See a Social Security Number? Say Something!
Report Privacy Problems to https://public.resource.org/privacy
Or call the IRS Identity Theft Hotline at 1-800-908-4490

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 10/01 **, 2011, and ending** 09/30, 20 12

Name of foundation
THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

A Employer identification number
26-2801175

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 ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,271,728.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

	Line		(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	64,831.	64,831.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	48,398.			
	b	Gross sales price for all assets on line 6a 432,513.				
	7	Capital gain net income (from Part IV, line 2)		48,398.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total** Add lines 1 through 11	113,229.	113,229.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
	c	Other professional fees (attach schedule) STMT 3	13,608.	13,608.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	2,413.	771.		
	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)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	18,021.	15,379.	NONE	1,000.
	25	Contributions, gifts, grants paid	87,750.			87,750.
	26	**Total expenses and disbursements** Add lines 24 and 25	105,771.	15,379.	NONE	88,750.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	7,458.			
	b	**Net investment income** (if negative, enter -0-)		97,850.		
	c	**Adjusted net income** (if negative, enter -0-)				

RECEIVED
AUG [illegible] 2013
OGDEN, UT
E2-632 IRS-OSC

ENVELOPE POSTMARK DATE AUG 13 2013

SCANNED AUG 22 2013

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	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	103,490.	36,201.	36,201.
	2	Savings and temporary cash investments			
	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 5	1,004,503.	900,710.	1,075,533.
	c	Investments - corporate bonds (attach schedule) STMT 6	740,405.	823,634.	878,636.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	152,629.	233,562.	281,358.
	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)	2,001,027.	1,994,107.	2,271,728.
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. ▶ X			
	27	Capital stock, trust principal, or current funds	2,001,027.	1,994,107.	
	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)	2,001,027.	1,994,107.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,001,027.	1,994,107.	

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	2,001,027.
2	Enter amount from Part I, line 27a	2	7,458.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,008,485.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	14,378.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,994,107.

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	408,610.		384,115.	24,495.
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				24,495.
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	48,398.
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	99,413.	2,224,685.	0.044686
2009	66,220.	2,089,999.	0.031684
2008	NONE	1,657,369.	NONE
2007			
2006			

2 Total of line 1, column (d)	2	0.076370
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	0.025457
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,198,417.
5 Multiply line 4 by line 3	5	55,965.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	979.
7 Add lines 5 and 6	7	56,944.
8 Enter qualifying distributions from Part XII, line 4	8	88,750.

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 ▶ [X] and enter 1% of Part I, line 27b		1	979.
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	979.
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	979.
6	Credits/Payments			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 1,087.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,087.
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	108.
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 108. **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?	2		X
	If "Yes," attach a detailed description of the activities			
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?	5		X
	If "Yes," attach the statement required by General Instruction T.			
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) ▶ AZ			
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)*

		Line	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 ▶ NA

14 The books are in care of ▶ THE NORTHERN TRUST COMPANY 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 ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

		Line	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.

		Line	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		
	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 ▶ 2010 , , ,			
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)*

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 [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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 9		-0-	-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	2,231,895.
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	2,231,895.
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	2,231,895.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33,478.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,198,417.
6	**Minimum investment return.** Enter 5% of line 5	6	109,921.

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	109,921.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	979.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	979.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	108,942.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	108,942.
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	108,942.

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	88,750.
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	88,750.
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	979.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	87,771.

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.

26-2801175

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				108,942.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			109,146.	
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. ▶ $ 88,750.				
a Applied to 2010, but not more than line 2a			88,750.	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2011 distributable amount				NONE
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			20,396.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				108,942.
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)

	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).)

JOHN STEPHEN RIZLEY

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 13				
Total . . . . . . ▶ **3a**				87,750.
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	64,831.	
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	48,398.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				113,229.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 113,229.

(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 of officer or trustee: [signature] Date: 1/9/July 2013 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NATALIA TCHERE	Natalia Tch	12/19/2012		P01306295
Firm's name ▶ THE NORTHERN TRUST COMPANY			Firm's EIN ▶	
Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680			Phone no 312-630-6000	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		64,831.	64,831.
	TOTAL	64,831.	64,831.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	13,608.	13,608.
TOTALS	13,608.	13,608.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXES PRIOR YEAR	555.	
ESTIMATED TAX	1,087.	
FOREIGN TAX	771.	771.
TOTALS	2,413.	771.

