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For calendar year 2011 or tax year beginning 08/01, 2011, and ending 07/31, 2012

Name of foundation KIRKPATRICK FAMILY CHARITABLE FOUNDATION A Employer identification number 02-00258 36-7290169

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

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

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

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

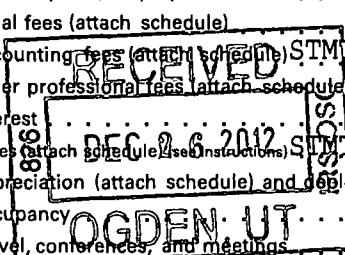
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 450,101 J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify)

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).)

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes (cash basis only). Rows include contributions, interest, dividends, rents, sales, capital gain, other income, compensation, legal fees, interest, taxes, depreciation, occupancy, travel, printing, other expenses, contributions, and net investment income.

ENVELOPE POSTMARK DATE DEC 17 2012

SCANNED DEC 28 2012 Revenue Operating and Administrative Expenses



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	19,131.	6,955.	6,955.
	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	223,991.	226,183.	264,108.
	c Investments - corporate bonds (attach schedule) STMT 7	114,985.	118,536.	124,030.
	11 Investments - land, buildings, and equipment: basis			
Less: accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 8	36,976.	42,719.	55,008.	
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)	395,083.	394,393.	450,101.	
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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	395,083.	394,393.	
	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)	395,083.	394,393.		
31 Total liabilities and net assets/fund balances (see instructions)	395,083.	394,393.		

**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	395,083.
2 Enter amount from Part I, line 27a	2	-690.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	394,393.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	394,393.

**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						
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 156,951.		149,427.	7,524.			
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			7,524.			
b						
c						
d						
e						
<b>2 Capital gain net income or (net capital loss)</b>				2	14,877.	
{ 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>				3		
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	20,773.	457,422.	0.045413
2009	19,433.	418,193.	0.046469
2008	25,730.	389,649.	0.066034
2007	26,960.	537,552.	0.050153
2006	26,301.	546,946.	0.048087
<b>2 Total of line 1, column (d)</b>			0.256156
<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>			0.051231
<b>4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5</b>			440,770.
<b>5 Multiply line 4 by line 3</b>			22,581.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>			224.
<b>7 Add lines 5 and 6</b>			22,805.
<b>8 Enter qualifying distributions from Part XII, line 4</b>			23,091.

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. Values include 224, NONE, 979, 755.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include Yes/No. Includes sub-rows 6a-6b for requirements. Values include X, IL.

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**  Yes  No

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**  Yes  No

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . **13**  Yes  No

Website address  N/A

14 The books are in care of  NORTHERN TRUST Telephone no.  (312) 630-6000  
 Located at  P.O. BOX 803878, CHICAGO, IL ZIP + 4  60680

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

16 At any time during calendar year 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  
 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  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**  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? . . . . . **1c**  Yes  No

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):

a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? . . . . .  Yes  No  
 If "Yes," list the years

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**  Yes  No

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**  Yes  No

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . . **4a**  Yes  No

b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? . . . . . **4b**  Yes  No

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 9		4,380.	-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>	447,482.
<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>	447,482.
<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>	447,482.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	6,712.
<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>	440,770.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	22,039.

**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>	22,039.
<b>2a</b>	Tax on investment income for 2011 from Part VI, line 5	<b>2a</b>	224.
<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>	224.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	21,815.
<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>	21,815.
<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>	21,815.

**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>	23,091.
<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>	23,091.
<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>	224.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	22,867.

**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 . . . . .				21,815.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only . . . . .			21,638.	
b Total for prior years 20 09, 20 , 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006 . . . . .	NONE			
b From 2007 . . . . .	NONE			
c From 2008 . . . . .	NONE			
d From 2009 . . . . .	NONE			
e From 2010 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 23,091.				
a Applied to 2010, but not more than line 2a . . . . .			21,638.	
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
d Applied to 2011 distributable amount . . . . .				1,453.
e Remaining amount distributed out of corpus . . . . .	NONE			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 . . . . .				20,362.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a . . . . .	NONE			
10 Analysis of line 9:				
a Excess from 2007 . . . . .	NONE			
b Excess from 2008 . . . . .	NONE			
c Excess from 2009 . . . . .	NONE			
d Excess from 2010 . . . . .	NONE			
e Excess from 2011 . . . . .	NONE			

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

NOT APPLICABLE

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

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

Table with columns: Tax year (a) 2011, (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 alternative test, 3b Endowment alternative test, 3c Support alternative test.

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

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)
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
<p><b>a</b> Paid during the year</p> <p>SEE STATEMENT 10</p>				
<b>Total</b> . . . . . ▶ <b>3a</b>				21,638.
<b>b</b> Approved for future payment				
<b>Total</b> . . . . . ▶ <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 (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
(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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation.

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

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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Sign Here section containing signature of James Ciarlette, date 12/17/2012, title VICE PRESIDENT, and a box for IRS discussion consent. Below is the Preparer section with fields for name, signature, date, firm name, address, and phone number.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS ETC.	12,698.	12,698.
TOTAL	12,698.	12,698.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME ETC.	-6.
TOTALS	----- -6. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN	226.	226.
TOTALS	226.	226.
	=====	=====

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

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

REVENUE  
AND  
EXPENSES  
PER BOOKS  
-----

CHARITABLE  
PURPOSES  
-----

DESCRIPTION  
-----

ATTORNEY GENERAL

15.

