Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2011

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

Name of foundation: BERTHA LEBUS CHARITABLE TRUST 02-60835

A Employer identification number: 95-6022085

Number and street (or P O box number if mail is not delivered to street address) Room/suite: P.O. BOX 803878

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

City or town, state, and ZIP code: CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,080,227.

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

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	119,681.	119,681.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	133,088.			
	b Gross sales price for all assets on line 6a 1,171,734.				
	7 Capital gain net income (from Part IV, line 2)		133,088.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	9,023.			STMT 2
	12 **Total.** Add lines 1 through 11	261,792.	252,769.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	64,348.	57,913.		6,435.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	1,000.	500.	NONE	500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	13,659.	2,313.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	10.			10.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	79,017.	60,726.	NONE	6,945.
	25 Contributions, gifts, grants paid	222,282.			222,282.
	26 **Total expenses and disbursements** Add lines 24 and 25	301,299.	60,726.	NONE	229,227.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-39,507.			
	b **Net investment income** (if negative, enter -0-)		192,043.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	197,835.	141,811.	141,811.
	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) STMT 6	2,129,118.	2,205,032.	2,436,744.
	c Investments - corporate bonds (attach schedule) STMT 7	1,107,825.	1,147,246.	1,158,239.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 8	361,535.	262,703.	343,433.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,796,313.	3,756,792.	4,080,227.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	3,796,313.	3,756,792.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	3,796,313.	3,756,792.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	3,796,313.	3,756,792.	

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	3,796,313.
2 Enter amount from Part I, line 27a	2	-39,507.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	3,756,806.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	14.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,756,792.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,106,900.		1,038,646.	68,254.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				68,254.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } — 2 — 133,088.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . — 3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	257,785.	4,088,078.	0.063058
2009	212,425.	3,725,102.	0.057025
2008	307,724.	4,378,969.	0.070273
2007	289,800.	4,736,804.	0.061180
2006	315,939.	4,750,134.	0.066512

2	Total of line 1, column (d)	2	0.318048
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.063610
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,243,356.
5	Multiply line 4 by line 3	5	269,920.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,920.
7	Add lines 5 and 6	7	271,840.
8	Enter qualifying distributions from Part XII, line 4	8	229,227.

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,841.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	3,841.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	3,841.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 3,235.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c 7,050.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	10,285.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	6,444.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 6,444. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NORTHERN TRUST, N.A. Telephone no. ▶ (312)630-6000

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

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

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

			Yes	No
16	At any time during calendar year 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		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.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see 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 ☒ 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 ☒ 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)*

		Yes	No
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)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . .	☐ Yes	☒ No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		64,348.	-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)*

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,307,976.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,307,976.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,307,976.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	64,620.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,243,356.
6	**Minimum investment return.** Enter 5% of line 5	6	212,168.

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

1	Minimum investment return from Part X, line 6			1	212,168.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	3,841.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,841.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	208,327.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	208,327.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	208,327.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	229,227.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	229,227.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	229,227.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				208,327.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			NONE	
b Total for prior years: 20 09 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . . . 93,152.				
b From 2007 . . . . . . 64,154.				
c From 2008 . . . . . . 90,702.				
d From 2009 . . . . . . 28,344.				
e From 2010 . . . . . . 56,616.				
f **Total** of lines 3a through e	332,968.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 229,227.				
a Applied to 2010, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				208,327.
e Remaining amount distributed out of corpus	20,900.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	353,868.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f *Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012*				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	93,152.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	260,716.			
10 Analysis of line 9:				
a Excess from 2007 . . . 64,154.				
b Excess from 2008 . . . 90,702.				
c Excess from 2009 . . . 28,344.				
d Excess from 2010 . . . 56,616.				
e Excess from 2011 . . . 20,900.				

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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test-enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 23				
Total ▶ **3a**				222,282.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	119,681.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	133,088.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b DEFERRED INCOME			14	9,023.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				261,792.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 261,792.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ [signature] | 11/14/2012 | ▶ OFFICER

Signature of officer or trustee | Date | Title

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

THE NORTHERN TRUST COMPAN

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no

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: BERTHA LEBUS CHARITABLE TRUST 02-60835

Employer identification number: 95-6022085

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)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-18,691.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-18,691.

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)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					64,834.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	86,945.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	151,779.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-18,691.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			151,779.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			42,024.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			133,088.