THE RIZLEY FAMILY FOUNDATION, INC. 23-71740 26-2801175

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	900,710.	1,075,533.
TOTALS	900,710.	1,075,533.

THE RIZLEY FAMILY FOUNDATION, INC. 23-71740 26-2801175

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	823,634.	878,636.
TOTALS	823,634.	878,636.

THE RIZLEY FAMILY FOUNDATION, INC. 23-71740 26-2801175

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	233,562.	281,358.
TOTALS		233,562.	281,358.

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

DESCRIPTION		AMOUNT
TAX COST ADJ		14,378.
	TOTAL	14,378.

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

OFFICER NAME:
JOHN STEPHEN RIZLEY
ADDRESS:
24200 NORTH ALMA SCHOOL RD, LOT 2
SCOTTSDALE, AZ 85255
TITLE:
PRESIDENT

OFFICER NAME:
MARILYN M. RIZLEY
ADDRESS:
24200 NORTH ALMA SCHOOL RD, LOT 2
SCOTTSDALE, AZ 85255
TITLE:
VICE PRESIDENT

OFFICER NAME:
CASSANDRA JAYNE RIZLEY
ADDRESS:
9801 SOUTH STONEHAVEN STREET
SOUTH JORDAN, UT 84095
TITLE:
SECRETARY

OFFICER NAME:
JOHN ANDREW RIZLEY
ADDRESS:
12053 WEST MONTE LINDO LANE
SUN CITY, AZ 85373
TITLE:
TREASURER

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

OFFICER NAME:
STEPHEN MERRILL RIZLEY
ADDRESS:
C/O 24200 N. ALMA SCHOOL RD, LOT 20
SCOTTSDALE, AZ 85255
TITLE:
BOARD MEMBER

OFFICER NAME:
BETH ANN RIZLEY
ADDRESS:
24200 NORTH ALMA SCHOOL RD, LOT 2
SCOTTSDALE, AZ 85255
TITLE:
BOARD MEMBER

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

RECIPIENT NAME:
PRIMAVERA FOUNDATION
ADDRESS:
702 SOUTH 6TH AVE
TUCSON,, AZ 85701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
BANNER HEALTH FOUNDATION
ADDRESS:
2025 N 3RD ST#250
PHOENIX,, AZ 85004
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
ARIZONA HISTORICAL SOCIETY
ADDRESS:
140 N STONE AVE
TUCSON,, AZ 85701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,250.

RECIPIENT NAME:
CENTER FOR DESERT ARCHAEOLOGY
ADDRESS:
300 N ASH ALLEY
TUCSON, AZ 85701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
VALLEY OF THE SUN UNITED WAY
ADDRESS:
402 E 10TH ST
CASA GRANDE, AZ 85122
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BOY SCOUTS
ADDRESS:
.
, AZ
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:
COX CHARITIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 9,000.

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

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

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

TOTAL GRANTS PAID: 87,750.

STATEMENT 13

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: THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

Employer identification number: 26-2801175

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	741.
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	741.

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					23,903.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	23,754.
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	47,657.

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

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			741.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			47,657.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			48,398.

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: THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

Employer identification number: 26-2801175

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 15. ALTERA CORP COM	09/06/2011	05/08/2012	497.00	518.00	-21.00
24. AMAZON COM INC	11/08/2011	02/06/2012	4,422.00	5,202.00	-780.00
5. AMAZON COM INC	02/17/2011	02/07/2012	917.00	939.00	-22.00
20. AMERICAN WTR WKS CO IN	01/31/2012	04/20/2012	674.00	672.00	2.00
25. AMGEN INC	01/25/2012	04/20/2012	1,698.00	1,707.00	-9.00
18. AUTODESK, INC	05/23/2011	04/20/2012	730.00	752.00	-22.00
15. AUTOMATIC DATA PROCESS	01/18/2012	04/20/2012	822.00	843.00	-21.00
43. AUTOMATIC DATA PROCESS	01/18/2012	09/18/2012	2,511.00	2,399.00	112.00
29. AUTOMATIC DATA PROCESS	01/17/2012	09/19/2012	1,700.00	1,589.00	111.00
18. AUTOMATIC DATA PROCESS	01/13/2012	09/20/2012	1,054.00	986.00	68.00
40. BRISTOL MYERS SQUIBB C	11/08/2011	04/20/2012	1,363.00	1,262.00	101.00
24. COCA COLA CO	08/30/2011	04/20/2012	1,782.00	1,677.00	105.00
15. CUMMINS ENGINE INC	12/15/2010	10/21/2011	1,398.00	1,640.00	-242.00
15. CUMMINS ENGINE INC	09/06/2011	10/21/2011	1,398.00	1,275.00	123.00
18. EXPRESS SCRIPTS HLDG C	01/25/2012	04/20/2012	1,049.00	935.00	114.00
4. EXXON MOBIL CORP COM	04/20/2012	04/20/2012	340.00	340.00	
15. H J HEINZ CO	09/01/2011	08/13/2012	826.00	786.00	40.00
5. H J HEINZ CO	09/01/2011	08/14/2012	276.00	262.00	14.00
44. HOME DEPOT INC	02/06/2012	04/20/2012	2,260.00	1,990.00	270.00
11. MCDONALDS CORP	09/22/2011	04/20/2012	1,074.00	944.00	130.00
4. MCKESSON HBOC INC	02/17/2011	01/24/2012	305.00	322.00	-17.00
21. MCKESSON HBOC INC	09/01/2011	01/25/2012	1,614.00	1,675.00	-61.00
17. NORFOLK SOUTHN CORP CO	08/10/2011	04/20/2012	1,175.00	1,148.00	27.00
4635.97 MFB NORTHN SHORT I US GOVT	11/17/2011	11/17/2011	49,048.00	48,857.00	191.00