15.

TOTALS

-----  
15.  
=====

-----  
15.  
=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED	226,183.	264,108.
TOTALS	226,183.	264,108.

36-7290169

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SCHEDULE ATTACHED	118,536.	124,030.
TOTALS	118,536.	124,030.
	=====	=====

36-7290169

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV	C OR F	ENDING BOOK VALUE	ENDING FMV
SCHEDULE ATTACHED		C	42,719.	55,008.
TOTALS			42,719.	55,008.

-----

42,719. -----

-----

42,719. -----

=====

=====

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

=====

OFFICER NAME:

THE NORTHERN TRUST COMPANY

ADDRESS:

P.O. BOX 803878  
CHICAGO, IL 60680,

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 4,380.

TOTAL COMPENSATION: 4,380.

=====

RECIPIENT NAME:  
METROPOLITAN FAMILY  
SERVICES

ADDRESS:  
EVANSTON, IL

RELATIONSHIP:  
N/A

PURPOSE OF GRANT:  
GENERAL

FOUNDATION STATUS OF RECIPIENT:  
P

AMOUNT OF GRANT PAID ..... 21,638.

TOTAL GRANTS PAID: ..... 21,638.  
=====

**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

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

36-7290169

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>	-1,795.
<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> 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 . . . . . ▶	<b>5</b>	-1,795.

**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					7,353.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	9,319.
<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>	
<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> 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 . . . . . ▶	<b>12</b>	16,672.

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>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-1,795.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
<b>a</b>	Total for year . . . . .	<b>14a</b>		16,672.
<b>b</b>	Unrecaptured section 1250 gain (see line 18 of the wrksht.) . . . . .	<b>14b</b>		
<b>c</b>	28% rate gain . . . . .	<b>14c</b>		3,862.
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14 . . . . . ▶	<b>15</b>		14,877.

**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>a</b> The loss on line 15, column (3) or <b>b</b> \$3,000 . . . . .	<b>16</b>	( )
-----------	---	-----------	-----

**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"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> 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"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> 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>	<b>Tax on all taxable income.</b> 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: **KIRKPATRICK FAMILY CHARITABLE FOUNDATION**  
Employer identification number: **36-7290169**

**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 4. ALTERA CORP COM	03/14/2012	05/08/2012	133.00	156.00	-23.00
5. AMAZON.COM INCORPORATED STOCK	11/08/2011	02/06/2012	921.00	1,088.00	-167.00
1. AMAZON.COM INCORPORATED STOCK	09/01/2011	02/07/2012	183.00	213.00	-30.00
1. AMERICAN WTR WKS CO INC	01/31/2012	03/14/2012	34.00	34.00	
4. AMERICAN WTR WKS CO INC	01/31/2012	04/24/2012	134.00	134.00	
5. AMGEN INC	03/14/2012	04/24/2012	343.00	342.00	1.00
4. AUTODESK, INC	05/23/2011	04/24/2012	154.00	167.00	-13.00
1. AUTOMATIC DATA PROCESSI	01/18/2012	03/14/2012	55.00	56.00	-1.00
3. AUTOMATIC DATA PROCESSI	01/18/2012	04/24/2012	164.00	169.00	-5.00
3. BRISTOL MYERS SQUIBB CO	11/08/2011	03/14/2012	100.00	95.00	5.00
10. BRISTOL MYERS SQUIBB C	11/08/2011	04/24/2012	340.00	315.00	25.00
6. COCA COLA CO	08/30/2011	04/24/2012	444.00	419.00	25.00
3. EXPRESS SCRIPTS HLDG CO	03/14/2012	04/24/2012	172.00	159.00	13.00
2. EXXON MOBIL CORP	09/01/2011	04/24/2012	172.00	148.00	24.00
10. HOME DEPOT INC	02/06/2012	04/24/2012	511.00	452.00	59.00
20. MFC ISHARES TR BARCLAY PROTECTED SECS FD	11/18/2010	09/29/2011	2,294.00	2,175.00	119.00
55. JUNIPER NETWORKS INC	05/23/2011	09/22/2011	1,044.00	2,094.00	-1,050.00
15. JUNIPER NETWORKS INC	09/01/2011	09/23/2011	287.00	388.00	-101.00
1. MCDONALDS CORP	09/22/2011	04/24/2012	94.00	86.00	8.00
2. MCDONALDS CORP	03/02/2012	04/24/2012	189.00	198.00	-9.00
5. MCKESSON HBOC INC	09/20/2011	01/25/2012	384.00	387.00	-3.00
4. NORFOLK SOUTHN CORP COM	08/10/2011	04/24/2012	281.00	270.00	11.00
308.89 MFB NORTHN SHORT IN US GOVT	11/17/2011	11/17/2011	3,268.00	3,265.00	3.00
4. NUCOR CORP	02/06/2012	04/24/2012	155.00	181.00	-26.00