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**

16 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:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

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.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	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)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	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)					31	
32	Add lines 30 and 31					32	
33	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)					33	
34	**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)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2011

Name of estate or trust: BERTHA LEBUS CHARITABLE TRUST 02-60835

Employer identification number: 95-6022085

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 150. BERKSHIRE HATHAWAY IN	11/18/2010	07/06/2011	11,457.00	11,818.00	-361.00
145. CISCO SYS INC	02/17/2011	04/11/2011	2,534.00	2,797.00	-263.00
10. COLGATE-PALMOLIVE CO., STOCK, $1 PAR	11/18/2010	02/17/2011	784.00	784.00	
35. CUMMINS ENGINE INC	09/06/2011	10/21/2011	3,262.00	3,377.00	-115.00
60. EMERSON ELECTRIC CO	02/17/2011	08/10/2011	2,574.00	3,545.00	-971.00
30. FEDEX CORP COM	02/17/2011	03/28/2011	2,755.00	2,774.00	-19.00
200. MFC ISHARES TR BARCLA FD PROTECTED SECS FD	02/17/2011	09/29/2011	22,943.00	21,712.00	1,231.00
491. JUNIPER NETWORKS INC	05/23/2011	09/22/2011	9,322.00	19,020.00	-9,698.00
139. JUNIPER NETWORKS INC	09/06/2011	09/23/2011	2,657.00	4,014.00	-1,357.00
15. LOWES COMPANIES INC	11/18/2010	06/24/2011	348.00	325.00	23.00
35. MEDCO HEALTH SOLUTIONS	02/17/2011	06/24/2011	1,879.00	2,156.00	-277.00
90. MICROSOFT CORP COM	02/17/2011	05/23/2011	2,171.00	2,399.00	-228.00
255. MFB NORTHN FDS SMALL	02/17/2011	04/08/2011	4,019.00	3,856.00	163.00
15. MFB NORTHN FDS SMALL C	12/16/2010	09/29/2011	190.00	217.00	-27.00
477.9 MFB NORTHN SHORT INT GOVT	11/18/2010	09/29/2011	5,047.00	5,085.00	-38.00
3701.48 MFB NORTHN SHORT I US GOVT	11/17/2011	11/17/2011	39,162.00	39,078.00	84.00
45. ORACLE CORPORATION	02/17/2011	04/08/2011	1,501.00	1,487.00	14.00
385. PAYCHEX INC	03/10/2011	08/29/2011	10,131.00	12,924.00	-2,793.00
50. PEPSICO INC	02/17/2011	08/30/2011	3,206.00	3,241.00	-35.00
190. STARWOOD HOTELS & RES	12/20/2010	08/10/2011	8,189.00	11,390.00	-3,201.00
70. SUNCOR ENERGY INC NEW	09/06/2011	09/29/2011	1,844.00	2,654.00	-810.00
15. TEVA PHARMACEUTICALS I	11/18/2010	02/28/2011	750.00	763.00	-13.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -18,691.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
BERTHA LEBUS CHARITABLE TRUST 02-60835

Employer identification number
95-6022085

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 150. ALTERA CORP COM	03/20/2009	03/08/2011	6,510.00	2,624.00	3,886.00
3. AMAZON COM INC	04/16/2009	04/08/2011	551.00	229.00	322.00
4. APPLE COMPUTER INC	05/27/2009	04/08/2011	1,339.00	534.00	805.00
1144.59 CMO BANC AMER COML 2001-PB1 PASSTHRU CTF CL A-	01/02/2002	01/11/2011	1,145.00	1,111.00	34.00
1186.76 CMO BANC AMER COML 2001-PB1 PASSTHRU CTF CL A-	01/02/2002	02/11/2011	1,187.00	1,152.00	35.00
1117.77 CMO BANC AMER COML 2001-PB1 PASSTHRU CTF CL A-	01/02/2002	03/11/2011	1,118.00	1,085.00	33.00
2156.97 CMO BANC AMER COML 2001-PB1 PASSTHRU CTF CL A-	01/02/2002	04/11/2011	2,157.00	2,095.00	62.00
712.35 CMO BANC AMER COML 2001-PB1 PASSTHRU CTF CL A-	01/02/2002	05/11/2011	712.00	692.00	20.00
1471.22 CMO BANC AMER COML 2001-PB1 PASSTHRU CTF CL A-	01/02/2002	06/14/2011	1,471.00	1,429.00	42.00
15. CHEVRONTEXACO CORP COM	01/14/2009	04/08/2011	1,641.00	1,050.00	591.00
695. CISCO SYS INC	01/14/2009	04/11/2011	12,144.00	13,432.00	-1,288.00
115. COLGATE-PALMOLIVE CO. STOCK, $1 PAR	02/04/2010	02/17/2011	9,012.00	9,217.00	-205.00
150. CUMMINS ENGINE INC	09/02/2009	10/21/2011	13,980.00	6,749.00	7,231.00
30. DANAHER CORP	10/17/2008	04/08/2011	1,541.00	861.00	680.00
35. WALT DISNEY CO	03/30/2010	04/08/2011	1,456.00	1,225.00	231.00
305. WALT DISNEY CO	03/30/2010	07/15/2011	11,988.00	10,656.00	1,332.00
25. E I DU PONT DE NEMOURS	03/24/2010	04/08/2011	1,379.00	966.00	413.00
25. EMERSON ELECTRIC CO	02/15/2007	04/08/2011	1,439.00	1,141.00	298.00
395. EMERSON ELECTRIC CO	01/14/2009	08/10/2011	16,945.00	17,334.00	-389.00
25. EXXON MOBIL CORP	03/03/1983	04/08/2011	2,137.00	98.00	2,039.00
66. FEDEX CORP COM	01/14/2010	03/25/2011	5,974.00	5,933.00	41.00
129. FEDEX CORP COM	01/14/2010	03/28/2011	11,848.00	11,135.00	713.00
80. GENERAL ELECTRIC CO	01/14/2010	04/08/2011	1,608.00	1,338.00	270.00
580. GENERAL ELECTRIC CO	05/05/2010	11/08/2011	9,486.00	10,612.00	-1,126.00
5000. GOLDMAN SACHS GROUP DUE 01-15-2011 BEO	09/23/2004	01/18/2011	5,000.00	5,709.00	-709.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
BERTHA LEBUS CHARITABLE TRUST 02-60835