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

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
THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

Employer identification number
26-2801175

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 25. ADR NOVARTIS AG SPONSO #US66987V1098	09/01/2011	01/23/2012	1,385.00	1,450.00	-65.00
16. NUCOR CORP	02/06/2012	04/20/2012	631.00	722.00	-91.00
7.5 PHILLIPS 66 COM	09/01/2011	05/07/2012	223.00	245.00	-22.00
4. PRECISION CASTPARTS COR	10/24/2011	04/20/2012	695.00	688.00	7.00
35. PRINCIPAL FINANCIAL GR	09/01/2011	06/07/2012	859.00	875.00	-16.00
41. QUALCOMM INC	01/17/2012	04/20/2012	2,581.00	2,350.00	231.00
20. SALESFORCE COM INC COM	09/06/2011	01/17/2012	2,090.00	2,615.00	-525.00
20. THE TRAVELERS COMPANIE	09/01/2011	03/13/2012	1,152.00	1,008.00	144.00
14. V F CORP	09/01/2011	04/20/2012	2,111.00	1,589.00	522.00
17. VERIZON COMMUNICATIONS	09/28/2011	04/20/2012	659.00	631.00	28.00
15. WAL MART STORES INC	09/01/2011	08/01/2012	1,112.00	797.00	315.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b 741.00

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

THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

Employer identification number 26-2801175

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 15. ABBOTT LABORATORIES	01/12/2010	04/20/2012	894.00	830.00	64.00
15. ALTERA CORP COM	02/17/2011	04/20/2012	555.00	628.00	-73.00
5. ALTERA CORP COM	12/15/2010	04/20/2012	185.00	184.00	1.00
77. ALTERA CORP COM	12/15/2010	05/07/2012	2,583.00	1,872.00	711.00
33. ALTERA CORP COM	06/25/2009	05/08/2012	1,094.00	550.00	544.00
23. AMAZON COM INC	11/18/2010	01/26/2012	4,400.00	2,527.00	1,873.00
4. AMAZON COM INC	06/01/2009	02/06/2012	737.00	313.00	424.00
31. AMERICAN EXPRESS CO	04/26/2010	04/20/2012	1,786.00	1,472.00	314.00
5. APPLE COMPUTER INC	02/17/2011	04/20/2012	2,918.00	1,790.00	1,128.00
3. APPLE COMPUTER INC	11/18/2010	04/20/2012	1,751.00	927.00	824.00
59. AUTODESK, INC	05/23/2011	09/18/2012	1,970.00	2,465.00	-495.00
63. AUTODESK, INC	09/06/2011	09/19/2012	2,122.00	2,475.00	-353.00
14. BHP LTD SPONSORED ADR	12/15/2010	04/20/2012	1,028.00	1,246.00	-218.00
8. CHEVRONTEXACO CORP COM	12/15/2010	04/20/2012	822.00	707.00	115.00
10. CHEVRONTEXACO CORP COM	02/17/2011	04/20/2012	1,027.00	972.00	55.00
20. CITRIX SYS INC	04/11/2011	04/20/2012	1,573.00	1,494.00	79.00
21. CITRIX SYS INC	04/11/2011	05/07/2012	1,749.00	1,569.00	180.00
28. CITRIX SYS INC	12/15/2010	05/07/2012	2,332.00	1,754.00	578.00
13. CONOCOPHILLIPS	12/15/2010	04/20/2012	947.00	839.00	108.00
16. COSTCO WHSL CORP NEW	02/17/2011	04/20/2012	1,403.00	1,180.00	223.00
54. CUMMINS ENGINE INC	10/15/2010	10/21/2011	5,033.00	3,051.00	1,982.00
13. DANAHER CORP	12/15/2010	04/20/2012	691.00	600.00	91.00
25. DANAHER CORP	02/17/2011	04/20/2012	1,329.00	1,280.00	49.00
1. WALT DISNEY CO	11/18/2010	04/20/2012	43.00	38.00	5.00
25. WALT DISNEY CO	02/17/2011	04/20/2012	1,063.00	1,093.00	-30.00