**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



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

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

36-7290169

**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 3. ABBOTT LABORATORIES	05/12/2005	04/24/2012	182.00	148.00	34.00
4. ALTERA CORP COM	11/18/2010	04/24/2012	136.00	132.00	4.00
19. ALTERA CORP COM	11/18/2010	05/07/2012	637.00	348.00	289.00
7. ALTERA CORP COM	03/20/2009	05/08/2012	232.00	122.00	110.00
6. AMAZON.COM INCORPORATED STOCK	04/26/2010	01/26/2012	1,148.00	878.00	270.00
2. AMAZON.COM INCORPORATED STOCK	04/26/2010	02/06/2012	368.00	224.00	144.00
7. AMERICAN EXPRESS CO	04/26/2010	04/24/2012	402.00	332.00	70.00
2. APPLE COMPUTER INC	08/08/2006	04/24/2012	1,117.00	133.00	984.00
3. BHP LTD SPONSORED ADR	02/22/2010	04/24/2012	216.00	226.00	-10.00
1. CHEVRONTEXACO CORP	04/26/2010	11/04/2011	106.00	83.00	23.00
5. CHEVRONTEXACO CORP	04/26/2010	04/24/2012	514.00	415.00	99.00
5. CITRIX SYS INC	04/11/2011	04/24/2012	372.00	373.00	-1.00
7. CITRIX SYS INC	04/11/2011	05/07/2012	583.00	523.00	60.00
4. CITRIX SYS INC	07/22/2010	05/07/2012	333.00	186.00	147.00
3. CONOCOPHILLIPS	11/19/2010	04/24/2012	216.00	185.00	31.00
5. COSTCO WHSL CORP NEW	02/02/2011	04/24/2012	432.00	360.00	72.00
18. CUMMINS ENGINE INC	09/02/2009	10/21/2011	1,678.00	810.00	868.00
5. DANAHER CORP	10/20/2008	02/09/2012	261.00	141.00	120.00
5. DANAHER CORP	02/17/2011	04/24/2012	265.00	256.00	9.00
4. DANAHER CORP	10/20/2008	04/24/2012	212.00	113.00	99.00
6. WALT DISNEY CO	11/18/2010	04/24/2012	253.00	226.00	27.00
3. DOMINION RES INC VA NEW	09/14/2010	03/14/2012	152.00	132.00	20.00
6. DOMINION RES INC VA NEW	09/14/2010	04/24/2012	304.00	265.00	39.00
25. E I DU PONT DE NEMOURS	04/26/2010	02/06/2012	1,291.00	970.00	321.00
3. E I DU PONT DE NEMOURS	03/23/2010	03/14/2012	158.00	113.00	45.00

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

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

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

36-7290169

**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 4. E I DU PONT DE NEMOURS	03/22/2010	04/24/2012	210.00	149.00	61.00
5. E M C CORP MASS COM	11/18/2010	02/09/2012	132.00	108.00	24.00
14. E M C CORP MASS COM	11/18/2010	04/24/2012	384.00	292.00	92.00
5. EATON CORP	04/01/2011	04/24/2012	241.00	279.00	-38.00
45. EMERSON ELECTRIC CO	02/14/2007	08/10/2011	1,930.00	2,065.00	-135.00
5. EXXON MOBIL CORP	02/17/2011	04/24/2012	431.00	420.00	11.00
3. FRANKLIN RESOURCES INC	01/12/2010	04/24/2012	363.00	331.00	32.00
65. GENERAL ELECTRIC CO	05/05/2010	11/08/2011	1,063.00	1,173.00	-110.00
5. GENERAL ELECTRIC CO	01/12/2010	02/09/2012	95.00	83.00	12.00
15. GENERAL ELECTRIC CO	01/12/2010	04/24/2012	292.00	250.00	42.00
1. GOOGLE INC CL A	04/26/2010	04/24/2012	601.00	531.00	70.00
2. W W GRAINGER INC	09/13/2010	04/24/2012	405.00	230.00	175.00
2. W W GRAINGER INC	09/13/2010	04/26/2012	415.00	230.00	185.00
1. W W GRAINGER INC	09/13/2010	04/27/2012	211.00	115.00	96.00
5. H J HEINZ CO	08/20/2010	04/24/2012	261.00	235.00	26.00
8. INTL BUSINESS MACHINES	09/30/2008	01/13/2012	1,428.00	913.00	515.00
2. INTL BUSINESS MACHINES	09/30/2008	04/24/2012	401.00	228.00	173.00
10. MFC ISHARES TR BARCLAY PROTECTED SECS FD	04/26/2010	08/31/2011	1,147.00	1,046.00	101.00
54. MFC ISHARES TR BARCLAY PROTECTED SECS FD	02/22/2010	09/29/2011	6,195.00	5,595.00	600.00
12. J P MORGAN CHASE & CO	12/03/2010	04/24/2012	517.00	503.00	14.00
3. JOHNSON & JOHNSON	10/27/2003	04/24/2012	191.00	151.00	40.00
3. JOHNSON CONTROLS INC	09/10/2009	03/14/2012	96.00	80.00	16.00
7. JOHNSON CONTROLS INC	09/10/2009	04/24/2012	217.00	186.00	31.00
18. MCKESSON HBOC INC	12/08/2009	01/23/2012	1,384.00	1,101.00	283.00
12. MCKESSON HBOC INC	12/08/2009	01/24/2012	916.00	734.00	182.00

