILL ROM HLDGS INC COM	07/08/2011	07/12/2011	909.00	831.00	78.00
25. HILL ROM HLDGS INC COM	01/20/2011	10/05/2011	769.00	990.00	-221.00
90. HOME DEPOT INC	10/05/2010	04/11/2011	3,389.00	2,861.00	528.00
25. IBERIABANK CORP COM	07/25/2011	10/05/2011	1,206.00	1,446.00	-240.00
240. ICONIX BRAND GROUP IN	08/09/2011	10/05/2011	3,726.00	4,449.00	-723.00
85. ILLUMINA INC	10/19/2010	01/20/2011	5,829.00	4,218.00	1,611.00
90. ILLUMINA INC	05/10/2011	07/28/2011	5,303.00	5,420.00	-117.00
65. ILLUMINA INC	10/05/2010	09/19/2011	3,079.00	3,343.00	-264.00
55. ILLUMINA INC	10/05/2010	09/21/2011	2,304.00	2,829.00	-525.00
55. ILLUMINA INC	10/05/2010	09/22/2011	2,309.00	2,829.00	-520.00
60. ILLUMINA INC	10/05/2010	09/26/2011	2,424.00	3,086.00	-662.00
21. INTL BUSINESS MACHINES	11/16/2010	01/05/2011	3,088.00	2,850.00	238.00
276. INTL BUSINESS MACHINE	08/10/2010	01/20/2011	42,763.00	35,271.00	7,492.00
140. INTUIT	10/05/2010	03/11/2011	6,926.00	6,397.00	529.00
145. INTUIT	10/05/2010	03/14/2011	7,145.00	6,625.00	520.00
20. ITC HLDGS CORP COM STK	07/25/2011	10/05/2011	1,439.00	1,337.00	102.00
325. JDS UNIPHASE CORP COM COM PAR\$0.001	03/02/2011	07/22/2011	4,787.00	7,993.00	-3,206.00
420. JDS UNIPHASE CORP COM COM PAR\$0.001	04/28/2011	07/25/2011	6,258.00	9,390.00	-3,132.00
120. J P MORGAN CHASE & CO	05/21/2010	01/31/2011	5,365.00	4,708.00	657.00
310. JOHN BEAN TECHNOLOGIE STK	09/13/2011	10/05/2011	4,470.00	4,576.00	-106.00
345. JUNIPER NETWORKS INC	07/14/2010	01/20/2011	12,026.00	8,902.00	3,124.00
80. JUNIPER NETWORKS INC	12/22/2010	04/07/2011	3,109.00	3,035.00	74.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 200. JUNIPER NETWORKS INC	12/22/2010	07/28/2011	4,826.00	6,484.00	-1,658.00
220. JUNIPER NETWORKS INC	10/06/2010	08/08/2011	4,597.00	7,068.00	-2,471.00
30. KAISER ALUM CORP COM P PAR \$0.01	07/08/2011	10/05/2011	1,338.00	1,434.00	-96.00
30. KANSAS CITY SOUTHERN I	01/20/2011	02/16/2011	1,693.00	1,455.00	238.00
5. KANSAS CITY SOUTHERN IN	07/25/2011	10/05/2011	261.00	313.00	-52.00
65. KOPPERS HLDGS INC COM	07/25/2011	10/05/2011	1,806.00	2,539.00	-733.00
90. KRAFT FOODS INC CL A	05/13/2010	01/05/2011	2,834.00	2,761.00	73.00
365. KRAFT FOODS INC CL A	07/14/2010	01/20/2011	11,373.00	10,911.00	462.00
125. LAS VEGAS SANDS CORP	03/28/2011	05/05/2011	5,372.00	4,947.00	425.00
205. LAUDER ESTEE COS INC	01/18/2011	01/20/2011	17,072.00	16,050.00	1,022.00
45. LAUDER ESTEE COS INC C	10/05/2010	03/04/2011	4,115.00	2,871.00	1,244.00
30. LAUDER ESTEE COS INC C	10/05/2010	07/08/2011	3,149.00	1,914.00	1,235.00
87. LAUDER ESTEE COS INC C	10/05/2010	08/16/2011	8,178.00	5,551.00	2,627.00
70. M & T BK CORP	10/06/2010	01/31/2011	6,032.00	5,482.00	550.00
35. MB FINL INC NEW COM	01/20/2011	01/27/2011	627.00	641.00	-14.00
.09 MARRIOTT VACATIONS WOR COM COM	11/22/2011	11/22/2011	2.00		2.00
69. MARRIOTT INTL INC NEW	02/08/2010	01/20/2011	2,764.00	1,807.00	957.00
13. MASTERCARD INC CL A	05/10/2011	07/08/2011	4,080.00	3,528.00	552.00
30. MASTERCARD INC CL A	07/13/2011	07/29/2011	9,124.00	7,844.00	1,280.00
20. MCDERMOTT INTERNATIONAL	07/25/2011	10/05/2011	251.00	399.00	-148.00
205. MCDONALDS CORP	10/14/2010	01/20/2011	15,358.00	15,423.00	-65.00
255. MEAD JOHNSON NUTRITIO USD0.01	11/29/2010	01/20/2011	15,700.00	13,123.00	2,577.00
710. METROPCS COMMUNICATIO COM	05/26/2011	08/03/2011	7,178.00	12,707.00	-5,529.00
810. MICRON TECHNOLOGY INC	05/10/2011	06/09/2011	6,955.00	9,059.00	-2,104.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
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Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 227. MOLEX INC CLASS A	05/21/2010	01/19/2011	4,788.00	3,923.00	865.00
23. MOLEX INC CLASS A	05/21/2010	01/19/2011	486.00	398.00	88.00
395. MONSANTO CO COM	01/12/2011	01/20/2011	27,397.00	27,309.00	88.00
45. MONSANTO CO COM	03/07/2011	04/29/2011	3,051.00	3,202.00	-151.00
370. MOODYS CORP	06/13/2011	08/19/2011	10,182.00	14,460.00	-4,278.00
.86 MOTOROLA SOLUTIONS INC	12/03/2010	01/04/2011	32.00	28.00	4.00
13.43 MOTOROLA SOLUTIONS I	12/03/2010	04/20/2011	592.00	431.00	161.00
12.5 #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	12/03/2010	01/04/2011	412.00	336.00	76.00
400. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/07/2011	08/15/2011	15,240.00	10,575.00	4,665.00
100. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/04/2011	08/16/2011	3,801.00	2,636.00	1,165.00
300. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	04/01/2011	08/17/2011	11,433.00	7,446.00	3,987.00
100. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/31/2011	08/18/2011	3,797.00	2,440.00	1,357.00
100. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	04/04/2011	08/19/2011	3,783.00	2,418.00	1,365.00
60. #REORG/MOTOROLA MOBILI COM CASH MERGER 05-22-2012	04/04/2011	08/22/2011	2,279.00	1,431.00	848.00
405. NCR CORP NEW	09/13/2011	10/05/2011	6,877.00	6,880.00	-3.00
50. NATIONAL-OILWELL INC	02/07/2011	07/08/2011	3,973.00	3,932.00	41.00
75. NETAPP INC COM STK	10/05/2010	09/29/2011	2,614.00	3,840.00	-1,226.00
145. NEWMONT MINING CORP N STOCK	10/05/2010	01/05/2011	8,440.00	9,322.00	-882.00
245. NEWMONT MINING CORP N STOCK	10/05/2010	01/07/2011	14,127.00	15,751.00	-1,624.00
110. NEXTERA ENERGY INC CO	05/21/2010	01/31/2011	5,938.00	5,491.00	447.00
35. NIKE INC CLASS B	12/22/2010	03/21/2011	2,696.00	3,049.00	-353.00
50. NIKE INC CLASS B	12/22/2010	03/22/2011	3,781.00	4,355.00	-574.00
75. NIKE INC CLASS B	12/22/2010	03/23/2011	5,681.00	6,533.00	-852.00
815. NORDSTROM INC	10/20/2010	01/31/2011	33,428.00	30,508.00	2,920.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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Name of estate or trust: **ROBERT HAROLD BURTON PRIVATE FOUNDATION**  
Employer identification number: **74-2425567**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 29644.17 MFB NORTHERN FUND ADVANTAGED ULTRA SHORT FIXE	12/17/2010	05/12/2011	300,592.00	299,999.00	593.00
29603.23 MFB NORTHERN FUND ADVANTAGED ULTRA SHORT FIXE	10/07/2011	10/07/2011	298,697.00	300,176.00	-1,479.00
71643.07 MFB NORTHN MULTI-EQTY FD FD	07/21/2011	12/20/2011	588,906.00	731,185.00	-142,279.00
80498.9 MFB NORTHN MULTIMG FD	07/21/2011	10/26/2011	778,424.00	880,687.00	-102,263.00
7237.53 MFB NORTHN HI YIELD	11/24/2010	01/11/2011	53,196.00	51,170.00	2,026.00
290. NORTHWEST BANCSHARES	07/25/2011	10/05/2011	3,461.00	3,484.00	-23.00
265. OASIS PETE INC NEW CO	08/12/2011	10/05/2011	5,689.00	7,656.00	-1,967.00
1095. ORACLE CORPORATION	09/27/2010	01/20/2011	34,864.00	28,126.00	6,738.00
100. ORACLE CORPORATION	03/28/2011	09/21/2011	2,975.00	3,281.00	-306.00
90. ORACLE CORPORATION	03/28/2011	09/29/2011	2,702.00	2,915.00	-213.00
110. ORACLE CORPORATION	12/20/2010	12/08/2011	3,424.00	3,485.00	-61.00
360. PHH CORP COM	07/25/2011	10/05/2011	5,375.00	7,510.00	-2,135.00
14860.24 PIMCO FUNDS TOTAL INSTL CLASS	06/30/2011	07/18/2011	163,760.00	162,554.00	1,206.00
40. PATTERSON COMPANIES IN	07/25/2011	10/05/2011	1,129.00	1,260.00	-131.00
200. JC PENNEY CO INC COM	05/21/2010	01/31/2011	6,409.00	5,410.00	999.00
410. PENSKE AUTOMOTIVE GRO STK	07/25/2011	10/05/2011	7,011.00	8,414.00	-1,403.00
215. PEPSICO INC	10/05/2010	01/05/2011	14,165.00	14,583.00	-418.00
30. PETROHAWK ENERGY CORP	07/08/2011	07/18/2011	1,145.00	596.00	549.00
265. PHARMACEUTICAL PROD D	07/12/2011	12/06/2011	8,811.00	7,487.00	1,324.00
135. PHILLIPS VAN HEUSEN C	11/04/2010	01/20/2011	7,865.00	8,435.00	-570.00
9486.31 PIMCO COMMODITY RE STRATEGY FUND	06/16/2011	07/18/2011	86,895.00	83,906.00	2,989.00
15674.8 MFO PIMCO FDS EMER BD FD INSTLCL USD	12/17/2010	07/18/2011	171,639.00	167,407.00	4,232.00
195. POLO RALPH LAUREN COR	09/15/2010	01/20/2011	20,379.00	16,920.00	3,459.00
40. POTASH CORP. OF SASKAT	10/05/2010	04/29/2011	2,243.00	1,911.00	332.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