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

THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

Employer identification number

26-2801175

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 20. DOMINION RES INC VA NE	10/15/2010	04/20/2012	1,014.00	892.00	122.00
4. DOMINION RES INC VA NEW	02/17/2011	04/20/2012	203.00	177.00	26.00
110. E I DU PONT DE NEMOUR	12/15/2010	02/06/2012	5,682.00	4,812.00	870.00
3. E I DU PONT DE NEMOURS	03/23/2010	04/20/2012	158.00	114.00	44.00
15. E I DU PONT DE NEMOURS	02/17/2011	04/20/2012	791.00	834.00	-43.00
25. EMC CORP MASS	12/15/2010	04/20/2012	697.00	566.00	131.00
30. EMC CORP MASS	02/17/2011	04/20/2012	837.00	818.00	19.00
21. EATON CORP COM W/RTS E 07/12/2005	04/01/2011	04/20/2012	995.00	1,168.00	-173.00
15. EXXON MOBIL CORP COM	02/17/2011	04/20/2012	1,277.00	1,259.00	18.00
10. EXXON MOBIL CORP COM	11/18/2010	04/20/2012	851.00	702.00	149.00
8. FRANKLIN RESOURCES INC	12/15/2010	04/20/2012	984.00	938.00	46.00
5. FRANKLIN RESOURCES INC	02/17/2011	04/20/2012	615.00	648.00	-33.00
255. GENERAL ELEC CO COM	05/05/2010	11/08/2011	4,170.00	4,495.00	-325.00
5. GENERAL ELEC CO COM	12/15/2010	04/20/2012	97.00	87.00	10.00
55. GENERAL ELEC CO COM	02/17/2011	04/20/2012	1,064.00	1,186.00	-122.00
1. GOOGLE INC CL A	04/26/2010	11/04/2011	595.00	531.00	64.00
4. GOOGLE INC CL A	04/26/2010	04/20/2012	2,420.00	2,012.00	408.00
6. W W GRAINGER INC	12/15/2010	04/20/2012	1,303.00	816.00	487.00
8. W W GRAINGER INC	12/15/2010	04/26/2012	1,660.00	1,003.00	657.00
4. W W GRAINGER INC	09/13/2010	04/27/2012	842.00	459.00	383.00
5. H J HEINZ CO	10/15/2010	11/17/2011	263.00	245.00	18.00
19. H J HEINZ CO	12/15/2010	04/20/2012	1,012.00	945.00	67.00
10. H J HEINZ CO	02/17/2011	08/08/2012	552.00	484.00	68.00
46. H J HEINZ CO	11/18/2010	08/08/2012	2,541.00	2,175.00	366.00
31. H J HEINZ CO	08/18/2010	08/09/2012	1,709.00	1,452.00	257.00