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

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

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

36-7290169

**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 5. NATIONAL-OILWELL INC	08/22/2007	04/24/2012	388.00	280.00	108.00
2. NIKE INC CLASS B	12/08/2009	04/24/2012	213.00	128.00	85.00
2. NOBLE ENERGY INC COM	04/17/2009	04/24/2012	188.00	124.00	64.00
225. MFB NORTHERN FUNDS MU HIGH YIELD OPPORTUNITY FUND	12/21/2010	02/09/2012	2,340.00	2,383.00	-43.00
17. MFB NORTHERN FUNDS MUL HIGH YIELD OPPORTUNITY FUND	04/26/2010	07/06/2012	177.00	180.00	-3.00
70. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	12/21/2010	02/09/2012	1,194.00	1,128.00	66.00
355. MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	12/21/2010	02/09/2012	6,660.00	8,294.00	-1,634.00
3. MFB NORTHN FDS MULTI-MA EMERGING MKTS EQTY FD	04/26/2010	07/06/2012	51.00	65.00	-14.00
1530. MFB NORTHN MULTI-MAN EQTY FD FD	02/20/2008	11/04/2011	13,586.00	17,090.00	-3,504.00
185. MFB NORTHN MULTI-MANA EQTY FD FD	02/20/2008	02/09/2012	1,695.00	2,066.00	-371.00
12. MFB NORTHN MULTI-MANAG FD FD	02/20/2008	07/06/2012	102.00	134.00	-32.00
120. MFB NORTHN MULTIMGR S	11/18/2010	02/09/2012	1,160.00	1,108.00	52.00
11. MFB NORTHN MULTIMGR SM	02/20/2008	04/24/2012	104.00	101.00	3.00
2. MFB NORTHN MULTIMGR SMA	02/20/2008	07/06/2012	19.00	18.00	1.00
95. MFB NORTHN MULTIMGR MI	12/16/2010	02/09/2012	1,147.00	1,098.00	49.00
162. MFB NORTHN MULTIMGR M	12/16/2010	04/24/2012	1,954.00	1,764.00	190.00
2. MFB NORTHN MULTIMGR MID	02/20/2008	07/06/2012	23.00	21.00	2.00
20. MFB NORTHN FDS SMALL C	12/16/2010	02/09/2012	314.00	289.00	25.00
1. MFB NORTHN FDS SMALL CA	12/16/2010	03/14/2012	16.00	14.00	2.00
81. MFB NORTHN FDS SMALL C	12/16/2010	04/24/2012	1,240.00	1,172.00	68.00
1. MFB NORTHN FDS SMALL CA	12/16/2010	07/06/2012	16.00	14.00	2.00
1335. MFB NORTHN SHORT INT GOVT	07/15/2010	08/31/2011	14,098.00	13,978.00	120.00
610. MFB NORTHN SHORT INTE GOVT	02/20/2008	09/29/2011	6,442.00	6,253.00	189.00
299.42 MFB NORTHN SHORT IN US GOVT	02/20/2008	11/17/2011	3,168.00	3,069.00	99.00
190. MFB NORTHERN FDS FIXE	04/26/2010	08/31/2011	1,982.00	1,955.00	27.00

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

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

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

36-7290169

**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 5. MFB NORTHERN FDS FIXED	04/26/2010	09/01/2011	52.00	51.00	1.00
265. MFB NORTHERN FDS FIXE	11/18/2010	02/09/2012	2,785.00	2,796.00	-11.00
1342. MFB NORTHERN FDS FIX	12/21/2010	04/24/2012	14,145.00	13,327.00	818.00
10. MFB NORTHERN FDS FIXED	03/07/2000	07/06/2012	107.00	95.00	12.00
30. ADR NOVARTIS AG SPONSO #US66987V1098	02/04/2010	01/23/2012	1,662.00	1,627.00	35.00
3. OMNICOM GRP INC COM	12/21/2010	03/14/2012	147.00	140.00	7.00
6. OMNICOM GRP INC COM	12/20/2010	04/24/2012	297.00	279.00	18.00
5. ORACLE CORPORATION	11/18/2010	02/09/2012	144.00	142.00	2.00
13. ORACLE CORPORATION	10/04/2010	04/24/2012	372.00	354.00	18.00
11. PEPSICO INC	01/29/2002	08/29/2011	703.00	525.00	178.00
4. PEPSICO INC	01/29/2002	08/30/2011	257.00	191.00	66.00
.5 PHILLIPS 66 COM	11/19/2010	05/01/2012	16.00	15.00	1.00
8. PHILLIPS 66 COM	11/19/2010	05/07/2012	238.00	237.00	1.00
35. PIMCO COMMODITY REALRE STRATEGY FUND	04/26/2010	08/31/2011	323.00	284.00	39.00
475. PIMCO COMMODITY REALR STRATEGY FUND	04/26/2010	09/29/2011	3,605.00	3,015.00	590.00
27. PIMCO COMMODITY REALRE STRATEGY FUND	03/16/2009	02/10/2012	186.00	160.00	26.00
10. PRINCIPAL FINANCIAL GR	12/06/2010	04/24/2012	281.00	299.00	-18.00
5. PRINCIPAL FINANCIAL GRO	05/07/2010	06/05/2012	117.00	141.00	-24.00
19. PRINCIPAL FINANCIAL GR	12/03/2010	06/05/2012	445.00	549.00	-104.00
25. PRINCIPAL FINANCIAL GR	05/07/2010	06/06/2012	601.00	706.00	-105.00
6. PRINCIPAL FINANCIAL GRO	05/07/2010	06/07/2012	147.00	169.00	-22.00
1. PROCTER & GAMBLE CO	04/08/2010	04/24/2012	67.00	63.00	4.00
5. PROCTER & GAMBLE CO	02/17/2011	04/24/2012	335.00	320.00	15.00
63. MFC SPDR GOLD TR GOLD	05/10/2010	09/01/2011	11,201.00	7,419.00	3,782.00
1. MFC SPDR GOLD TR GOLD S	05/10/2010	11/04/2011	171.00	118.00	53.00