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(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 60. PRECISION CASTPARTS CO	02/04/2010	01/20/2011	8,628.00	6,475.00	2,153.00
7. PRICELINE COM INC COM	11/30/2010	01/20/2011	2,944.00	2,833.00	111.00
9. PRICELINE COM INC COM	10/05/2010	03/17/2011	4,132.00	3,101.00	1,031.00
9. PRICELINE COM INC COM	10/05/2010	04/11/2011	4,559.00	3,101.00	1,458.00
15. PRICELINE COM INC COM	10/05/2010	09/29/2011	7,164.00	5,169.00	1,995.00
95. PROCTER & GAMBLE CO	12/16/2010	03/04/2011	5,895.00	5,914.00	-19.00
100. PROCTER & GAMBLE CO	10/05/2010	03/07/2011	6,161.00	6,082.00	79.00
120. PROCTER & GAMBLE CO	10/05/2010	03/08/2011	7,443.00	7,298.00	145.00
240. PROCTER & GAMBLE CO	10/05/2010	03/09/2011	14,887.00	14,597.00	290.00
585. QUALCOMM INC	12/10/2010	01/20/2011	30,244.00	23,113.00	7,131.00
570. QUESTAR CORP	11/01/2010	01/31/2011	9,853.00	9,791.00	62.00
20. RALCORP HLDGS INC NEW	01/20/2011	05/04/2011	1,748.00	1,227.00	521.00
360. RED HAT INC	12/22/2010	01/20/2011	15,698.00	14,889.00	809.00
155. RED HAT INC	10/05/2010	02/24/2011	6,233.00	6,438.00	-205.00
220. RED HAT INC	10/05/2010	02/25/2011	9,012.00	9,138.00	-126.00
130. REGAL BELOIT CORP COM	07/08/2011	10/05/2011	6,027.00	8,345.00	-2,318.00
110. RIVERBED TECHNOLOGY I	02/25/2011	04/13/2011	3,832.00	4,422.00	-590.00
140. ROCKWELL INTL CORP NE	04/04/2011	08/08/2011	8,293.00	13,065.00	-4,772.00
180. MFC SPDR S&P REGIONAL	01/20/2011	02/23/2011	4,786.00	4,923.00	-137.00
60. ST JUDE MEDICAL INC	04/07/2011	07/08/2011	2,828.00	3,183.00	-355.00
60. ST JUDE MEDICAL INC	04/07/2011	07/13/2011	2,790.00	3,149.00	-359.00
160. ST JUDE MEDICAL INC	04/04/2011	07/14/2011	7,360.00	8,230.00	-870.00
27. SALESFORCE COM INC COM	07/25/2011	08/19/2011	3,065.00	3,987.00	-922.00
265. SALLY BEAUTY HLDGS IN	07/25/2011	08/12/2011	4,469.00	3,560.00	909.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 115. SALLY BEAUTY HLDGS IN	03/14/2011	10/05/2011	1,933.00	1,497.00	436.00
80. SANDISK CORP	10/05/2010	03/31/2011	3,695.00	3,027.00	668.00
100. SANDISK CORP	04/28/2011	07/22/2011	4,540.00	4,532.00	8.00
75. SCHLUMBERGER LTD ISIN	02/23/2010	01/20/2011	6,256.00	4,541.00	1,715.00
6					
105. SHIRE PHARMACEUTICALS	10/19/2010	01/20/2011	8,277.00	7,225.00	1,052.00
SPONSORE					
125. SMITH A O CORP COM	08/12/2011	10/05/2011	3,960.00	4,633.00	-673.00
125. #REORG/SOLUTIA INC CA	02/16/2011	10/05/2011	1,596.00	3,149.00	-1,553.00
MERGER EASTMAN CHEMICAL 229					
395. STARBUCKS CORP	10/11/2010	01/20/2011	13,023.00	9,521.00	3,502.00
80. STARBUCKS CORP	03/24/2011	10/12/2011	3,333.00	2,928.00	405.00
315. STARWOOD HOTELS & RES	03/17/2011	03/29/2011	18,030.00	17,440.00	590.00
75. STRYKER CORP	03/08/2011	07/21/2011	4,283.00	4,873.00	-590.00
50. STRYKER CORP	03/09/2011	07/22/2011	2,844.00	3,242.00	-398.00
104. STRYKER CORP	03/09/2011	07/25/2011	5,824.00	6,686.00	-862.00
575. SUPER VALU INC	07/25/2011	10/05/2011	3,988.00	5,439.00	-1,451.00
15. TENNANT CO.	01/20/2011	09/13/2011	575.00	553.00	22.00
40. TEVA PHARMACEUTICALS I	12/09/2010	01/20/2011	2,134.00	2,109.00	25.00
5. TEXAS INDS INC COM	01/20/2011	07/12/2011	199.00	196.00	3.00
80. THERMO ELECTRON CORP	12/16/2010	07/27/2011	4,802.00	4,477.00	325.00
150. THERMO ELECTRON CORP	12/16/2010	11/11/2011	7,331.00	7,917.00	-586.00
25. TIFFANY & CO NEW	10/14/2010	01/20/2011	1,454.00	1,231.00	223.00
1100. TIME WARNER INC USD0	02/17/2010	01/31/2011	35,199.00	31,708.00	3,491.00
35. TIMKEN CO	01/20/2011	02/16/2011	1,796.00	1,720.00	76.00
45. TOLL BROTHERS INC	01/20/2011	02/16/2011	986.00	934.00	52.00
30. TREEHOUSE FOODS INC CO	07/25/2011	10/05/2011	1,810.00	1,527.00	283.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No. 1545-0092

**2011**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT HAROLD BURTON PRIVATE FOUNDATION

Employer identification number

74-2425567

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 100. TRINITY INDS INC	07/25/2011	10/05/2011	2,222.00	3,092.00	-870.00
55. ADR UNILEVER PLC SPONS	07/21/2010	01/20/2011	1,652.00	1,614.00	38.00
15. UNION PAC CORP COM	07/28/2010	01/20/2011	1,416.00	1,122.00	294.00
5. UNITED TECHNOLOGIES COR	03/03/2010	01/20/2011	396.00	349.00	47.00
300. UNITEDHEALTH GROUP IN	05/13/2011	11/02/2011	13,864.00	14,444.00	-580.00
245. URBAN OUTFITTERS INC	01/07/2011	01/20/2011	8,567.00	8,567.00	
25. VAIL RESORTS INC	07/08/2011	10/05/2011	960.00	1,238.00	-278.00
40. VECTREN CORP	07/25/2011	10/05/2011	1,049.00	1,065.00	-16.00
10. VERTEX PHARMACEUTICALS	10/07/2010	01/20/2011	395.00	351.00	44.00
440. VIEWPOINT FINL GROUP	07/12/2011	10/05/2011	5,224.00	5,812.00	-588.00
10. VMWARE INC CL A COM CL	12/10/2010	01/12/2011	951.00	889.00	62.00
10. VMWARE INC CL A COM CL	12/10/2010	01/13/2011	956.00	889.00	67.00
230. VODAFONE GROUP PLC SP	05/21/2010	01/31/2011	6,503.00	4,345.00	2,158.00
10. WABTEC CORP	01/20/2011	07/12/2011	648.00	529.00	119.00
25. WABTEC CORP	01/20/2011	08/12/2011	1,433.00	1,322.00	111.00
155. WADDELL & REED FINL I	09/06/2011	10/05/2011	3,905.00	4,365.00	-460.00
13. WALTER INDS INC	01/20/2011	03/08/2011	1,610.00	1,637.00	-27.00
2. WALTER INDS INC	07/08/2011	10/05/2011	119.00	233.00	-114.00
65. WATSON PHARMACEUTICALS	02/25/2011	07/08/2011	4,514.00	3,665.00	849.00
445. WELLS FARGO & CO NEW	03/11/2011	04/21/2011	12,691.00	12,206.00	485.00
210. WELLS FARGO & CO NEW	10/05/2010	04/29/2011	6,101.00	5,531.00	570.00
510. WELLS FARGO & CO NEW	10/05/2010	05/02/2011	14,788.00	13,433.00	1,355.00
40. WESTAR ENERGY INC	07/08/2011	07/12/2011	1,076.00	1,043.00	33.00
15. WESTAR ENERGY INC	01/20/2011	09/06/2011	384.00	389.00	-5.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

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Schedule D-1 (Form 1041) 2011



Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT HAROLD BURTON PRIVATE FOUNDATION

74-2425567

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 190. ACUITY BRANDS INC COM	11/06/2007	10/05/2011	7,583.00	7,512.00	71.00
220. AGILENT TECHNOLOGIES	09/03/2009	01/20/2011	9,220.00	5,289.00	3,931.00
90. AGILENT TECHNOLOGIES I	10/05/2010	10/17/2011	2,970.00	2,989.00	-19.00
100. AGILENT TECHNOLOGIES	10/05/2010	10/19/2011	3,332.00	3,321.00	11.00
200. AGILENT TECHNOLOGIES	10/05/2010	11/17/2011	7,564.00	6,642.00	922.00
110. ALLETE INC COM NEW	05/05/2009	10/05/2011	3,982.00	2,967.00	1,015.00
375. AMAZON.COM INCORPORAT STOCK	03/20/2009	01/20/2011	68,665.00	26,029.00	42,636.00
125. AMERICAN EXPRESS CO	10/05/2010	10/17/2011	5,655.00	4,789.00	866.00
30. AMGEN INC	03/25/2009	03/03/2011	1,566.00	1,473.00	93.00
100. AMGEN INC	03/25/2009	10/18/2011	5,717.00	4,901.00	816.00
30. AMGEN INC	03/20/2009	10/19/2011	1,730.00	1,465.00	265.00
50. AMGEN INC	03/20/2009	11/07/2011	2,893.00	2,442.00	451.00
100. AMGEN INC	03/20/2009	11/07/2011	5,786.00	4,884.00	902.00
518. AMGEN INC	04/13/2009	12/14/2011	31,080.00	25,101.00	5,979.00
55. AMGEN INC	04/13/2009	12/20/2011	3,352.00	2,625.00	727.00
17. AMGEN INC	04/13/2009	12/21/2011	1,058.00	811.00	247.00
206. APPLE COMPUTER INC	03/28/2006	01/20/2011	68,444.00	12,329.00	56,115.00
109. APPLE COMPUTER INC	03/28/2006	01/31/2011	36,566.00	6,524.00	30,042.00
160. ARCH CHEMICALS INC CO	10/05/2009	07/11/2011	7,493.00	5,993.00	1,500.00
500. BASF AG SPONSORED ADR	08/17/2009	01/20/2011	37,804.00	31,358.00	6,446.00
70. BABCOCK & WILCOX CO NE	01/08/2009	10/05/2011	1,432.00	878.00	554.00
290. BAIDU COM INC SPONSOR	04/16/2009	01/20/2011	30,402.00	5,826.00	24,576.00
190. BANCO SANTANDER S.A.	07/09/2009	01/31/2011	2,344.00	2,230.00	114.00
2155. BK AMER CORP COM	12/04/2009	01/31/2011	29,469.00	24,616.00	4,853.00
21. BANKFINANCIAL CORP COM	10/15/2007	03/08/2011	182.00	339.00	-157.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