Employer identification number
95-6022085

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 10. INTL BUSINESS MACHINES	06/13/2008	04/08/2011	1,635.00	1,260.00	375.00
39. MFC ISHARES TR BARCLAY PROTECTED SECS FD	02/22/2010	04/08/2011	4,251.00	4,045.00	206.00
79. MFC ISHARES TR BARCLAY PROTECTED SECS FD	02/22/2010	08/31/2011	9,058.00	8,194.00	864.00
486. MFC ISHARES TR BARCLA FD PROTECTED SECS FD	02/22/2010	09/29/2011	55,752.00	50,411.00	5,341.00
35. J P MORGAN CHASE & CO	04/04/2008	04/08/2011	1,641.00	1,606.00	35.00
370. LOWES COMPANIES INC	04/26/2010	06/24/2011	8,582.00	10,525.00	-1,943.00
260. MEDCO HEALTH SOLUTION	02/15/2007	06/24/2011	13,957.00	8,081.00	5,876.00
640. MICROSOFT CORP COM	01/14/2009	05/23/2011	15,435.00	15,910.00	-475.00
93. NIKE INC CLASS B	03/30/2010	04/26/2011	7,437.00	6,064.00	1,373.00
77. NIKE INC CLASS B	12/08/2009	04/27/2011	6,177.00	4,914.00	1,263.00
1725. MFB NORTHERN FUNDS M HIGH YIELD OPPORTUNITY FUND	12/21/2009	04/08/2011	19,061.00	17,252.00	1,809.00
80. MFB NORTHERN FUNDS MUL HIGH YIELD OPPORTUNITY FUND	09/23/2009	09/29/2011	795.00	800.00	-5.00
20. MFB NORTHERN FUNDS MUL HIGH YIELD OPPORTUNITY FUND	09/23/2009	11/17/2011	204.00	200.00	4.00
330. MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	12/21/2009	04/08/2011	6,039.00	4,780.00	1,259.00
25. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	04/14/2009	09/29/2011	392.00	281.00	111.00
2830. MFB NORTHN FDS MULTI EMERGING MKTS EQTY FD	10/02/2009	02/17/2011	62,826.00	54,477.00	8,349.00
790. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	10/02/2009	04/08/2011	18,802.00	15,207.00	3,595.00
80. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	10/02/2009	09/29/2011	1,466.00	1,540.00	-74.00
10. MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	10/02/2009	11/17/2011	192.00	193.00	-1.00
3640. MFB NORTHN MULTI-MAN EQTY FD FD	06/22/2006	04/08/2011	37,674.00	36,400.00	1,274.00
305. MFB NORTHN MULTI-MANA EQTY FD FD	06/22/2006	09/29/2011	2,544.00	3,050.00	-506.00
14015. MFB NORTHN MULTI-MA EQTY FD FD	06/22/2006	11/04/2011	124,453.00	140,150.00	-15,697.00
30. MFB NORTHN MULTI-MANAG FD FD	06/22/2006	11/17/2011	254.00	300.00	-46.00
230. MFB NORTHN MULTIMGR S	01/07/2008	04/08/2011	2,548.00	2,208.00	340.00
15. MFB NORTHN MULTIMGR SM	01/07/2008	09/29/2011	133.00	144.00	-11.00