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

THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

Employer identification number 26-2801175

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 30. H J HEINZ CO	08/19/2010	08/10/2012	1,649.00	1,402.00	247.00
9. H J HEINZ CO	08/19/2010	08/13/2012	496.00	420.00	76.00
31. INTL BUSINESS MACHINES	11/18/2010	01/13/2012	5,533.00	3,738.00	1,795.00
10. INTL BUSINESS MACHINES	02/17/2011	04/20/2012	1,995.00	1,643.00	352.00
25. J P MORGAN CHASE & CO	02/17/2011	04/20/2012	1,083.00	1,196.00	-113.00
32. J P MORGAN CHASE & CO	12/15/2010	04/20/2012	1,386.00	1,290.00	96.00
7. JOHNSON & JOHNSON	01/12/2010	04/20/2012	446.00	451.00	-5.00
15. JOHNSON CONTROLS INC	02/17/2011	04/20/2012	489.00	632.00	-143.00
11. JOHNSON CONTROLS INC	12/15/2010	04/20/2012	358.00	421.00	-63.00
76. MCKESSON HBOC INC	12/15/2010	01/23/2012	5,842.00	4,789.00	1,053.00
49. MCKESSON HBOC INC	12/08/2009	01/24/2012	3,741.00	2,996.00	745.00
7. NATIONAL-OILWELL INC	12/15/2010	04/20/2012	547.00	443.00	104.00
10. NATIONAL-OILWELL INC	02/17/2011	04/20/2012	781.00	814.00	-33.00
8. NIKE INC CLASS B	12/15/2010	04/20/2012	887.00	712.00	175.00
11. NOBLE ENERGY INC COM	12/15/2010	04/20/2012	1,032.00	887.00	145.00
7085. MFB NORTHN MULTI-MAN EQTY FD FD	10/15/2010	11/04/2011	62,915.00	65,794.00	-2,879.00
5. MFB NORTHN MULTI-MANAGE FD FD	10/02/2009	11/17/2011	42.00	43.00	-1.00
307. MFB NORTHN MULTIMGR S	04/26/2010	04/20/2012	2,929.00	2,929.00	
624. MFB NORTHN MULTIMGR M	02/17/2011	04/20/2012	7,607.00	7,240.00	367.00
235. MFB NORTHN FDS SMALL	12/15/2010	04/20/2012	3,624.00	3,363.00	261.00
10. MFB NORTHN HI YIELD FX	10/15/2010	11/17/2011	70.00	73.00	-3.00
2032.68 MFB NORTHN SHORT I US GOVT	10/15/2010	11/17/2011	21,506.00	21,729.00	-223.00
4833. MFB NORTHERN FDS FIX	12/16/2010	04/20/2012	50,940.00	50,920.00	20.00
120. ADR NOVARTIS AG SPONS ISIN #US66987V1098	12/15/2010	01/23/2012	6,647.00	6,629.00	18.00
20. OMNICOM GRP INC COM	12/21/2010	04/20/2012	998.00	934.00	64.00

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

THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

Employer identification number 26-2801175

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. OMNICOM GRP INC COM	02/17/2011	04/20/2012	249.00	251.00	-2.00
20. ORACLE CORPORATION	02/17/2011	04/20/2012	588.00	661.00	-73.00
30. ORACLE CORPORATION	12/15/2010	04/20/2012	881.00	913.00	-32.00
.5 PHILLIPS 66 COM	11/19/2010	05/01/2012	16.00	15.00	1.00
35.5 PHILLIPS 66 COM	11/19/2010	05/07/2012	1,055.00	1,051.00	4.00
17. PRINCIPAL FINANCIAL GR	12/15/2010	04/20/2012	481.00	551.00	-70.00
20. PRINCIPAL FINANCIAL GR	02/17/2011	04/20/2012	566.00	683.00	-117.00
23. PRINCIPAL FINANCIAL GR	12/15/2010	06/05/2012	538.00	698.00	-160.00
76. PRINCIPAL FINANCIAL GR	12/06/2010	06/05/2012	1,779.00	2,217.00	-438.00
105. PRINCIPAL FINANCIAL G	05/07/2010	06/06/2012	2,523.00	2,963.00	-440.00
34. PRINCIPAL FINANCIAL GR	10/15/2010	06/07/2012	835.00	931.00	-96.00
13. PROCTER & GAMBLE CO	02/17/2011	04/20/2012	876.00	832.00	44.00
10. PROCTER & GAMBLE CO	11/18/2010	04/20/2012	674.00	640.00	34.00
38. SALESFORCE COM INC COM	11/18/2010	01/13/2012	3,945.00	3,826.00	119.00
20. SALESFORCE COM INC COM	06/11/2010	01/17/2012	2,090.00	1,899.00	191.00
14. SCHLUMBERGER LTD ISIN 6	02/28/2011	04/20/2012	1,020.00	1,298.00	-278.00
14. SIMON PPTY GROUP INC N	11/03/2010	04/20/2012	2,103.00	1,401.00	702.00
30. SPECTRA ENERGY CORP CO	02/17/2011	03/01/2012	944.00	795.00	149.00
30. SPECTRA ENERGY CORP CO	12/15/2010	03/01/2012	944.00	738.00	206.00
50. SPECTRA ENERGY CORP CO	12/15/2010	03/02/2012	1,570.00	1,199.00	371.00
32. SPECTRA ENERGY CORP CO	10/15/2010	03/05/2012	998.00	726.00	272.00
43. SPECTRA ENERGY CORP CO	01/12/2010	03/06/2012	1,332.00	911.00	421.00
39. SPECTRA ENERGY CORP CO	01/12/2010	04/20/2012	1,186.00	668.00	518.00
71. THE TRAVELERS COMPANIE	12/15/2010	03/12/2012	4,096.00	3,708.00	388.00
10. THE TRAVELERS COMPANIE	02/17/2011	03/12/2012	577.00	598.00	-21.00