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Employer identification number

ROBERT HAROLD BURTON PRIVATE FOUNDATION

74-2425567

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 135. BANKFINANCIAL CORP CO	10/15/2007	03/09/2011	1,170.00	2,181.00	-1,011.00
100. BARRICK GOLD CORP	03/20/2009	04/07/2011	5,408.00	3,332.00	2,076.00
40. BARRICK GOLD CORP	03/20/2009	04/08/2011	2,184.00	1,333.00	851.00
100. BARRICK GOLD CORP	03/20/2009	04/25/2011	5,260.00	3,332.00	1,928.00
100. BARRICK GOLD CORP	03/20/2009	04/27/2011	5,084.00	3,332.00	1,752.00
150. BARRICK GOLD CORP	03/20/2009	04/28/2011	7,717.00	4,997.00	2,720.00
480. BAXTER INTL INC	03/20/2009	01/31/2011	23,233.00	23,870.00	-637.00
195. BECKMAN COULTER INC	05/21/2010	07/26/2011	16,283.00	13,592.00	2,691.00
70. BED BATH & BEYOND INC	10/05/2010	12/01/2011	4,219.00	3,057.00	1,162.00
50. BED BATH & BEYOND INC	10/05/2010	12/02/2011	3,050.00	2,184.00	866.00
500. BENEFICIAL MUT BANCOR STK	01/04/2008	10/05/2011	3,884.00	4,978.00	-1,094.00
975. BHP LTD SPONSORED ADR	08/17/2009	01/20/2011	86,198.00	75,728.00	10,470.00
495. BOEING CO	03/20/2009	01/31/2011	34,525.00	19,151.00	15,374.00
450. BRITISH AMERN TOB PLC ADR	08/17/2009	01/20/2011	32,755.00	32,047.00	708.00
440. BROADRIDGE FINL SOLUT STK	10/15/2007	10/05/2011	8,654.00	8,694.00	-40.00
195. CABOT OIL & GAS CORP	05/17/2010	12/05/2011	16,817.00	6,532.00	10,285.00
90. CABOT OIL & GAS CORP C	05/17/2010	12/06/2011	7,619.00	3,015.00	4,604.00
600. CANADIAN NATL RY CO C	08/17/2009	01/20/2011	40,425.00	30,692.00	9,733.00
650. CANADIAN NAT RES LTD	08/17/2009	01/20/2011	27,256.00	23,445.00	3,811.00
225. CANADIAN PACIFIC RAIL	08/17/2009	01/20/2011	14,936.00	13,791.00	1,145.00
365. CELGENE CORP	05/26/2009	01/20/2011	20,451.00	16,085.00	4,366.00
65. CEPHALON INC CON	08/17/2009	04/27/2011	4,971.00	4,545.00	426.00
270. ADR CHICAGO BRDG & IR Y REGISTRY SH NV	10/05/2009	10/05/2011	7,706.00	11,237.00	-3,531.00
165. CIRCOR INTL INC COM	10/05/2009	10/05/2011	5,222.00	6,728.00	-1,506.00
515. CISCO SYS INC	09/03/2009	01/20/2011	10,599.00	8,867.00	1,732.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

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ROBERT HAROLD BURTON PRIVATE FOUNDATION

74-2425567

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 265. COACH INC	05/21/2009	01/20/2011	14,146.00	6,560.00	7,586.00
75. COMPASS MINERALS INTL	07/17/2008	10/05/2011	5,113.00	5,454.00	-341.00
110. COMSTOCK RES INC NEW	12/29/2009	04/26/2011	3,296.00	4,113.00	-817.00
90. COMSTOCK RES INC NEW	10/15/2007	05/19/2011	2,407.00	3,196.00	-789.00
1071. CONAGRA INC	03/20/2009	01/03/2011	24,124.00	18,481.00	5,643.00
540. CONOCOPHILLIPS	01/28/2008	01/31/2011	38,094.00	45,103.00	-7,009.00
120. CORELOGIC INC-W/I COM	03/25/2010	08/19/2011	951.00	2,441.00	-1,490.00
260. COSTCO WHSL CORP NEW	03/20/2009	01/20/2011	18,800.00	11,482.00	7,318.00
450. DEERE & CO	03/20/2009	01/31/2011	40,407.00	14,149.00	26,258.00
40. DEERE & CO	10/05/2010	11/03/2011	3,011.00	2,860.00	151.00
135. DELTIC TIMBER CORP	10/05/2009	10/05/2011	8,374.00	7,270.00	1,104.00
640. DENNYS CORP COM	03/15/2010	10/05/2011	2,184.00	2,031.00	153.00
450. ADR DIAGEO PLC SPONSO	08/17/2009	01/20/2011	34,581.00	36,260.00	-1,679.00
355. ADR DIAGEO PLC SPONSO	03/20/2009	01/31/2011	27,467.00	16,602.00	10,865.00
57013.24 MFO DIMENSIONAL F INTL VALUE PORTFOLIO	12/09/2009	01/19/2011	1,088,953.00	1,269,534.00	-180,581.00
145. DINEEQUITY INC COM ST	10/15/2007	10/05/2011	5,653.00	9,110.00	-3,457.00
975. WALT DISNEY CO	11/23/2009	01/20/2011	38,151.00	29,786.00	8,365.00
100. DOLLAR GEN CORP NEW C	01/15/2010	01/20/2011	2,944.00	2,421.00	523.00
1865. E M C CORP MASS COM	03/20/2009	01/31/2011	45,587.00	22,737.00	22,850.00
875. EAST WEST BANCORP INC	11/10/2009	01/31/2011	18,861.00	11,458.00	7,403.00
165. ENPRO INDUSTRIES INC	10/05/2009	10/05/2011	4,865.00	6,203.00	-1,338.00
550. ENSIGN ENERGY SVCS IN	08/17/2009	01/20/2011	8,277.00	9,183.00	-906.00
180. EXPRESS SCRIPTS INC C	01/19/2010	01/20/2011	10,361.00	8,184.00	2,177.00
195. EXTERRAN HLDGS INC CO	06/21/2010	08/09/2011	2,094.00	5,032.00	-2,938.00
300. FEDERAL SIGNAL CORP	05/10/2010	10/05/2011	1,362.00	1,953.00	-591.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2011

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Employer identification number

ROBERT HAROLD BURTON PRIVATE FOUNDATION

74-2425567

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 101. ADR FIBRIA CELULOSE S ADR REPSTG COM SHS	11/27/2009	01/20/2011	1,626.00	1,531.00	95.00
260. FIRST AMERN FINL CORP	08/27/2010	10/05/2011	3,186.00	3,661.00	-475.00
470. 1ST NIAGARA FINL GROU COM	09/10/2010	10/05/2011	4,142.00	5,677.00	-1,535.00
356. FIRSTMERIT CORP	11/18/2009	10/05/2011	4,265.00	7,034.00	-2,769.00
510. FLOWERS FOODS INC	10/05/2009	10/05/2011	9,823.00	7,222.00	2,601.00
25. FLOWSERVE CORP	10/15/2007	06/29/2011	2,673.00	1,963.00	710.00
50. FLOWSERVE CORP	10/15/2007	10/05/2011	3,810.00	3,926.00	-116.00
285. FORESTAR GROUP INC	08/09/2010	10/05/2011	3,175.00	6,199.00	-3,024.00
120. FOSTER L B CO CL A	11/04/2008	10/05/2011	2,630.00	3,482.00	-852.00
220. ARTHUR J GALLAGER & C	01/27/2009	05/19/2011	6,390.00	5,203.00	1,187.00
2045. GENERAL ELECTRIC CO	03/01/1987	07/25/2011	38,919.00	8,806.00	30,113.00
3000. GENERAL ELECTRIC CO	03/01/1987	10/27/2011	50,879.00	12,918.00	37,961.00
2000. GENERAL ELECTRIC CO	03/01/1987	12/16/2011	33,919.00	8,612.00	25,307.00
2500. GENERAL ELECTRIC CO	03/01/1987	12/20/2011	43,024.00	10,765.00	32,259.00
3000. GENERAL ELECTRIC CO	03/01/1987	12/21/2011	52,379.00	12,918.00	39,461.00
3000. GENERAL ELECTRIC CO	03/01/1987	12/22/2011	53,759.00	12,918.00	40,841.00
3000. GENERAL ELECTRIC CO	03/01/1987	12/23/2011	54,629.00	12,918.00	41,711.00
101. GOLDMAN SACHS GROUP I	03/20/2009	01/20/2011	16,650.00	9,765.00	6,885.00
58. GOOGLE INC CL A	03/20/2009	01/20/2011	36,306.00	18,991.00	17,315.00
380. HANESBRANDS INC COM S	10/15/2007	10/05/2011	9,434.00	10,739.00	-1,305.00
140. HANOVER INS GROUP INC	10/16/2008	10/05/2011	4,930.00	4,870.00	60.00
650. HERSHEY FOODS CORP	05/19/2009	01/31/2011	30,401.00	23,212.00	7,189.00
315. HILL ROM HLDGS INC CO	12/03/2009	10/05/2011	9,688.00	7,434.00	2,254.00
1015. HOME DEPOT INC	03/20/2009	01/31/2011	37,497.00	28,173.00	9,324.00
560. HOSPIRA INC	03/20/2009	01/31/2011	30,797.00	17,060.00	13,737.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