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

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

BERTHA LEBUS CHARITABLE TRUST 02-60835

Employer identification number

95-6022085

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 645. MFB NORTHN MULTIMGR M	06/22/2006	04/08/2011	8,108.00	6,450.00	1,658.00
35. MFB NORTHN MULTIMGR MI	04/26/2010	09/29/2011	363.00	379.00	-16.00
5. MFB NORTHN MULTIMGR MID	04/26/2010	11/17/2011	56.00	54.00	2.00
1130. MFB NORTHN SHORT INT GOVT	12/21/2009	04/08/2011	11,628.00	11,599.00	29.00
8330. MFB NORTHN SHORT INT GOVT	01/07/2008	08/31/2011	87,965.00	84,799.00	3,166.00
2772.1 MFB NORTHN SHORT IN US GOVT	01/07/2008	09/29/2011	29,273.00	28,129.00	1,144.00
1890. MFB NORTHERN FDS FIX	02/15/2007	04/08/2011	19,108.00	18,673.00	435.00
3140. MFB NORTHERN FDS FIX	02/15/2007	08/31/2011	32,750.00	31,023.00	1,727.00
200. PEPSICO INC	01/09/2001	03/08/2011	12,721.00	9,285.00	3,436.00
106. PEPSICO INC	01/09/2001	08/29/2011	6,772.00	4,921.00	1,851.00
44. PEPSICO INC	01/09/2001	08/30/2011	2,822.00	2,043.00	779.00
430. PIMCO COMMODITY REALR STRATEGY FUND	12/09/2009	04/12/2011	4,175.00	3,355.00	820.00
355. PIMCO COMMODITY REALR STRATEGY FUND	10/02/2009	08/31/2011	3,277.00	2,663.00	614.00
4430. PIMCO COMMODITY REAL STRATEGY FUND	10/02/2009	09/29/2011	33,624.00	31,611.00	2,013.00
98. MFC SPDR GOLD TR GOLD	02/01/2010	04/08/2011	14,061.00	10,606.00	3,455.00
590. MFC SPDR GOLD TR GOLD	05/10/2010	09/06/2011	107,981.00	69,412.00	38,569.00
55. SPECTRA ENERGY CORP CO	08/13/2008	04/08/2011	1,486.00	1,429.00	57.00
210. SUNCOR ENERGY INC NEW	05/03/2010	09/28/2011	5,747.00	7,646.00	-1,899.00
175. SUNCOR ENERGY INC NEW	05/14/2009	09/29/2011	4,609.00	5,059.00	-450.00
215. TEVA PHARMACEUTICALS	01/14/2009	02/28/2011	10,748.00	9,155.00	1,593.00
175. THE TRAVELERS COMPANI	11/09/2009	09/22/2011	8,248.00	9,363.00	-1,115.00
5000. UNITED STATES TREAS 02/15/2001 5.0% DUE 02-15-2	02/27/2004	02/15/2011	5,000.00	5,465.00	-465.00
15000. UNITED STATES TREAS 08-15-2011 REG	12/31/2003	08/15/2011	15,000.00	16,055.00	-1,055.00
30. UNITEDHEALTH GROUP INC	12/15/2009	04/08/2011	1,326.00	937.00	389.00
145. UNITEDHEALTH GROUP IN	12/15/2009	11/08/2011	6,593.00	4,527.00	2,066.00

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

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
BERTHA LEBUS CHARITABLE TRUST 02-60835	95-6022085

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 10000. VERIZON NEW ENG INC 09-15-2011 BEO	09/16/2003	04/27/2011	10,235.00	10,799.00	-564.00
45. WELLS FARGO & CO NEW	07/28/2005	04/08/2011	1,423.00	1,394.00	29.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 86,945.00

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		119,681.	119,681.
	TOTAL	119,681.	119,681.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		9,023.
	TOTALS	9,023.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX	1,061.	
ESTIMATED EXCISE TAX	10,285.	
FOREIGN TAXES	2,313.	2,313.
TOTALS	13,659.	2,313.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CA FRANCHISE TAX BOARD	10.	10.
TOTALS	10.	10.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	2,205,032.	2,436,744.
TOTALS	2,205,032.	2,436,744.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	1,147,246.	1,158,239.
TOTALS	1,147,246.	1,158,239.

BERTHA LEBUS CHARITABLE TRUST 02-60835 95-6022085

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	262,703.	343,433.
TOTALS		262,703.	343,433.

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

DESCRIPTION	AMOUNT
PRIOR PERIOD ADJUSTMENT	14.
TOTAL	14.

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

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

WESTWOOD, CA
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 64,348.

OFFICER NAME:
JESSICA ROBBINS
ADDRESS:

LEXINGTON, KY
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:
SALLY ANN HAGAN
ADDRESS:

KENILWORTH, IL
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

OFFICER NAME:
FRAZER D LEBUS, JR.
ADDRESS:

CYNTHIANA, KY
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

TOTAL COMPENSATION: 64,348.

RECIPIENT NAME:
PISGAH EDUCATIONAL FUND
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BEREA COLLEGE
ADDRESS:
LINCOLN HALL, STE. 220
BEREA, KY 40404
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ART INSTITUTE OF
CHICAGO
ADDRESS:
111 SOUTH MICHIGAN AVE.
CHICAGO, IL 60603
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FIELD MUSEUM OF NATURAL HISTORY
ADDRESS:
1400 SOUTH LAKE SHORE DR.
CHICAGO, IL 60605-2496
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
NORTHWESTERN UNIVERSITY
ADDRESS:
633 CLARK ST.
EVANSTON, IL 60208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOOL OF MUSIC & MUSIC LIBRARY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
U.C. SAN DIEGO
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
OCEANIDS GRANT
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
SOUTHERN ILLINOIS
UNIVERSITY
ADDRESS:
CARBONDALE, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
UNIVERSITY OF ILLINOIS
CHICAGO
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WFMT
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
UNIVERSITY OF KENTUCKY
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
K-FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 24,000.