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

KIRKPATRICK FAMILY CHARITABLE FOUNDATION

36-7290169

**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 1. MFC SPDR GOLD TR GOLD S	11/19/2010	03/14/2012	159.00	132.00	27.00
10. SALESFORCE COM INC COM	07/15/2010	01/13/2012	1,038.00	951.00	87.00
5. SALESFORCE COM INC COM	06/11/2010	01/17/2012	523.00	475.00	48.00
3. SCHLUMBERGER LTD ISIN #	02/28/2011	04/24/2012	218.00	278.00	-60.00
3. SIMON PPTY GROUP INC NE	11/03/2010	04/24/2012	451.00	300.00	151.00
15. SPECTRA ENERGY CORP CO	08/13/2008	03/01/2012	472.00	390.00	82.00
12. SPECTRA ENERGY CORP CO	08/13/2008	03/02/2012	377.00	312.00	65.00
8. SPECTRA ENERGY CORP COM	08/13/2008	03/05/2012	250.00	208.00	42.00
10. SPECTRA ENERGY CORP CO	08/13/2008	03/06/2012	310.00	260.00	50.00
2. SPECTRA ENERGY CORP COM	11/18/2010	03/14/2012	64.00	48.00	16.00
9. SPECTRA ENERGY CORP COM	11/18/2010	04/24/2012	270.00	216.00	54.00
21. SUNCOR ENERGY INC NEW	05/04/2010	09/28/2011	575.00	688.00	-113.00
19. SUNCOR ENERGY INC NEW	05/14/2009	09/29/2011	500.00	560.00	-60.00
15. THE TRAVELERS COMPANIE	11/10/2009	09/22/2011	707.00	807.00	-100.00
5. THE TRAVELERS COMPANIES	02/17/2011	03/12/2012	288.00	299.00	-11.00
14. THE TRAVELERS COMPANIE	11/10/2009	03/12/2012	808.00	753.00	55.00
6. THE TRAVELERS COMPANIES	11/10/2009	03/13/2012	346.00	323.00	23.00
11. US BANCORP DEL NEW	04/28/2008	04/24/2012	347.00	385.00	-38.00
3. UNITED TECHNOLOGIES COR	12/05/2000	04/24/2012	239.00	112.00	127.00
10. UNITEDHEALTH GROUP INC	12/15/2009	11/08/2011	455.00	312.00	143.00
2. UNITEDHEALTH GROUP INC	02/17/2011	03/14/2012	112.00	85.00	27.00
7. UNITEDHEALTH GROUP INC	02/17/2011	04/24/2012	411.00	298.00	113.00
4. UNITEDHEALTH GROUP INC	12/15/2009	04/26/2012	231.00	125.00	106.00
1. UNITEDHEALTH GROUP INC	02/17/2011	04/26/2012	58.00	43.00	15.00
2. UNITEDHEALTH GROUP INC	12/15/2009	04/27/2012	116.00	62.00	54.00