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ROBERT HAROLD BURTON PRIVATE FOUNDATION

74-2425567

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 140. IBERIABANK CORP COM	07/21/2009	10/05/2011	6,755.00	6,099.00	656.00
185. ILLUMINA INC	11/12/2009	01/20/2011	12,686.00	7,241.00	5,445.00
315. INTL BUSINESS MACHINE	03/19/2008	01/31/2011	50,328.00	37,041.00	13,287.00
695. INTUIT	10/13/2009	01/31/2011	32,084.00	20,411.00	11,673.00
120. ITC HLDGS CORP COM ST	12/03/2009	10/05/2011	8,631.00	5,598.00	3,033.00
750. J P MORGAN CHASE & CO	09/26/2008	01/31/2011	33,534.00	32,902.00	632.00
55. JOY GLOBAL INC	10/05/2009	03/22/2011	5,127.00	2,748.00	2,379.00
535. JUNIPER NETWORKS INC	01/05/2010	01/20/2011	18,650.00	14,207.00	4,443.00
170. KAISER ALUM CORP COM COM PAR \$0.01	11/04/2008	10/05/2011	7,581.00	8,639.00	-1,058.00
10. KANSAS CITY SOUTHERN I	10/15/2007	02/16/2011	564.00	343.00	221.00
70. KANSAS CITY SOUTHERN I	10/15/2007	03/14/2011	3,597.00	2,402.00	1,195.00
205. KANSAS CITY SOUTHERN	10/05/2009	10/05/2011	10,718.00	6,900.00	3,818.00
100. KIMBERLY CLARK CORP	03/20/2009	01/24/2011	6,403.00	4,595.00	1,808.00
20. KIMBERLY CLARK CORP	03/20/2009	01/25/2011	1,322.00	919.00	403.00
100. KIMBERLY CLARK CORP	03/20/2009	01/25/2011	6,591.00	4,595.00	1,996.00
100. KIMBERLY CLARK CORP	03/20/2009	01/26/2011	6,524.00	4,595.00	1,929.00
30. KIMBERLY CLARK CORP	03/20/2009	01/27/2011	1,954.00	1,379.00	575.00
75. KOPPERS HLDGS INC COM	05/13/2010	10/05/2011	2,084.00	2,443.00	-359.00
100. KROGER CO	09/30/2009	03/01/2011	2,297.00	2,057.00	240.00
200. KROGER CO	09/30/2009	03/03/2011	4,599.00	4,115.00	484.00
100. KROGER CO	09/30/2009	06/16/2011	2,398.00	2,057.00	341.00
100. KROGER CO	09/29/2009	06/17/2011	2,399.00	2,041.00	358.00
100. KROGER CO	09/29/2009	06/17/2011	2,399.00	2,041.00	358.00
200. KROGER CO	09/29/2009	06/20/2011	4,803.00	4,083.00	720.00
100. KROGER CO	09/29/2009	06/21/2011	2,441.00	2,041.00	400.00

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

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Employer identification number

ROBERT HAROLD BURTON PRIVATE FOUNDATION

74-2425567

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 705. ELI LILLY & CO	03/20/2009	01/31/2011	24,464.00	29,661.00	-5,197.00
100. LOCKHEED MARTIN CORP	08/03/2009	04/20/2011	7,802.00	7,563.00	239.00
180. LOCKHEED MARTIN CORP	08/31/2009	04/21/2011	14,004.00	13,344.00	660.00
40. LOCKHEED MARTIN CORP	03/27/2009	07/22/2011	3,184.00	2,845.00	339.00
90. LOCKHEED MARTIN CORP	03/27/2009	07/26/2011	7,281.00	6,156.00	1,125.00
100. LOCKHEED MARTIN CORP	03/20/2009	08/12/2011	6,927.00	6,762.00	165.00
80. LOCKHEED MARTIN CORP	03/20/2009	08/15/2011	5,593.00	5,410.00	183.00
100. LOEWS CORP	03/20/2009	04/27/2011	4,317.00	2,266.00	2,051.00
315. M & T BK CORP	03/20/2009	01/31/2011	27,145.00	12,304.00	14,841.00
275. MB FINL INC NEW COM	10/15/2007	01/27/2011	4,923.00	9,570.00	-4,647.00
425. MANULIFE FINL CORP	08/17/2009	01/20/2011	7,395.00	14,938.00	-7,543.00
495. MARRIOTT INTL INC NEW	10/09/2009	01/20/2011	19,829.00	12,805.00	7,024.00
1. MARRIOTT INTL INC NEW C	09/09/2009	05/31/2011	38.00	24.00	14.00
131. MASTERCARD INC CL A	05/27/2009	01/20/2011	30,046.00	21,046.00	9,000.00
140. MCDERMOTT INTERNATION	01/08/2009	10/05/2011	1,758.00	881.00	877.00
260. MEDCO HEALTH SOLUTION	03/20/2009	01/20/2011	16,530.00	10,115.00	6,415.00
4810. ADR MITSUBISHI UFJ F INC SPONSORED ADR	03/20/2009	01/31/2011	24,754.00	31,887.00	-7,133.00
37. MOLEX INC CLASS A	03/20/2009	01/19/2011	780.00	432.00	348.00
370. MOLEX INC CLASS A	10/15/2007	01/19/2011	7,819.00	9,436.00	-1,617.00
96. MOLEX INC CLASS A	03/20/2009	01/20/2011	2,004.00	1,120.00	884.00
432. MOLEX INC CLASS A	03/20/2009	01/21/2011	9,063.00	5,039.00	4,024.00
86.57 MOTOROLA SOLUTIONS I	03/20/2009	04/20/2011	3,816.00	1,377.00	2,439.00
60. MOTOROLA SOLUTIONS INC	03/20/2009	04/21/2011	2,651.00	954.00	1,697.00
40. MOTOROLA SOLUTIONS INC	03/20/2009	10/27/2011	1,865.00	636.00	1,229.00
100. MOTOROLA SOLUTIONS IN	03/20/2009	10/27/2011	4,664.00	1,591.00	3,073.00

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ROBERT HAROLD BURTON PRIVATE FOUNDATION

74-2425567

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 140. MOTOROLA SOLUTIONS IN	03/20/2009	12/23/2011	6,540.00	2,227.00	4,313.00
100. MOTOROLA SOLUTIONS IN	03/20/2009	12/23/2011	4,688.00	1,591.00	3,097.00
100. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/20/2009	01/04/2011	3,284.00	1,333.00	1,951.00
87.5 #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/20/2009	01/04/2011	2,881.00	1,166.00	1,715.00
.25 #REORG/MOTOROLA MOBILI COM CASH MERGER 05-22-2012	03/20/2009	01/04/2011	8.00	3.00	5.00
50. #REORG/MOTOROLA MOBILI COM CASH MERGER 05-22-2012	03/20/2009	01/06/2011	1,649.00	667.00	982.00
100. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/20/2009	01/06/2011	3,300.00	1,333.00	1,967.00
100. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/20/2009	01/27/2011	3,212.00	1,333.00	1,879.00
200. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/20/2009	02/11/2011	6,391.00	2,666.00	3,725.00
40. #REORG/MOTOROLA MOBILI COM CASH MERGER 05-22-2012	03/20/2009	08/22/2011	1,519.00	533.00	986.00
100. #REORG/MOTOROLA MOBIL INC COM CASH MERGER 05-22-2	03/20/2009	08/23/2011	3,796.00	1,333.00	2,463.00
50. #REORG/MOTOROLA MOBILI COM CASH MERGER 05-22-2012	03/20/2009	09/01/2011	1,889.00	667.00	1,222.00
29. #REORG/MOTOROLA MOBILI COM CASH MERGER 05-22-2012	03/20/2009	09/13/2011	1,088.00	387.00	701.00
87. #REORG/MOTOROLA MOBILI COM CASH MERGER 05-22-2012	03/20/2009	09/14/2011	3,288.00	1,160.00	2,128.00
100. NRG ENERGY INC COM	03/20/2009	05/26/2011	2,463.00	1,734.00	729.00
100. NRG ENERGY INC COM	03/20/2009	05/31/2011	2,464.00	1,734.00	730.00
1100. NESTLE S A SPONSORED REG SH	08/17/2009	01/20/2011	59,839.00	48,165.00	11,674.00
670. NETAPP INC COM STK	10/13/2009	01/20/2011	37,205.00	17,293.00	19,912.00
180. NETAPP INC COM STK	10/05/2010	11/18/2011	6,275.00	9,216.00	-2,941.00
440. NEXTERA ENERGY INC CO	03/20/2009	01/31/2011	23,753.00	22,909.00	844.00
40. NIKE INC CLASS B	10/15/2009	01/05/2011	3,373.00	2,178.00	1,195.00
375. NIKE INC CLASS B	03/20/2009	01/20/2011	31,008.00	16,688.00	14,320.00
16795.18 MFB NORTHERN FUND ADVANTAGED ULTRA SHORT FIXE	09/28/2009	05/12/2011	170,303.00	169,127.00	1,176.00
23073.55 MFB NORTHERN FUND ADVANTAGED ULTRA SHORT FIXE	10/26/2009	10/07/2011	232,812.00	232,351.00	461.00
44053.9 MFB NORTHN HI YIEL	12/21/2009	01/11/2011	323,796.00	262,898.00	60,898.00

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ROBERT HAROLD BURTON PRIVATE FOUNDATION