RECIPIENT NAME:
EPHRAIM MCDOWELL-
MARKEY CANCER CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MAYSVILLE COMMUNITY
COLLEGE
ADDRESS:
LICKING VALLEY, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HOSPICE OF THE BLUEGRASS
ADDRESS:
CYNTHIANA, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CYNTHIANA BUILDING FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ST. EDWARDS CATHOLIC SCHOOL
ADDRESS:
JEFFERSONTOWN, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
TRANSYLVANIA UNIVERSITY
ADDRESS:
300 NORTH BROADWAY
LEXINGTON, KY 40508
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
CYNTHIANA-HARRISON
CO. MUSEUM
ADDRESS:
CYNTHIANA, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
THE SAVATION ARMY
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
PLANNED PARENTHOOD
ADDRESS:
18 SOUTH MICHIGAN AVE.
CHICAGO, IL 60602
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
GOOD SHEPHERD DAY SCHOOL
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WYCC
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
DEPAUL UNIVERSITY
ADDRESS:
1 EAST JACKSON BLVD.
CHICAGO, IL 60604-2201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOOL OF MUSIC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
LAWRENCEVILLE SCHOOL
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MCCONNELL CENTER FOR
CHILDREN'S LITERATURE
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
THE LEXINGTON SCHOOL
ADDRESS:
1050 LANE ALLEN ROAD
LEXINGTON, KY 40504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
CHICAGO BOTANIC GARDEN
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
KENTUCKY HORSE PARK
FOUNDATION
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
CENTRE COLLEGE
ADDRESS:
DANVILLE, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WBEZ
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
HOPE LODGE OF
LEXINGTON
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CANAAN HOUSE
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,782.

RECIPIENT NAME:
GEORGIA SOUTHERN COLLEGE
ADDRESS:
STATESBORO, GA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CAMP HORSIN' AROUND
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BATTLE GROVE
CEMETERY
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HARRISON MEMORIAL
HOSPITAL
ADDRESS:
CYNTHIANA, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WESTERN ILLINOIS
UNIVERSITY
ADDRESS:
MACOMB, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
LEXINGTON HEARING AND SPEECH CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
HUMANE SOCIETY OF HARRISON CO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WESTERN MICHIGAN UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE AMERICAN FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 222,282.

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
220 000	70 63	0 00	15,538 60	14,122 56	1,416 04	0 00	1,416 04
Total USD		0 00	15,538 60	14,122 56	1,416 04	0 00	1,416 04
Total Australia		0 00	15,538 60	14,122 56	1,416 04	0 00	1,416 04
Switzerland - USD							
ADR NOVARTIS AG CUSIP 66987V109							
320 000	57 17	0 00	18,294 40	17,478 14	816 26	0 00	816 26
Total USD		0 00	18,294 40	17,478 14	816 26	0 00	816 26
Total Switzerland		0 00	18,294 40	17,478 14	816 26	0 00	816 26
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
245 000	56 23	0 00	13,776 35	12,623 42	1,152 93	0 00	1,152 93
ALTERA CORP COM CUSIP 021441100							
320 000	37 10	0 00	11,872 00	7,009 13	4,862 87	0 00	4,862 87
AMAZON COM INC COM CUSIP 023135106							
127 000	173 10	0 00	21,983 70	18,314 19	3,669 51	0 00	3,669 51
AMERICAN EXPRESS CO CUSIP 025816109							
515 000	47 17	0 00	24,292 55	24,409 94	-117 39	0 00	-117 39

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
APPLE INC COM STK CUSIP 037833100							
131 000	405 00	0 00	53,055 00	16,976 61	36,078 39	0 00	36,078 39
AUTODESK INC COM CUSIP 052769106							
315 000	30 33	0 00	9,553 95	12,764 64	-3,210 69	0 00	-3,210 69
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
775 000	35 24	0 00	27,311 00	23,071 58	4,239 42	0 00	4,239 42
CHEVRON CORP COM CUSIP 166764100							
325 000	106 40	0 00	34,580 00	24,115 15	10,464 85	0 00	10,464 85
CITRIX SYS INC COM CUSIP 177376100							
328 000	60 72	0 00	19,916 16	18,264 42	1,651 74	0 00	1,651 74
COCA COLA CO COM CUSIP 191216100							
415 000	69 97	0 00	29,037 55	28,768 78	268 77	0 00	268 77
CONOCOPHILLIPS COM CUSIP 20825C104							
225 000	72 87	0 00	16,395 75	14,112 70	2,283 05	0 00	2,283 05
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
305 000	83 32	0 00	25,412 60	20,466 19	4,946 41	0 00	4,946 41
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
335 000	45 01	0 00	15,078 35	16,415 91	-1,337 56	0 00	-1,337 56