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



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Account number 0200258

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>Australia - USD</b>								
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 086606108								
21 000		66.34	0.00	1,393.14	1,329.25	63.89	0.00	63.89
<b>Total USD</b>			<b>0.00</b>	<b>1,393.14</b>	<b>1,329.25</b>	<b>63.89</b>	<b>0.00</b>	<b>63.89</b>
<b>Total Australia</b>			<b>0.00</b>	<b>1,393.14</b>	<b>1,329.25</b>	<b>63.89</b>	<b>0.00</b>	<b>63.89</b>
<b>United States - USD</b>								
#REORG/EATON CORP STOCK MERGER EATON CORP 2K1XAN1 12/3/2012 CUSIP 278058102								
37 000		43.84	0.00	1,622.08	2,001.26	-379.18	0.00	-379.18
<b>Total USD</b>			<b>0.00</b>	<b>1,622.08</b>	<b>2,001.26</b>	<b>-379.18</b>	<b>0.00</b>	<b>-379.18</b>
<b>Total United States</b>			<b>0.00</b>	<b>1,622.08</b>	<b>2,001.26</b>	<b>-379.18</b>	<b>0.00</b>	<b>-379.18</b>
ABBOTT LAB COM CUSIP 002824100								
23 000		66.31	11.73	1,525.13	1,146.60	378.53	0.00	378.53
<b>Total USD</b>			<b>11.73</b>	<b>1,525.13</b>	<b>1,146.60</b>	<b>378.53</b>	<b>0.00</b>	<b>378.53</b>
<b>Total United States</b>			<b>11.73</b>	<b>1,525.13</b>	<b>1,146.60</b>	<b>378.53</b>	<b>0.00</b>	<b>378.53</b>
AMERICAN EXPRESS CO CUSIP 025816109								
46 000		57.71	9.60	2,770.08	2,291.19	478.89	0.00	478.89
<b>Total USD</b>			<b>9.60</b>	<b>2,770.08</b>	<b>2,291.19</b>	<b>478.89</b>	<b>0.00</b>	<b>478.89</b>
<b>Total United States</b>			<b>9.60</b>	<b>2,770.08</b>	<b>2,291.19</b>	<b>478.89</b>	<b>0.00</b>	<b>478.89</b>
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
28 000		36.25	7.00	1,015.00	934.60	80.40	0.00	80.40
<b>Total USD</b>			<b>7.00</b>	<b>1,015.00</b>	<b>934.60</b>	<b>80.40</b>	<b>0.00</b>	<b>80.40</b>
<b>Total United States</b>			<b>7.00</b>	<b>1,015.00</b>	<b>934.60</b>	<b>80.40</b>	<b>0.00</b>	<b>80.40</b>
AMGEN INC COM CUSIP 031162100								
36 000		82.60	0.00	2,973.60	2,438.53	535.07	0.00	535.07
<b>Total USD</b>			<b>0.00</b>	<b>2,973.60</b>	<b>2,438.53</b>	<b>535.07</b>	<b>0.00</b>	<b>535.07</b>
<b>Total United States</b>			<b>0.00</b>	<b>2,973.60</b>	<b>2,438.53</b>	<b>535.07</b>	<b>0.00</b>	<b>535.07</b>
APPLE INC COM STK CUSIP 037833100								
12 000		610.76	0.00	7,329.12	1,430.95	5,898.17	0.00	5,898.17
<b>Total USD</b>			<b>0.00</b>	<b>7,329.12</b>	<b>1,430.95</b>	<b>5,898.17</b>	<b>0.00</b>	<b>5,898.17</b>
<b>Total United States</b>			<b>0.00</b>	<b>7,329.12</b>	<b>1,430.95</b>	<b>5,898.17</b>	<b>0.00</b>	<b>5,898.17</b>
AUTODESK INC COM CUSIP 052769106								
29 000		33.92	0.00	983.68	1,203.78	-220.10	0.00	-220.10
<b>Total USD</b>			<b>0.00</b>	<b>983.68</b>	<b>1,203.78</b>	<b>-220.10</b>	<b>0.00</b>	<b>-220.10</b>
<b>Total United States</b>			<b>0.00</b>	<b>983.68</b>	<b>1,203.78</b>	<b>-220.10</b>	<b>0.00</b>	<b>-220.10</b>

Northern Trust

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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
Investment Mgr ID	Shares/PAR value						
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
22 000	56 55	0 00	1 244 10	1 216 34	27 76	0 00	27 76
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
72 000	35 60	24 48	2 563 20	2 130 78	432 42	0 00	432 42
CHEVRON CORP COM CUSIP 166764100							
30 000	109 58	0 00	3 287 40	2 375 68	911 72	0 00	911 72
CITRIX SYS INC COM CUSIP 177376100							
19 000	72 68	0 00	1 380 92	979 81	401 11	0 00	401 11
COCA COLA CO COM CUSIP 191216100							
39 000	80 80	0 00	3 151 20	2 695 56	455 64	0 00	455 64
CONOCOPHILLIPS COM CUSIP 20825C104							
21 000	54 44	13 86	1 143 24	1 033 65	109 59	0 00	109 59
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
28 000	96 18	0 00	2 693 04	1 860 08	812 96	0 00	812 96
COVIDIEN PLC USD0 20(POST CONSOLDTN) CUSIP G2554F113							
31 000	55 88	6 97	1 732 28	1 590 28	142 00	0 00	142 00
CVS CAREMARK CORP COM STK CUSIP 126650100							
46 000	45 25	7 47	2 081 50	2 063 23	18 27	0 00	18 27

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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
Investment Mgr ID	Shares/PAR value						
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
DANAHER CORP COM CUSIP 235851102							
66 000	52 81	0 00	3,485 46	1,764 30	1,721 16	0 00	1,721 16
DOMINION RES INC VA NEW COM CUSIP 25746U109							
41 000	54 31	0 00	2,228 71	1,850 05	376 66	0 00	376 66
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
28 000	49 70	0 00	1,391 60	1,153 51	238 09	0 00	238 09
EMC CORP COM CUSIP 268648102							
102 000	26 21	0 00	2,673 42	2,042 54	630 88	0 00	630 88
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
39 000	57 94	0 00	2,259 66	2,048 54	211 12	0 00	211 12
EXXON MOBIL CORP COM CUSIP 30231G102							
48 000	86 85	0 00	4,168 80	2,064 06	2,104 74	0 00	2,104 74
FRKLN RES INC COM CUSIP 354613101							
19 000	114 95	0 00	2,184 05	2,191 90	-7 85	0 00	-7 85
GENERAL ELECTRIC CO CUSIP 369604103							
107 000	20 75	0 00	2,220 25	1,279 21	941 04	0 00	941 04
GOOGLE INC CL A CL A CUSIP 38259P508							
6 000	632 97	0 00	3,797 82	3,373 02	424 80	0 00	424 80