74-2425567

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4049.66 MFB NORTHN HI YIEL	03/25/2009	07/18/2011	29,927.00	23,772.00	6,155.00
580. NORTHROP GRUMMAN CORP	10/07/2009	01/31/2011	39,759.00	25,972.00	13,787.00
390. NORTHWEST BANCSHARES	09/10/2010	10/05/2011	4,655.00	4,415.00	240.00
800. ADR NOVARTIS AG SPONS ISIN #US66987V1098	08/17/2009	01/20/2011	44,989.00	39,580.00	5,409.00
250. OCCIDENTAL PETROLEUM	03/20/2009	01/20/2011	24,125.00	14,366.00	9,759.00
90. OCCIDENTAL PETROLEUM C	03/30/2010	06/29/2011	9,265.00	7,579.00	1,686.00
1380. ORACLE CORPORATION	10/15/2007	01/31/2011	43,905.00	24,524.00	19,381.00
205. ORACLE CORPORATION	12/20/2010	12/22/2011	5,224.00	6,166.00	-942.00
13531.96 PIMCO FUNDS TOTAL INSTL CLASS	06/30/2010	07/18/2011	149,122.00	145,646.00	3,476.00
210. PATTERSON COMPANIES I	04/22/2009	10/05/2011	5,925.00	4,275.00	1,650.00
425. JC PENNEY CO INC COM	03/20/2009	01/31/2011	13,619.00	8,258.00	5,361.00
235. PETROHAWK ENERGY CORP	10/15/2007	07/18/2011	8,970.00	4,411.00	4,559.00
255. PHARMACEUTICAL PROD D	08/17/2009	12/06/2011	8,479.00	7,278.00	1,201.00
10. PHILIP MORRIS INTERNAT	03/20/2009	02/24/2011	622.00	383.00	239.00
100. PHILIP MORRIS INTERNA	03/20/2009	02/24/2011	6,229.00	3,834.00	2,395.00
100. PHILIP MORRIS INTERNA	03/25/2009	11/30/2011	7,577.00	3,825.00	3,752.00
19446.99 PIMCO COMMODITY R STRATEGY FUND	06/17/2010	07/18/2011	178,134.00	135,062.00	43,072.00
100. PITNEY BOWES INC	03/20/2009	04/29/2011	2,451.00	2,172.00	279.00
100. PITNEY BOWES INC	03/20/2009	05/03/2011	2,468.00	2,172.00	296.00
50. PITNEY BOWES INC	03/20/2009	05/04/2011	1,235.00	1,086.00	149.00
100. PITNEY BOWES INC	03/20/2009	07/14/2011	2,235.00	2,172.00	63.00
100. PITNEY BOWES INC	03/20/2009	07/19/2011	2,211.00	2,172.00	39.00
330. POLO RALPH LAUREN COR	03/20/2009	01/31/2011	34,636.00	12,852.00	21,784.00
435. POTASH CORP. OF SASKA	08/17/2009	01/20/2011	72,517.00	44,320.00	28,197.00
110. PRECISION CASTPARTS C	10/28/2009	01/20/2011	15,819.00	10,726.00	5,093.00

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**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

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6a 10. PRICELINE COM INC COM	10/05/2010	11/09/2011	5,440.00	3,446.00	1,994.00
650. QEP RES INC COM STK	03/20/2009	01/31/2011	25,632.00	13,837.00	11,795.00
525. QUESTAR CORP	03/20/2009	01/31/2011	9,075.00	5,391.00	3,684.00
150. RALCORP HLDGS INC NEW	10/15/2007	05/04/2011	13,113.00	8,337.00	4,776.00
1200. RIO TINTO PLC SPONSO	08/17/2009	01/20/2011	81,505.00	83,167.00	-1,662.00
480. SPX CORP	01/22/2010	01/31/2011	37,017.00	27,293.00	9,724.00
4506. MFC SPDR GOLD TR GOL	05/14/2010	07/18/2011	702,091.00	542,242.00	159,849.00
330. MFC SPDR S&P REGIONAL	03/16/2009	02/23/2011	8,774.00	7,572.00	1,202.00
1100. SAFEWAY INC COM NEW	03/20/2009	01/31/2011	22,599.00	30,386.00	-7,787.00
191. SALESFORCE COM INC CO	08/07/2009	01/20/2011	24,979.00	7,859.00	17,120.00
435. SALLY BEAUTY HLDGS IN	01/26/2010	10/05/2011	7,311.00	3,751.00	3,560.00
825. SCHLUMBERGER LTD ISIN 86	08/17/2009	01/20/2011	69,756.00	68,607.00	1,149.00
475. SCHLUMBERGER LTD ISIN 86	01/15/2010	01/20/2011	39,624.00	33,845.00	5,779.00
970. SCHWAB CHARLES CORP C NEW	03/20/2009	01/20/2011	17,537.00	13,318.00	4,219.00
1200. SCHWAB CHARLES CORP NEW	03/20/2009	01/31/2011	21,444.00	16,504.00	4,940.00
150. SHIRE PHARMACEUTICALS SPONSORE	03/20/2009	01/20/2011	11,824.00	5,241.00	6,583.00
130. #REORG/SOLUTIA INC CA MERGER EASTMAN CHEMICAL 229	05/18/2010	10/05/2011	1,660.00	1,967.00	-307.00
350. STARBUCKS CORP	01/12/2010	01/20/2011	11,539.00	8,037.00	3,502.00
1425. SUNCOR ENERGY INC NE	08/17/2009	01/20/2011	53,304.00	64,583.00	-11,279.00
70. TARGET CORP	09/04/2009	01/06/2011	3,828.00	3,302.00	526.00
80. TARGET CORP	09/01/2009	01/07/2011	4,397.00	3,749.00	648.00
155. TARGET CORP	09/04/2009	01/07/2011	8,519.00	7,286.00	1,233.00
80. TARGET CORP	09/01/2009	01/10/2011	4,426.00	3,718.00	708.00
450. TECK RESOURCES LIMITE	10/26/2007	01/20/2011	27,279.00	22,288.00	4,991.00
1225. ADR TENARIS S A SPON	08/17/2009	01/20/2011	56,103.00	54,723.00	1,380.00

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6a 105. TENNANT CO.	10/15/2007	09/13/2011	4,022.00	4,832.00	-810.00
340. TEVA PHARMACEUTICALS	03/20/2009	01/20/2011	18,139.00	14,970.00	3,169.00
80. TEXAS INDS INC COM	06/02/2008	07/12/2011	3,183.00	5,698.00	-2,515.00
1055. TEXAS INSTRUMENTS IN	03/20/2009	01/31/2011	35,856.00	26,108.00	9,748.00
95. THERMO ELECTRON CORP	11/11/2010	11/18/2011	4,375.00	4,660.00	-285.00
190. THERMO ELECTRON CORP	10/05/2010	12/12/2011	8,580.00	9,215.00	-635.00
200. TIFFANY & CO NEW	09/01/2009	01/20/2011	11,630.00	6,860.00	4,770.00
10. TIMKEN CO	10/15/2007	02/16/2011	513.00	367.00	146.00
270. TIMKEN CO	10/15/2007	10/05/2011	9,118.00	9,898.00	-780.00
365. TOLL BROTHERS INC	11/10/2009	02/16/2011	7,996.00	7,231.00	765.00
170. TREEHOUSE FOODS INC C	06/26/2009	10/05/2011	10,254.00	4,940.00	5,314.00
125. TRICAN WELL SVC LTD C	10/29/2007	01/20/2011	2,545.00	2,751.00	-206.00
200. TRINITY INDS INC	08/10/2010	10/05/2011	4,445.00	3,798.00	647.00
275. ADR UNILEVER PLC SPON NEW	10/14/2009	01/20/2011	8,261.00	7,911.00	350.00
1025. UNILEVER N V	08/17/2009	01/20/2011	31,089.00	32,482.00	-1,393.00
860. UNILEVER N V	06/11/2009	01/31/2011	25,392.00	21,447.00	3,945.00
130. UNION PAC CORP COM	10/23/2009	01/20/2011	12,268.00	7,387.00	4,881.00
225. UNITED TECHNOLOGIES C	12/18/2009	01/20/2011	17,802.00	14,406.00	3,396.00
180. VAIL RESORTS INC	10/05/2009	10/05/2011	6,913.00	7,889.00	-976.00
1650. ADR VALE S A ADR	08/17/2009	01/20/2011	59,157.00	49,816.00	9,341.00
250. VECTREN CORP	10/05/2009	10/05/2011	6,559.00	6,216.00	343.00
200. VERTEX PHARMACEUTICAL	03/20/2009	01/20/2011	7,892.00	5,785.00	2,107.00
100. VIACOM INC	03/20/2009	05/31/2011	5,021.00	1,631.00	3,390.00
5. VMWARE INC CL A COM CL	10/16/2009	01/13/2011	478.00	224.00	254.00
330. VMWARE INC CL A COM C	10/22/2009	01/20/2011	29,195.00	14,446.00	14,749.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .



# Foundation

31 DEC 11

Account number BRTFDN

BURTON FOUNDATION TRUST

Page 1 of 23

## ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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### Equity Securities

#### Common stock

##### Canada - USD

BARRICK GOLD CORP CUSIP 067901108

860 000	45 25	0 00	38,915 00	27,090 92	11,824 08	0 00	11,824 08
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CDN NAT RES LTD COM CDN NAT RES COM STK CUSIP 136385101

960 000	37 37	85 77	35,875 20	31,730 73	4,144 47	0 00	4,144 47
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POTASH CORP SASK INC COM CUSIP 73755L107

365 000	41 28	0 00	15,067 20	17,442 13	-2,374 93	0 00	-2,374 93
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TALISMAN ENERGY INC COM CUSIP 87425E103

2,950 000	12 75	0 00	37,612 50	41,568 39	-3,955 89	0 00	-3,955 89
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VALEANT PHARMACEUTICALS INTERNATIONAL INC COMMON STOCK CUSIP 91911K102

185 000	46 69	0 00	8,637 65	9,238 59	-600 94	0 00	-600 94
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Total USD		85 77	136,107 55	127,070 76	9,036 79	0 00	9,036 79
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Total Canada		85 77	136,107 55	127,070 76	9,036 79	0 00	9,036 79
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##### France - USD

SANOFI SPONSORED ADR CUSIP 80105N105

1,480 000	36 54	0 00	54,079 20	42,800 02	11,279 18	0 00	11,279 18
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Total USD		0 00	54,079 20	42,800 02	11,279 18	0 00	11,279 18
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Total France		0 00	54,079 20	42,800 02	11,279 18	0 00	11,279 18
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##### Israel - USD

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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

##### Israel - USD

ADR TEVA PHARMACEUTICAL INDS CUSIP 881624209		40.36	0.00	27,848.40	31,311.70	-3,463.30	0.00	-3,463.30
<b>Total USD</b>			0.00	27,848.40	31,311.70	-3,463.30	0.00	-3,463.30
<b>Total Israel</b>			0.00	27,848.40	31,311.70	-3,463.30	0.00	-3,463.30

##### South Africa - USD

ADR ANGLOGOLD ASHANTI LTD CUSIP 035128206		42.45	0.00	55,185.00	50,160.30	5,024.70	0.00	5,024.70
<b>Total USD</b>			0.00	55,185.00	50,160.30	5,024.70	0.00	5,024.70
<b>Total South Africa</b>			0.00	55,185.00	50,160.30	5,024.70	0.00	5,024.70

#### United Kingdom - USD

ENSCO PLC SPON ADR CUSIP 29358Q109		46.92	0.00	18,533.40	22,938.34	-4,404.94	0.00	-4,404.94
<b>Total USD</b>			0.00	18,533.40	22,938.34	-4,404.94	0.00	-4,404.94
<b>Total United Kingdom</b>			0.00	18,533.40	22,938.34	-4,404.94	0.00	-4,404.94