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
DANAHER CORP COM CUSIP 235851102							
715 000	47 04	17 87	33,633 60	19,788 60	13,845 00	0 00	13,845 00
DOMINION RES INC VA NEW COM CUSIP 25746U109							
445 000	53 08	0 00	23,620 60	19,604 46	4,016 14	0 00	4,016 14
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
560 000	45 78	0 00	25,636 80	22,582 03	3,054 77	0 00	3,054 77
EATON CORP COM CUSIP 278058102							
395 000	43 53	0 00	17,194 35	21,302 38	-4,108 03	0 00	-4,108 03
EMC CORP COM CUSIP 268648102							
1,095 000	21 54	0 00	23,586 30	21,702 39	1,883 91	0 00	1,883 91
EXXON MOBIL CORP COM CUSIP 30231G102							
520 000	84 76	0 00	44,075 20	9,836 28	34,238 92	0 00	34,238 92
FRKLN RES INC COM CUSIP 354613101							
207 000	96 06	0 00	19,884 42	24,165 41	-4,280 99	0 00	-4,280 99
GENERAL ELECTRIC CO CUSIP 369604103							
1,150 000	17 91	195 50	20,596 50	16,180 45	4,416 05	0 00	4,416 05
GOOGLE INC CL A CL A CUSIP 38259P508							
47 000	645 90	0 00	30,357 30	19,692 70	10,664 60	0 00	10,664 60

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
GRAINGER W W INC COM CUSIP 384802104							
96 000	187 19	0 00	17,970 24	11,263 91	6,706 33	0 00	6,706 33
H J HEINZ CUSIP 423074103							
375 000	54 04	180 00	20,265 00	17,689 46	2,575 54	0 00	2,575 54
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
220 000	183 88	0 00	40,453 60	27,224 99	13,228 61	0 00	13,228 61
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
175 000	65 58	0 00	11,476 50	9,068 09	2,408 41	0 00	2,408 41
JOHNSON CTL INC COM CUSIP 478366107							
490 000	31 26	88 20	15,317 40	13,890 61	1,426 79	0 00	1,426 79
JPMORGAN CHASE & CO COM CUSIP 46625H100							
745 000	33 25	0 00	24,771 25	24,487 13	284 12	0 00	284 12
MC DONALDS CORP COM CUSIP 580135101							
205 000	100 33	0 00	20,567 65	17,480 20	3,087 45	0 00	3,087 45
MCKESSON CORP CUSIP 58155Q103							
335 000	77 91	67 00	26,099 85	21,185 51	4,914 34	0 00	4,914 34
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
315 000	67 99	0 00	21,416 85	15,618 14	5,798 71	0 00	5,798 71

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
NIKE INC CL B CUSIP 654106103							
155 000	96 37	55 80	14,937 35	11,006 08	3,931 27	0 00	3,931 27
NOBLE ENERGY INC COM CUSIP 655044105							
150 000	94 39	0 00	14,158 50	9,493 61	4,664 89	0 00	4,664 89
NORFOLK SOUTHN CORP COM CUSIP 655844108							
330 000	72 86	0 00	24,043 80	22,187 91	1,855 89	0 00	1,855 89
OMNICOM GROUP INC COM CUSIP 681919106							
440 000	44 58	110 00	19,615 20	20,194 04	-578 84	0 00	-578 84
ORACLE CORP COM CUSIP 68389X105							
995 000	25 65	0 00	25,521 75	27,183 37	-1,661 62	0 00	-1,661 62
PRECISION CASTPARTS CORP COM CUSIP 740189105							
74 000	164 79	2 22	12,194 46	12,570 54	-376 08	0 00	-376 08
PRINCIPAL FINL GROUP INC COM STK CUSIP 74251V102							
700 000	24 60	0 00	17,220 00	20,884 08	-3,664 08	0 00	-3,664 08
PROCTER & GAMBLE COM NPV CUSIP 742718109							
420 000	66 71	0 00	28,018 20	24,699 71	3,318 49	0 00	3,318 49
QUALCOMM INC COM CUSIP 747525103							
480 000	54 70	0 00	26,256 00	25,086 65	1,169 35	0 00	1,169 35

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
SALESFORCE COM INC COM STK CUSIP 79466L302							
175 000	101 46	0 00	17,755 50	17,693 66	61 84	0 00	61 84
SCHLUMBERGER LTD COM COM CUSIP 806857108							
235 000	68 31	58 75	16,052 85	21,237 94	-5,185 09	0 00	-5,185 09
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
1,070 000	30 75	0 00	32,902 50	24,892 97	8,009 53	0 00	8,009 53
TRAVELERS COS INC COM STK CUSIP 89417E109							
240 000	59 17	0 00	14,200 80	12,953 40	1,247 40	0 00	1,247 40
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
200 000	73 09	0 00	14,618 00	11,296 84	3,321 16	0 00	3,321 16
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
545 000	50 68	0 00	27,620 60	18,562 79	9 057 81	0 00	9,057 81
US BANCORP CUSIP 902973304							
800 000	27 05	100 00	21,640 00	22,887 52	-1,247 52	0 00	-1,247 52
V F CORP COM CUSIP 918204108							
227 000	126 99	0 00	28,826 73	24,084 20	4,742 53	0 00	4,742 53
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
345 000	40 12	0 00	13,841 40	12,794 33	1,047 07	0 00	1,047 07