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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
Shares/PAR value							
<b>Equity Securities</b>							
<b>Common stock</b>							
<b>United States - USD</b>							
GRAINGER WW INC COM CUSIP 364802104							
6 000	204 83	0 00	1,228 98	755 85	473 13	0 00	473 13
H J HEINZ CUSIP 423074103							
35 000	55 21	0 00	1,932 35	1,666 15	266 20	0 00	266 20
HOME DEPOT INC COM CUSIP 437076102							
65 000	52 18	0 00	3,391 70	2,910 65	481 05	0 00	481 05
INTEL CORP COM CUSIP 458140100							
71 000	25 70	0 00	1,824 70	1,969 71	-145 01	0 00	-145 01
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
13 000	131 22	0 00	1,705 86	1,647 45	58 41	0 00	58 41
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
14 000	195 98	0 00	2,743 72	1,597 40	1,146 32	0 00	1,146 32
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
16 000	69 22	0 00	1,107 52	863 08	244 44	0 00	244 44
JOHNSON CTL INC COM CUSIP 478366107							
45 000	24 65	0 00	1,109 25	1,243 11	-133 86	0 00	-133 86
JPMORGAN CHASE & CO COM CUSIP 46625H100							
85 000	36 00	0 00	3 060 00	2,799 66	260 34	0 00	260 34

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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>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
MC DONALDS CORP COM	CUSIP 580135101							
19 000		89 35	0 00	1,697 84	1 616 60	81 24	0 00	81 24
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
29 000		72 30	0 00	2,096 70	1,178 68	918 02	0 00	918 02
NIKE INC CL B CUSIP 654106103								
14 000		93 35	0 00	1,306 90	937 93	368 97	0 00	368 97
NOBLE ENERGY INC COM CUSIP 655044105								
14 000		87 43	0 00	1,224 02	898 09	325 93	0 00	325 93
NORFOLK SOUTHN CORP COM CUSIP 655844108								
31 000		74 05	0 00	2,295 55	2,091 79	203 76	0 00	203 76
NUCOR CORP COM CUSIP 670346105								
27 000		39 20	9 85	1,058 40	1,217 61	-159 21	0 00	-159 21
OMNICOM GROUP INC COM CUSIP 681919106								
41 000		50 18	0 00	2,057 38	1,821 03	236 35	0 00	236 35
ORACLE CORP COM CUSIP 68389X105								
92 000		30 20	5 52	2,778 40	2 516 30	262 10	0 00	262 10
PRECISION CASTPARTS CORP COM CUSIP 740189105								
7 000		155 56	0 00	1,088 92	1,188 59	-99 67	0 00	-99 67

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\*Generated by Northern Trust from reviewed periodic data on 14 Dec 12 B003

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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>							
PROCTER & GAMBLE COM NPV CUSIP 742718109							
39 000	64 54	21 91	2 517 06	2 210 61	306 45	0 00	306 45
QUALCOMM INC COM CUSIP 747525103							
60 000	59 68	0 00	3 580 80	3 194 94	385 86	0 00	385 86
SCHLUMBERGER LTD COM COM CUSIP 806857108							
26 000	71 26	0 00	1 852 76	2 253 18	-400 42	0 00	-400 42
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
59 000	30 69	0 00	1 810 71	1 411 96	398 75	0 00	398 75
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
18 000	74 44	0 00	1 339 92	897 92	442 00	0 00	442 00
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
29 000	51 09	0 00	1 481 61	905 46	576 15	0 00	576 15
US BANCORP CUSIP 902973304							
74 000	33 50	0 00	2 479 00	2 159 02	319 98	0 00	319 98
V F CORP COM CUSIP 918204108							
21 000	149 30	0 00	3 135 30	2 216 01	919 29	0 00	919 29
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
32 000	45 14	16 00	1 444 48	1 186 59	257 89	0 00	257 89

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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>							
WAL-MART STORES INC COM CUSIP 931142103	74.43	0.00	1,637.46	1,235.66	401.80	0.00	401.80
WALT DISNEY CO CUSIP 254687106							
39 000	49.14	0.00	1,916.46	1,349.63	566.83	0.00	566.83
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
105 000	33.81	0.00	3,550.05	2,755.01	795.04	0.00	795.04
WHOLE FOODS MKT INC COM CUSIP 966837106							
23 000	91.78	0.00	2,110.94	1,144.32	966.62	0.00	966.62
Total USD		134.39	124,468.08	97,019.44	27,448.64	0.00	27,448.64
Total United States		134.39	124,468.08	97,019.44	27,448.64	0.00	27,448.64
<b>Total Common Stock</b>		<b>134.39</b>	<b>125,861.22</b>	<b>98,348.69</b>	<b>27,512.53</b>	<b>0.00</b>	<b>27,512.53</b>
2,169 000							
<b>Equity funds</b>							
<b>Emerging Markets Region - USD</b>							
MFB NORTHN FDS MULT-MANAGER EMERGING MKT EQTY FD CUSIP 665162483							
2,226 270	17.27	0.00	38,447.68	35,679.57	2,768.11	0.00	2,768.11
Total USD		0.00	38,447.68	35,679.57	2,768.11	0.00	2,768.11
Total Emerging Markets Region		0.00	38,447.68	35,679.57	2,768.11	0.00	2,768.11
<b>Global Region - USD</b>							