#### United States - USD

#REORG/AMERICAN TOWER MANDATORY EXC AMERICAN TOWER REIT 2F14A31 1/3/2012 CUSIP 029912201								
#REORG/AON CORP STOCK MERGER AON PLC COM2G19A21 4/2/2012 CUSIP 037389103		60.01	0.00	22,803.80	13,897.96	8,905.84	0.00	8,905.84
<b>Total USD</b>			0.00	22,803.80	13,897.96	8,905.84	0.00	8,905.84
<b>Total United States</b>			0.00	22,803.80	13,897.96	8,905.84	0.00	8,905.84

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
						Market	Translation	
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
#REORG/EXPRESS SCRIPTS INC STOCK MERGER EXPRESS SCRIPTS 2H1RA21 4/3/2012 CUSIP 302182100								
295 000		44.69	0.00	13,183.55	10,196.69	2,986.86	0.00	2,986.86
ACCENTURE PLC SHS CL A NEW CUSIP G1151C101								
480 000		53.23	0.00	25,550.40	24,486.14	1,064.26	0.00	1,064.26
AGILENT TECHNOLOGIES INC COM CUSIP 00846U101								
255 000		34.93	0.00	8,907.15	8,425.68	481.47	0.00	481.47
AKAMAI TECHNOLOGIES INC COM STK CUSIP 00971T101								
400 000		32.28	0.00	12,912.00	10,879.91	2,032.09	0.00	2,032.09
ALEXION PHARMACEUTICALS INC COM CUSIP 015351109								
110 000		71.50	0.00	7,865.00	7,202.35	662.65	0.00	662.65
ALLERGAN INC COM CUSIP 018490102								
365 000		87.74	0.00	32,025.10	26,630.46	5,394.64	0.00	5,394.64
AMAZON COM INC COM CUSIP 023135106								
175 000		173.10	0.00	30,282.50	28,182.00	2,110.50	0.00	2,110.50
AMERICAN EXPRESS CO CUSIP 025816109								
580 000		47.17	0.00	27,358.60	22,219.80	5,138.80	0.00	5,138.80
ANSYS INC COM CUSIP 03662Q105								
200 000		57.28	0.00	11,456.00	7,970.75	3,485.25	0.00	3,485.25

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						Market	Translation	
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
APACHE CORP COM CUSIP 037411105								
737 000		90 58	0 00	66,757 46	61,666 04	5,091 42	0 00	5,091 42
APPLE INC COM STK CUSIP 037833100								
195 000		405 00	0 00	78,975 00	56,944 39	22,030 61	0 00	22,030 61
AUTODESK INC COM CUSIP 052769106								
325 000		30 33	0 00	9,857 25	10,248 46	-391 21	0 00	-391 21
AVAGO TECHNOLOGIES LTD CUSIP Y0486S104								
260 000		28 86	0 00	7,503 60	8,579 56	-1,075 96	0 00	-1,075 96
BED BATH BEYOND INC COM CUSIP 075896100								
460 000		57 97	0 00	26,666 20	20,088 20	6,578 00	0 00	6,578 00
BIO RAD LABS INC CL A CUSIP 090572207								
87 000		96 04	0 00	8,355 48	6,265 17	2,090 31	0 00	2,090 31
BIOGEN IDEC INC COM STK CUSIP 09062X103								
54 000		110 05	0 00	5,942 70	6,088 35	-145 65	0 00	-145 65
BORG WARNER INC COM CUSIP 099724106								
215 000		63 74	0 00	13,704 10	8,500 56	5,203 54	0 00	5,203 54
C R BARD CUSIP 067383109								
100 000		85 50	0 00	8,550 00	8,454 38	95 62	0 00	95 62

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<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
CA INC COM	CUSIP 12673P105							
3,700 000	20 215	0 00	0 00	60,645 00	48,507 02	12,137 98	0 00	12,137 98
CABOT OIL & GAS CORP COM CUSIP 127097103								
335 000	75 90	0 00	0 00	25,426 50	20,204 73	5,221 77	0 00	5,221 77
CAP 1 FNCL COM CUSIP 14040H105								
310 000	42 29	0 00	0 00	13,109 90	16,429 81	-3,319 91	0 00	-3,319 91
CATERPILLAR INC COM CUSIP 149123101								
425 000	90 60	0 00	0 00	38,505 00	34,034 25	4,470 75	0 00	4,470 75
CHESAPEAKE ENERGY CORP COM CUSIP 165167107								
305 000	22 29	0 00	0 00	6,798 45	9,363 55	-2,565 10	0 00	-2,565 10
CISCO SYSTEMS INC CUSIP 17275R102								
2,020 000	18 08	0 00	0 00	36,521 60	33,635 55	2,886 05	0 00	2,886 05
CITIGROUP INC COM NEW COM NEW CUSIP 172967424								
1,230 000	26 31	0 00	0 00	32,361 30	43,061 09	-10,699 79	0 00	-10,699 79
COCA COLA CO COM CUSIP 191216100								
490 000	69 97	0 00	0 00	34,285 30	29,488 22	4,797 08	0 00	4,797 08
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A CUSIP 192446102								
350 000	64 31	0 00	0 00	22,508 50	23,049 79	-541 29	0 00	-541 29

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<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
COVANCE INC COM	CUSIP 222816100							
205 000		45 72	0 00	9,372 60	13,783 02	-4,410 42	0 00	-4,410 42
CSX CORP COM CUSIP 126408103								
765 000		21 06	0 00	16,110 90	11,681 68	4,429 22	0 00	4,429 22
CUMMINS INC CUSIP 231021106								
470 000		88 02	0 00	41,369 40	38,648 93	2,720 47	0 00	2,720 47
CVS CAREMARK CORP COM STK CUSIP 126650100								
790 000		40 78	0 00	32,216 20	24,901 36	7,314 84	0 00	7,314 84
D R HORTON INC COM CUSIP 23331A109								
1,220 000		12 61	0 00	15,384 20	13,879 98	1,504 22	0 00	1,504 22
DARDEN RESTAURANTS INC COM CUSIP 237194105								
270 000		45 58	0 00	12,306 60	10,827 88	1,478 72	0 00	1,478 72
DEERE & CO COM CUSIP 244199105								
390 000		77 35	159 90	30,166 50	27,861 10	2,285 40	0 00	2,285 40
DIRECTV COM CL A COM CL A CUSIP 25490A101								
305 000		42 76	0 00	13,041 80	14,221 74	-1,179 94	0 00	-1,179 94
DISCOVER FINL SVCS COM STK CUSIP 254709108								
1,065 000		24 00	106 50	25,560 00	26,235 35	-675 35	0 00	-675 35

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<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
EASTMAN CHEM CO COM	CUSIP 277432100							
320 000		39 06	83 20	12,499 20	10,799 98	1,699 22	0 00	1,699 22
EATON VANCE CORP COM NON VTG CUSIP 278265103								
320 000		23 64	0 00	7,564 80	11,879 65	-4,314 85	0 00	-4,314 85
EBAY INC COM USD0 001 CUSIP 278642103								
445 000		30 33	0 00	13,496 85	14,430 98	-934 13	0 00	-934 13
ELECTR ARTS COM CUSIP 285512109								
625 000		20 60	0 00	12,875 00	13,832 12	-957 12	0 00	-957 12
ESTEE LAUDER COMPANIES INC CL A USD0 01 CUSIP 518439104								
198 000		112 32	0 00	22,239 36	12,634 38	9,604 98	0 00	9,604 98
FEDEX CORP COM CUSIP 31428X106								
245 000		83 51	31 85	20,459 95	21,616 35	-1,156 40	0 00	-1,156 40
FORD MTR CO DEL COM PAR \$0 01 COM PAR \$0 01 CUSIP 345370860								
3,110 000		10 76	0 00	33,463 60	41,237 98	-7,774 38	0 00	-7,774 38
GATX CORP COM CUSIP 361448103								
255 000		43 66	73 95	11,133 30	8,581 97	2,551 33	0 00	2,551 33
GEN MTRS CO COM CUSIP 37045V100								
850 000		20 27	0 00	17,229 50	28,998 75	-11,769 25	0 00	-11,769 25

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<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
GENERAL DYNAMICS CORP COM CUSIP 369550108								
150 000		66 41	0 00	9,961 50	11,330 70	-1,369 20	0 00	-1,369 20
GENFRAL ELECTRIC CO CUSIP 369604103								
216,600 000		17 91	37,876 00	3,882,888 00	716,196 31	3,166,691 69	0 00	3,166,691 69
GENWORTH FINL INC COM CL A COM CL A CUSIP 37247D106								
2,900 000		6 55	0 00	18,995 00	31,602 92	-12,607 92	0 00	-12,607 92
GILEAD SCIENCES INC CUSIP 375558103								
355 000		40 93	0 00	14,530 15	14,917 65	-387 50	0 00	-387 50
GLOBAL PMTS INC COM CUSIP 37940X102								
145 000		47 38	0 00	6,870 10	5,725 70	1,144 40	0 00	1,144 40
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104								
280 000		90 43	0 00	25,320 40	39,994 37	-14,673 97	0 00	-14,673 97
GOODRICH CORPORATION CUSIP 382388106								
155 000		123 70	44 95	19,173 50	11,726 79	7,446 71	0 00	7,446 71
GOOGLE INC CL A CL A CUSIP 38259P508								
43 000		645 90	0 00	27,773 70	25,991 37	1,782 33	0 00	1,782 33
HALLIBURTON CO COM CUSIP 406216101								
350 000		34 51	0 00	12,078 50	5,899 25	6,179 25	0 00	6,179 25

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Description/Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
HARRIS CORP COM	CUSIP 413875105							
260 000		36 04	0 00	9,370 40	11,052 57	-1,682 17	0 00	-1,682 17
HARSCO CORP COM CUSIP 415864107								
335 000		20 58	0 00	6,894 30	13,224 91	-6,330 61	0 00	-6,330 61
HARTFORD FINL SVCS GROUP INC COM CUSIP 416515104								
2,400 000		16 25	240 00	39,000 00	39,749 65	-749 65	0 00	-749 65
HELIX ENERGY SOLUTIONS GROUP INC COM STK CUSIP 42330P107								
800 000		15 80	0 00	12,640 00	5,103 48	7,536 52	0 00	7,536 52
HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/19/2005 COM CUSIP 427866108								
255 000		61 78	0 00	15,753 90	14,364 83	1,389 07	0 00	1,389 07
HESS CORP COM STK CUSIP 42809H107								
300 000		56 80	30 00	17,040 00	18,247 50	-1,207 50	0 00	-1,207 50
HOME DEPOT INC COM CUSIP 437076102								
780 000		42 04	0 00	32,791 20	24,796 20	7,995 00	0 00	7,995 00
INGERSOLL-RAND PLC COM STK CUSIP G47791101								
550 000		30 47	0 00	16,758 50	7,363 75	9,374 75	0 00	9,374 75
INTEGRYS ENERGY GROUP INC COM STK CUSIP 45822P105								
180 000		54 18	0 00	9,752 40	6,473 31	3,279 09	0 00	3,279 09