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
WAL-MART STORES INC COM CUSIP 931142103							
235 000	59 76	85 77	14,043 60	12,963 28	1,080 32	0 00	1,080 32
WALT DISNEY CO CUSIP 254687106							
420 000	37 50	252 00	15,750 00	14,318 86	1,431 14	0 00	1,431 14
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
915 000	27 56	0 00	25,217 40	24,284 20	933 20	0 00	933 20
WHOLE FOODS MKT INC COM CUSIP 966837106							
370 000	69 58	0 00	25,744 60	17,397 35	8,347 25	0 00	8,347 25
Total USD		1,213 11	1,189,367 61	978,748 73	210,618 88	0 00	210,618 88
Total United States		1,213 11	1,189,367 61	978,748 73	210,618 88	0 00	210,618 88
Total Common Stock **22,512 000**		**1,213.11**	**1,223,200 61**	**1,010,349.43**	**212,851.18**	**0.00**	**212,851.18**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
18,703 480	16 21	0 00	303,183 41	288,453 82	14,729 59	0 00	14,729 59
Total USD		0 00	303,183 41	288,453 82	14,729 59	0 00	14,729 59
Total Emerging Markets Region		0 00	303,183 41	288,453 82	14,729 59	0 00	14,729 59
Global Region - USD							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Equity funds							
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
1,092 000	33 00	96 50	36,036 00	34,379 91	1,656 09	0 00	1,656 09
Total USD		96 50	36,036 00	34,379 91	1,656 09	0 00	1,656 09
Total Global Region		96 50	36,036 00	34,379 91	1,656 09	0 00	1,656 09
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
65,169 420	8 27	0 00	538,951 10	551,836 65	-12,885 55	0 00	-12,885 55
Total USD		0 00	538,951 10	551,836 65	-12,885 55	0 00	-12,885 55
Total International Region		0 00	538,951 10	551,836 65	-12,885 55	0 00	-12,885 55
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
5,721 080	14 18	0 00	81,124 91	82,142 38	-1,017 47	0 00	-1,017 47
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
14,138 910	10 92	0 00	154,396 89	140,596 20	13,800 69	0 00	13,800 69
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
8,101 440	8 76	0 00	70,968 61	76,137 87	-5,169 26	0 00	-5,169 26
Total USD		0 00	306,490 41	298,876 45	7,613 96	0 00	7,613 96
Total United States		0 00	306,490 41	298,876 45	7,613 96	0 00	7,613 96
Total Equity Funds **112,926.330**		**96.50**	**1,184,660.92**	**1,173,546 83**	**11,114 09**	**0 00**	**11,114 09**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
224 000	128 94	0 00	28,882 56	21,135 68	7,746 88	0 00	7,746 88
Total USD		0 00	28,882 56	21,135 68	7,746 88	0 00	7,746 88
Total United States		0 00	28,882 56	21,135 68	7,746 88	0 00	7,746 88
Total Other Equity **224 000**		**0.00**	**28,882.56**	**21,135.68**	**7,746 88**	**0.00**	**7,746.88**
Total Equity Securities **135,662.330**		**1,309 61**	**2,436,744.09**	**2,205,031.94**	**231,712.15**	**0.00**	**231,712.15**
Fixed Income Securities							
Corporate/government							
United States - USD							
GENERAL ELEC CO 5% DUE 02-01-2013 CUSIP 369604AY9							
20,000 000	104 2095	416 66	20,841 90	20,471 30	370 60	0 00	370 60
Issue Date 28 Jan 03 Rate 5 00% Yield to Maturity 0 359% Maturity Date 01 Feb 13							
GOLDMAN SACHS 5% DUE 10-01-2014 CUSIP 38143UAW1							
5,000 000	101 3671	62 50	5,068 35	5,000 00	68 35	0 00	68 35
Issue Date 29 Sep 04 Rate 5 00% Yield to Maturity 1 206% Maturity Date 01 Oct 14							
HSBC FINANCE CORP 4 75% DUE 07-15-2013 CUSIP 441812KD5							
5,000 000	102 1143	109 51	5,105 71	4,979 20	126 51	0 00	126 51
Issue Date 21 Jul 03 Rate 4 75% Yield to Maturity 0 945% Maturity Date 15 Jul 13							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
HSBC FINANCE CORP 6 375 NTS 27/11/12 USD1000 CUSIP 441812KA1							
10,000 000	102 854	60 20	10,285 40	10,913 70	-628 30	0 00	-628 30
Issue Date 27 Nov 02 Rate 6 375% Yield to Maturity 1 322% Maturity Date 27 Nov 12							
MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 00453 5 DUE 01-15-2015 CUSIP 59018YUW9							
5,000 000	96 3339	115 27	4,816 69	4,966 15	-149 46	0 00	-149 46
Issue Date 22 Nov 04 Rate 5 00% Yield to Maturity 1 556% Maturity Date 15 Jan 15							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
40,815 870	10 43	0 00	425,709 52	415,836 88	9,872 64	0 00	9,872 64
Issue Date 25 Aug 08							
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442							
43,244 210	9 94	0 00	429,847 44	449,601 80	-19,754 36	0 00	-19,754 36
MORGAN STANLEY 4 75% DUE 04-01-2014 CUSIP 61748AAE6							
5,000 000	98 5087	59 37	4,925 43	4,955 60	-30 17	0 00	-30 17
Issue Date 30 Mar 04 Rate 4 75% Yield to Maturity 2 056% Maturity Date 01 Apr 14							
VERIZON COMMUNICATIONS INC 5 55 DUE 02-15-2016 BEO CUSIP 92343VAC8							
150,000 000	114 4272	3,145 00	171,640 80	151,414 50	20,226 30	0 00	20,226 30
Issue Date 15 Feb 06 Rate 5 55% Yield to Maturity 0 879% Maturity Date 15 Feb 16							
Total USD		3,968 51	1,078,241 24	1,068,139 13	10,102 11	0 00	10,102 11
Total United States		3,968 51	1,078,241 24	1,068,139 13	10,102 11	0 00	10,102 11
Total Corporate/Government **284,060.080**		**3,968.51**	**1,078,241 24**	**1,068,139 13**	**10,102 11**	**0.00**	**10,102.11**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Fixed Income Securities							
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
1,591 000	25 30	15 41	40,252 30	39,592 13	660 17	0 00	660 17
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
1,586 000	25 06	55 95	39 745 16	39,514 87	230 29	0 00	230 29
Total USD		71 36	79,997 46	79,107 00	890 46	0 00	890 46
Total United States		71 36	79,997 46	79,107 00	890 46	0 00	890 46
Total Other Bonds							
3,177.000		**71.36**	**79,997 46**	**79,107 00**	**890.46**	**0 00**	**890.46**
Total Fixed Income Securities							
287,237.080		**4,039.87**	**1,158,238.70**	**1,147,246.13**	**10,992 57**	**0.00**	**10,992.57**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
7,435 220	15 35	0 00	114,130 62	88,301 47	25,829 15	0 00	25,829 15
Total USD		0 00	114,130 62	88,301 47	25,829 15	0 00	25,829 15
Total Global Region		0 00	114,130 62	88,301 47	25,829 15	0 00	25,829 15
Total Real Estate Funds							
7,435.220		**0.00**	**114,130 62**	**88,301.47**	**25,829 15**	**0.00**	**25,829.15**