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Account number 0200258

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## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Equity funds</b>								
<b>Global Region - USD</b>								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407								
	131 000	33 32	0 00	4,364 92	4,161 12	203 80	0 00	203 80
<b>Total USD</b>				4,364 92	4,161 12	203 80	0 00	203 80
<b>Total Global Region</b>				4,364 92	4,161 12	203 80	0 00	203 80
<b>International Region - USD</b>								
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558								
	7,085 110	8 65	0 00	61,286 20	59,774 17	1,512 03	0 00	1,512 03
<b>Total USD</b>				61,286 20	59,774 17	1,512 03	0 00	1,512 03
<b>Total International Region</b>				61,286 20	59,774 17	1,512 03	0 00	1,512 03
<b>United States - USD</b>								
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665								
	516 740	15 24	0 00	7,875 11	7,450 99	424 12	0 00	424 12
<b>Total USD</b>				7,875 11	7,450 99	424 12	0 00	424 12
<b>Total United States</b>				7,875 11	7,450 99	424 12	0 00	424 12
<b>Total Equity Funds</b>								
	12,108,770		0 00	134,876 00	125,808 98	9,067 02	0 00	9,067 02

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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>Equity Securities</b>								
<b>Other equity</b>								
<b>United States - USD</b>								
SIMON PROPERTY GROUP INC COM	CUSIP 828806109	160.49	0.00	3,370.29	2,025.43	1,344.86	0.00	1,344.86
Total USD				3,370.29	2,025.43	1,344.86	0.00	1,344.86
Total United States				3,370.29	2,025.43	1,344.86	0.00	1,344.86
Total Other Equity				3,370.29	2,025.43	1,344.86	0.00	1,344.86
<b>Total Equity Securities</b>								
				264,107.51	226,183.10	37,924.41	0.00	37,924.41
<b>Fixed Income Securities</b>								
<b>Corporate/government</b>								
<b>United States - USD</b>								
MFB NORTHERN FDS FIXED INCOME FD	CUSIP 665162806	10.78	0.00	55,538.34	51,741.29	3,797.05	0.00	3,797.05
Issue Date 25-Aug-08								
<b>MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442</b>								
		10.49	0.00	59,443.36	58,021.17	1,422.19	0.00	1,422.19
Total USD				114,981.70	109,762.46	5,219.24	0.00	5,219.24
Total United States				114,981.70	109,762.46	5,219.24	0.00	5,219.24

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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>Fixed Income Securities</b>							
<b>Total Corporate/Government</b>							
10,818 650		0 00	114,981.70	109,762.46	5,219.24	0.00	5,219.24
<b>Other bonds</b>							
<b>United States - USD</b>							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 339391605							
174,000	26 06	0 00	4,534.44	4,333.97	200.47	0 00	200.47
MFC FLEXSHARES TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 339391506							
178,000	25 36	0 00	4,514.08	4,439.31	74.77	0 00	74.77
Total USD			9,048.52	8,773.28	275.24	0 00	275.24
Total United States			9,048.52	8,773.28	275.24	0 00	275.24
<b>Total Other Bonds</b>							
352,000		0 00	9,048.52	8,773.28	275.24	0.00	275.24
<b>Total Fixed Income Securities</b>							
11,170,650		0 00	124,030.22	118,535.74	5,494.48	0.00	5,494.48
<b>Real Estate</b>							
<b>Real estate funds</b>							
<b>Global Region - USD</b>							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
1,320 860	17 90	0 00	23,643.75	18,072.24	5,571.51	0 00	5,571.51
Total USD			23,643.75	18,072.24	5,571.51	0 00	5,571.51
Total Global Region			23,643.75	18,072.24	5,571.51	0 00	5,571.51

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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>Real Estate</b>							
<b>Total Real Estate Funds</b>							
1,320.880		0.00	23,643.75	18,072.24	5,571.51	0.00	5,571.51
<b>Total Real Estate</b>							
1,320.880		0.00	23,643.75	18,072.24	5,571.51	0.00	5,571.51
<b>Commodities</b>							
<b>Commodities</b>							
<b>Global Region - USD</b>							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107	156.54	0.00	26,611.80	20,394.88	6,216.92	0.00	6,216.92
<b>Total USD</b>							
		0.00	26,611.80	20,394.88	6,216.92	0.00	6,216.92
<b>Total Global Region</b>							
		0.00	26,611.80	20,394.88	6,216.92	0.00	6,216.92
<b>United States - USD</b>							
MFO PIMCO FDS PAC INV7 MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667	6.89	0.00	4,752.86	4,251.52	501.34	0.00	501.34
<b>Total USD</b>							
		0.00	4,752.86	4,251.52	501.34	0.00	501.34
<b>Total United States</b>							
		0.00	4,752.86	4,251.52	501.34	0.00	501.34
<b>Total Commodities</b>							
859.820		0.00	31,364.66	24,646.40	6,718.26	0.00	6,718.26
<b>Total Commodities</b>							
859.820		0.00	31,364.66	24,646.40	6,718.26	0.00	6,718.26
<b>Cash and Short Term Investments</b>							

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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>Cash and Short Term Investments</b>								
<b>Short term</b>								
USD - United States dollar								
		1 00	0 23	6,954 59	6,954 59	0 00	0 00	0 00
Total short term - all currencies								
			0 23	6,954 59	6,954 59	0 00	0 00	0 00
Total short term - all countries								
			0 23	6,954 59	6,954 59	0 00	0 00	0 00
Total Short Term								
			0 23	6,954.59	6,954 59	0 00	0 00	0 00
Total Cash and Short Term Investments								
			0 23	6,954 59	6,954 59	0 00	0 00	0 00
Total								
			134 62	450,100.73	394,392.07	55,708 66	0 00	55,708.66

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