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					Market	Translation	
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
1,27,000	120.55	0.00	15,309.85	9,079.33	6,230.52	0.00	6,230.52
INTL GAME TECH COM CUSIP 459902102							
455,000	17.20	27.30	7,826.00	12,409.81	-4,583.81	0.00	-4,583.81
INTL RECTIFIER CORP COM CUSIP 460254105							
455,000	19.42	0.00	8,836.10	7,620.99	1,215.11	0.00	1,215.11
INTUIT COM CUSIP 461202103							
435,000	52.59	0.00	22,876.65	13,981.13	8,895.52	0.00	8,895.52
JEFFERIES GROUP INC NEW COM CUSIP 472319102							
615,000	13.75	0.00	8,456.25	14,009.88	-5,553.63	0.00	-5,553.63
JOY GLOBAL INC COM CUSIP 481165108							
305,000	74.97	0.00	22,865.85	13,885.22	8,980.63	0.00	8,980.63
JPMORGAN CHASE & CO COM CUSIP 46825H100							
630,000	33.25	0.00	20,947.50	27,252.12	-6,304.62	0.00	-6,304.62
LAS VEGAS SANDS CORP COM STK CUSIP 517834107							
745,000	42.73	0.00	31,833.85	27,751.25	4,082.60	0.00	4,082.60
LINCOLN NATL CORP COM CUSIP 534187109							
830,000	19.42	0.00	16,118.60	22,873.85	-6,755.25	0.00	-6,755.25

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							Translation		
<b>Equity Securities</b>									
<b>Common stock</b>									
<b>United States - USD</b>									
LOEWS CORP COM	CUSIP 540424108			33,885.00	20,386.00	13,499.00		0.00	13,499.00
LTD ERANDS	CUSIP 532716107	37.65	0.00						
				14,324.25	13,697.23	627.02		0.00	627.02
MARRIOTT INTL FRAC	CUSIP ORD REG CUSIP FHB903208	40.35	0.00						
				0.00	0.00	0.00		0.00	0.00
MASTERCARD INC CL A	CUSIP 57636Q104	0.00	0.00						
				80,156.30	48,550.35	31,605.95		0.00	31,605.95
MC DONALDS CORP COM	CUSIP 580135101	372.82	0.00						
				29,798.01	26,499.89	3,298.12		0.00	3,298.12
MERCK & CO INC NEW COM	CUSIP 58933Y105	100.33	0.00						
				22,620.00	15,951.66	6,668.34		0.00	6,668.34
METLIFE INC COM	CUSIP 59156R108	37.70	252.00						
				29,621.00	20,408.25	9,212.75		0.00	9,212.75
MICHAEL KORS HOLDINGS LTD COM NPV	CUSIP G60754101	31.18	0.00						
				299.75	261.28	38.47		0.00	38.47
MICROSOFT CORP COM	CUSIP 594918104	27.25	0.00						
				29,594.40	28,172.24	1,422.16		0.00	1,422.16

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							Translation		
<b>Equity Securities</b>									
<b>Common stock</b>									
<b>United States - USD</b>									
MONSANTO CO NEW COM	CUSIP 61166W101								
310 000	70 07	0 00	0 00	21,721 70	19,741 37	1,980 33	0 00	0 00	1,980 33
MOTOROLA SOLUTIONS INC CUSIP 620076307									
552 000	46 29	174 24	174 24	25,552 08	8,780 60	16,771 48	0 00	0 00	16,771 48
NABORS INDUSTRIES COM USD0 10 CUSIP G6359F103									
535 000	17 34	0 00	0 00	9,276 90	10,123 59	-846 69	0 00	0 00	-846 69
NATIONAL OILWELL VARCO COM STK CUSIP 637071101									
380 000	67 99	0 00	0 00	25,836 20	21,733 90	4,102 30	0 00	0 00	4,102 30
NETAPP INC COM STK CUSIP 64110D104									
345 000	36 27	0 00	0 00	12,513 15	17,664 00	-5,150 85	0 00	0 00	-5,150 85
NEWFIELD EXPLORATION CUSIP 651290108									
335 000	37 73	0 00	0 00	12,639 55	16,676 96	-4,037 41	0 00	0 00	-4,037 41
NII HLDGS INC COM NEW CL B NEW CUSIP 62913F201									
165 000	21 30	0 00	0 00	3,514 50	6,072 82	-2,558 32	0 00	0 00	-2,558 32
NIKE INC CL B CUSIP 654106103									
286 000	96 37	66 60	66 60	27,561 82	26,154 59	1,407 23	0 00	0 00	1,407 23
NOBLE ENERGY INC COM CUSIP 655044105									
340 000	94 39	0 00	0 00	32,092 60	17,662 42	14,430 18	0 00	0 00	14,430 18

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						Market	Translation	
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
NRG ENERGY INC COM NEW CUSIP 629377508								
750 000		18 12	0 00	13,590 00	13,001 25	588 75	0 00	588 75
OCCIDENTAL PETROLEUM CORP CUSIP 674599105								
418 000		93 70	192 28	39,166 60	39,102 99	63 61	0 00	63 61
ONEOK INC COM STK CUSIP 682680103								
180 000		86 69	0 00	15,604 20	8,092 28	7,511 92	0 00	7,511 92
ORACLE CORP COM CUSIP 68389X105								
785 000		25 65	0 00	20,135 25	22,173 03	-2,037 78	0 00	-2,037 78
PACCAR INC COM CUSIP 693718108								
520 000		37 47	364 00	19,484 40	18,257 97	1,226 43	0 00	1,226 43
PFIZER INC COM CUSIP 717081103								
5,100 000		21 64	0 00	110,364 00	91,256 57	19,107 43	0 00	19,107 43
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109								
260 000		78 48	200 20	20,404 80	9,865 60	10,519 20	0 00	10,519 20
PITNEY BOWES INC COM CUSIP 724479100								
650 000		18 54	0 00	12,051 00	14,114 75	-2,063 75	0 00	-2,063 75
PRICELINE COM INC COM NEW STK CUSIP 741503403								
55 000		467 71	0 00	25,724 05	18,952 45	6,771 60	0 00	6,771 60

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
PROGRESSIVE CORP OH COM CUSIP 743315103	19 51	0 00	10,828 05	11,326 38	-498 33	0 00	-498 33
PULTE GROUP INC CUSIP 745867101							
1,940 000	6 31	0 00	12,241 40	16,774 25	-4,532 85	0 00	-4,532 85
QUALCOMM INC COM CUSIP 747525103							
915 000	54 70	0 00	50,050 50	44,235 52	5,814 98	0 00	5,814 98
RAYMOND JAMES FNCL INC COM STK CUSIP 754730109							
330 000	30 96	42 90	10,216 80	10,151 12	65 68	0 00	65 68
RAYTHEON CO USD0 01 CUSIP 755111507							
550 000	48 38	236 50	26,609 00	19,955 18	6,653 82	0 00	6,653 82
REINSURANCE GROUP AMER INC COM NEW STK CUSIP 759351604							
215 000	52 25	0 00	11,233 75	10,234 52	999 23	0 00	999 23
REPUBLIC SVCS INC COM CUSIP 760759100							
630 000	27 55	138 60	17,356 50	18,267 23	-910 73	0 00	-910 73
RIVERBED TECHNOLOGY INC COM CUSIP 768573107							
355 000	23 50	0 00	8,342 50	12,198 38	-3,855 88	0 00	-3,855 88
SALESFORCE COM INC COM STK CUSIP 79466L302							
189 000	101 46	0 00	19,175 94	25,836 20	-6,660 26	0 00	-6,660 26

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Description/Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
SANDISK CORP COM CUSIP 80004C101								
320 000		49 21	0 00	15,747 20	12,285 63	3,461 57	0 00	3,461 57
SCOTTS MIRACLE-GRO CLASS/A'COM NPV CUSIP 810186106								
195 000		46 69	0 00	9,104 55	8,470 98	633 57	0 00	633 57
SNAP-ON INC COM CUSIP 833034101								
175 000		50 62	0 00	8,858 50	7,730 14	1,128 36	0 00	1,128 36
STARBUCKS CORP COM CUSIP 855244109								
975 000		46 01	0 00	44,859 75	26,303 48	18,556 27	0 00	18,556 27
TERADATA CORP DEL COM STK CUSIP 86076W103								
245 000		48 51	0 00	11,884 95	12,692 15	-807 20	0 00	-807 20
TIME WARNER INC USD00 01 CUSIP 887317303								
900 000		36 14	0 00	32,526 00	28,556 40	3,969 60	0 00	3,969 60
TJX COS INC COM NEW CUSIP 872540109								
325 000		64 55	0 00	20,978 75	11,162 45	9,816 30	0 00	9,816 30
TRACTOR SUPPLY CO COM CUSIP 892356106								
85 000		70 15	0 00	5,962 75	6,182 70	-219 95	0 00	-219 95
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK CUSIP 90384S303								
75 000		64 92	0 00	4,869 00	5,450 13	-581 13	0 00	-581 13

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
UNION PAC CORP COM CUSIP 907818108							
240 000	105 94	144 00	25,425 60	9,234 00	16,191 60	0 00	16,191 60
UNUM GROUP CUSIP 91529Y106							
1,500 000	21 07	0 00	31,605 00	32,949 10	-1,344 10	0 00	-1,344 10
URS CORP NEW COM CUSIP 903236107							
245 000	35 12	0 00	8,604 40	11,711 94	-3,107 54	0 00	-3,107 54
VALSPAR CORP COM CUSIP 920355104							
355 000	38 97	71 00	13,834 35	10,848 65	2,985 70	0 00	2,985 70
VIACOM INC NEW CL B CUSIP 92553P201							
1,300 000	45 41	325 00	59,033 00	21,198 45	37,834 55	0 00	37,834 55
VMWARE INC CL A COM CL A COM CUSIP 928563402							
145 000	83 19	0 00	12,062 55	13,257 19	-1,194 64	0 00	-1,194 64
WATSON PHARMACEUTICALS INC COM CUSIP 942683103							
500 000	60 34	0 00	30,170 00	26,137 32	4,032 68	0 00	4,032 68
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
1,300 000	27 56	0 00	35,828 00	18,466 50	17,361 50	0 00	17,361 50
WHOLE FOODS MKT INC COM CUSIP 966837106							
410 000	69 58	0 00	28,527 80	15,001 90	13,525 90	0 00	13,525 90