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Total Real Estate							
7,435.220		**0 00**	**114,130 62**	**88,301.47**	**25,829.15**	**0 00**	**25,829.15**

Commodities

Commodities

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
1,312 000	151 99	0 00	199,410 88	143,842 82	55,568 06	0 00	55,568 06
Total USD		0 00	199,410 88	143,842 82	55,568 06	0 00	55,568 06
Total Global Region		0 00	199,410 88	143,842 82	55,568 06	0 00	55,568 06
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
4,570 630	6 54	0 00	29,891 92	30,558 27	-666 35	0 00	-666 35
Total USD		0 00	29,891 92	30,558 27	-666 35	0 00	-666 35
Total United States		0 00	29,891 92	30,558 27	-666 35	0 00	-666 35
Total Commodities							
5,882.630		**0.00**	**229,302 80**	**174,401.09**	**54,901 71**	**0.00**	**54,901.71**
Total Commodities							
5,882.630		**0.00**	**229,302 80**	**174,401.09**	**54,901 71**	**0.00**	**54,901.71**

Cash and Short Term Investments

Short term

Portfolio Statements

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◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	9 51	133,528 97	133,528 97	0 00	0 00	0 00
Total short term - all currencies		9 51	133,528 97	133,528 97	0 00	0 00	0 00
Total short term - all countries		9 51	133,528 97	133,528 97	0 00	0 00	0 00
Total Short Term **133,528.970**		**9.51**	**133,528.97**	**133,528.97**	**0 00**	**0 00**	**0.00**
Total Cash and Short Term Investments **133,528.970**		**9.51**	**133,528.97**	**133,528.97**	**0 00**	**0.00**	**0.00**
Total **569,746.230**		**5,358.99**	**4,071,945.18**	**3,748,509 60**	**323,435.58**	**0.00**	**323,435.58**