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	
						Translation	Total
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
XILINX INC COM CUSIP 983919101							
450,000	32.06	0.00	14,427.00	12,367.65	2,059.35	0.00	2,059.35
YUM BRANDS INC COM CUSIP 988498101							
340,000	59.01	0.00	20,063.40	12,884.72	7,178.68	0.00	7,178.68
ZYNGA INC CUSIP 98986T108							
57,000	9.41	0.00	536.37	513.42	22.95	0.00	22.95
Total USD		40,880.97	6,693,914.27	3,160,104.10	3,533,810.17	0.00	3,533,810.17
Total United States		40,880.97	6,693,914.27	3,160,104.10	3,533,810.17	0.00	3,533,810.17
<b>Total Common Stock</b>		<b>40,966.74</b>	<b>6,985,667.82</b>	<b>3,434,385.22</b>	<b>3,551,282.60</b>	<b>0.00</b>	<b>3,551,282.60</b>
<b>Equity funds</b>							
<b>Emerging Markets Region - USD</b>							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
49,608.620	16.21	0.00	804,155.73	889,926.83	-85,771.10	0.00	-85,771.10
MFO DFA INVNT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT CUSIP 233203421							
35,739.520	17.24	0.00	616,149.32	676,722.00	-60,572.68	0.00	-60,572.68
Total USD		0.00	1,420,305.05	1,566,648.83	-146,343.78	0.00	-146,343.78
Total Emerging Markets Region		0.00	1,420,305.05	1,566,648.83	-146,343.78	0.00	-146,343.78
<b>International Region - USD</b>							

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>							
<b>Equity funds</b>							
<b>International Region - USD</b>							
MFB NORTHN MULT-MANAGER INTL EQTY FD CUSIP 665162558							
260,465,480	8 27	0 00	2,154,049 52	2,594,440 17	-440,390 65	0 00	-440,390 65
MFO HARRIS ASSOC INV TR OAKMARK INTL SMALL CAP FD CL I CUSIP 413838509							
35,131 100	11 99	0 00	421,221 88	495,414 83	-74,192 95	0 00	-74,192 95
<b>Total USD</b>		<b>0 00</b>	<b>2,575,271 40</b>	<b>3,089,855 00</b>	<b>-514,583 60</b>	<b>0 00</b>	<b>-514,583 60</b>
Total International Region		0 00	2,575,271 40	3,089,855 00	-514,583 60	0 00	-514,583 60
<b>United States - USD</b>							
MFB NORTHN FUNDS MULTI-MANAGER LARGE CAP FD CUSIP 665162517							
139,876 310	8 70	0 00	1,216,923 89	1,256,739 86	-39,815 97	0 00	-39,815 97
MFB NORTHN MULT-MANAGER MID CAP FD CUSIP 665162574							
20,042 740	10 92	0 00	218,866 72	243,590 29	-24,723 57	0 00	-24,723 57
MFO WASATCH SMALL CAP GROWTH FD CUSIP 936772102							
26,598 580	37 81	0 00	1,005,692 31	1,070,554 15	-64,861 84	0 00	-64,861 84
<b>Total USD</b>		<b>0 00</b>	<b>2,441,482 92</b>	<b>2,570,884 30</b>	<b>-129,401 38</b>	<b>0 00</b>	<b>-129,401 38</b>
Total United States		0 00	2,441,482 92	2,570,884 30	-129,401 38	0 00	-129,401 38
<b>Total Equity Funds</b>		<b>0 00</b>	<b>6,437,059 37</b>	<b>7,227,388 13</b>	<b>-790,328 76</b>	<b>0 00</b>	<b>-790,328 76</b>
567,462,350		0 00	6,437,059 37	7,227,388 13	-790,328 76	0 00	-790,328 76
<b>Other equity</b>							
<b>United States - USD</b>							

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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### Equity Securities

#### Other equity

#### United States - USD

BSTN PPTYS INC CUSIP 101121101

125 000	99 60	68 75	12,450 00	9,994 77	2,455 23	0 00	2,455 23
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Total USD

		68 75	12,450 00	9,994 77	2,455 23	0 00	2,455 23
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Total United States

		68 75	12,450 00	9,994 77	2,455 23	0 00	2,455 23
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Total Other Equity

125.000		68.75	12,450.00	9,994.77	2,455.23	0.00	2,455.23
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Total Equity Securities

956,698,350		41,035.49	13,435,177.19	10,671,768.12	2,763,409.07	0.00	2,763,409.07
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### Fixed Income Securities

#### Corporate/government

#### United States - USD

MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699

43,211 590	7 04	0 00	304,209 59	253,652 02	50,557 57	0 00	50,557 57
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Issue Date 25 Aug 08

MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD CUSIP 72201F516

12,415 090	10 05	460 72	124,771 65	132,593 15	-7,821 50	0 00	-7,821 50
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Issue Date 29 Aug 08

MFO PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD INSTL CL CUSIP 693390700

205,570 450	10 87	5,820 96	2,234,550 79	2,145,930 32	88,620 47	0 00	88,620 47
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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
<b>Fixed Income Securities</b>								
<b>Corporate/government</b>								
<b>United States - USD</b>								
MFO VANGUARD FXD INC SECS FD INC INFLATION-PROTECTED SECS FD #119 CUSIP 922031869		14.11	0.00	197,472.97	196,895.59	577.38	0.00	577.38
<b>Total USD</b>			6,281.68	2,861,005.00	2,729,071.08	131,933.92	0.00	131,933.92
<b>Total United States</b>			6,281.68	2,861,005.00	2,729,071.08	131,933.92	0.00	131,933.92
<b>Total Corporate/Government</b>			6,281.68	2,861,005.00	2,729,071.08	131,933.92	0.00	131,933.92
<b>Total Fixed Income Securities</b>			6,281.68	2,861,005.00	2,729,071.08	131,933.92	0.00	131,933.92

**Hedge Funds**

<b>Hedge fund of funds</b>								
<b>United States - USD</b>								
HF NORTHERN TRUST DIVERSIFIED HEDGE FUND LTD CUSIP 000993915		1.447262355	0.00	1,495,427.24	1,600,000.00	-104,572.76	0.00	-104,572.76
<b>Total USD</b>			0.00	1,495,427.24	1,600,000.00	-104,572.76	0.00	-104,572.76
<b>Total United States</b>			0.00	1,495,427.24	1,600,000.00	-104,572.76	0.00	-104,572.76
<b>Total Hedge Fund of Funds</b>			0.00	1,495,427.24	1,600,000.00	-104,572.76	0.00	-104,572.76
<b>Total Hedge Funds</b>			0.00	1,495,427.24	1,600,000.00	-104,572.76	0.00	-104,572.76

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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	Unrealized gain/loss		Total
						Market	Translation	
<b>Real Estate</b>								
<b>Real estate funds</b>								
<b>Global Region - USD</b>								
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 666162475								
34,540,470		15.35	0.00	530,196.21	572,350.83	-42,154.62	0.00	-42,154.62
<b>Total USD</b>			0.00	530,196.21	572,350.83	-42,154.62	0.00	-42,154.62
<b>Total Global Region</b>			0.00	530,196.21	572,350.83	-42,154.62	0.00	-42,154.62
<b>Total Real Estate Funds</b>								
34,540,470			0.00	530,196.21	572,350.83	-42,154.62	0.00	-42,154.62
<b>Total Real Estate</b>			0.00	530,196.21	572,350.83	-42,154.62	0.00	-42,154.62

## Commodities

### Commodities

#### Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107								
4,400,000		151.99	0.00	668,756.00	484,085.61	184,670.39	0.00	184,670.39
<b>Total USD</b>			0.00	668,756.00	484,085.61	184,670.39	0.00	184,670.39
<b>Total Global Region</b>			0.00	668,756.00	484,085.61	184,670.39	0.00	184,670.39
<b>United States - USD</b>								
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667								
60,210,640		6.54	0.00	393,777.58	386,368.57	7,409.01	0.00	7,409.01
<b>Total USD</b>			0.00	393,777.58	386,368.57	7,409.01	0.00	7,409.01

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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
<i>Commodities</i>								
<b>Commodities</b>								
Total United States			0.00	393,777.58	386,368.57	7,409.01	0.00	7,409.01
<b>Total Commodities</b>	<b>64,610.640</b>		<b>0.00</b>	<b>1,062,533.58</b>	<b>870,454.18</b>	<b>192,079.40</b>	<b>0.00</b>	<b>192,079.40</b>
<b>Total Commodities</b>	<b>64,610.640</b>		<b>0.00</b>	<b>1,062,533.58</b>	<b>870,454.18</b>	<b>192,079.40</b>	<b>0.00</b>	<b>192,079.40</b>

## Cash and Short Term Investments

### Short term

USD - United States dollar								
	1.00		5.38	982,882.35	982,882.35	0.00	0.00	0.00
Total short term - all currencies			5.38	982,882.35	982,882.35	0.00	0.00	0.00
Total short term - all countries			5.38	982,882.35	982,882.35	0.00	0.00	0.00
<b>Total Short Term</b>			<b>5.38</b>	<b>982,882.35</b>	<b>982,882.35</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Cash and Short Term Investments</b>			<b>5.38</b>	<b>982,882.35</b>	<b>982,882.35</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

## Adjustments To Cash

Pending trade purchases

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### Adjustments To Cash

#### Pending trade purchases

USD - United States dollar								
	1.00		0.00	-5,820.96	-5,820.96	0.00	0.00	0.00
Total pending trade purchases - all currencies			0.00	-5,820.96	-5,820.96	0.00	0.00	0.00
Total pending trade purchases - all countries			0.00	-5,820.96	-5,820.96	0.00	0.00	0.00
<b>Total Pending trade purchases</b>	<b>0.000</b>		<b>0.00</b>	<b>-5,820.96</b>	<b>-5,820.96</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Adjustments To Cash</b>	<b>0.000</b>		<b>0.00</b>	<b>-5,820.96</b>	<b>-5,820.96</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

<b>Total</b>	<b>2,314,957.470</b>		<b>47,322.55</b>	<b>20,361,400.61</b>	<b>17,420,705.80</b>	<b>2,940,695.01</b>	<b>0.00</b>	<b>2,340,695.01</b>
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