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: THE RIZLEY FAMILY FOUNDATION, INC. 23-71740

Employer identification number: 26-2801175

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. THE TRAVELERS COMPANIES	01/12/2010	03/13/2012	230.00	195.00	35.00
20. US BANCORP DEL NEW	02/17/2011	04/20/2012	623.00	568.00	55.00
21. US BANCORP DEL NEW	12/20/2010	04/20/2012	654.00	551.00	103.00
14. UNITED TECHNOLOGIES CO	12/15/2010	04/20/2012	1,139.00	1,108.00	31.00
60. UNITEDHEALTH GROUP INC	10/15/2010	11/08/2011	2,728.00	2,016.00	712.00
20. UNITEDHEALTH GROUP INC	02/17/2011	04/20/2012	1,189.00	853.00	336.00
11. UNITEDHEALTH GROUP INC	11/18/2010	04/20/2012	654.00	392.00	262.00
20. UNITEDHEALTH GROUP INC	12/15/2010	04/26/2012	1,156.00	710.00	446.00
8. UNITEDHEALTH GROUP INC	12/15/2010	04/27/2012	463.00	283.00	180.00
48. UNITEDHEALTH GROUP INC	12/15/2010	06/20/2012	2,862.00	1,542.00	1,320.00
13. UNITEDHEALTH GROUP INC	12/15/2009	06/21/2012	775.00	406.00	369.00
13. WAL MART STORES INC	12/15/2010	04/20/2012	807.00	704.00	103.00
77. WAL MART STORES INC	12/15/2010	08/01/2012	5,707.00	3,843.00	1,864.00
42. WELLS FARGO & CO NEW	12/15/2010	04/20/2012	1,394.00	1,243.00	151.00
30. WELLS FARGO & CO NEW	02/17/2011	04/20/2012	996.00	990.00	6.00
21. WHOLE FOODS MKT INC	02/17/2011	04/20/2012	1,784.00	1,176.00	608.00
29. WHOLE FOODS MKT INC	02/02/2011	04/26/2012	2,405.00	1,506.00	899.00
21. WHOLE FOODS MKT INC	12/15/2010	04/27/2012	1,751.00	985.00	766.00
10. COVIDIEN PLC USD0.20(P CONSLDTN)	02/04/2010	04/20/2012	543.00	508.00	35.00
10. COVIDIEN PLC USD0.20(P CONSLDTN)	02/17/2011	04/20/2012	543.00	511.00	32.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 23,754.00

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							
86 000	68 61	0 00	5,900 46	6,345 09	-444 63	0 00	-444 63
Total USD		0 00	5,900 46	6 345 09	-444 63	0 00	-444 63
Total Australia		0 00	5,900 46	6,345 09	-444 63	0 00	-444 63
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
95 000	68 56	0 00	6,513 20	4,526 28	1,986 92	0 00	1,986 92
AMERICAN EXPRESS CO CUSIP 025816109							
199 000	56 86	0 00	11,315 14	9,293 92	2,021 22	0 00	2,021 22
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
116 000	37 06	0 00	4,298 96	3,872 12	426 84	0 00	426 84
AMGEN INC COM CUSIP 031162100							
150 000	84 32	0 00	12,648 00	10,155 31	2,492 69	0 00	2,492 69
APPLE INC COM STK CUSIP 037833100							
51 000	667 26	0 00	34,030 26	10,456 59	23,573 67	0 00	23,573 67
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
0 000	58 66	35 55	0 00	0 00	0 00	0 00	0 00
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
300 000	33 75	0 00	10 125 00	8,853 10	1,271 90	0 00	1,271 90

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							
CHEVRON CORP COM CUSIP 166764100							
127 000	116 56	0 00	14,803 12	9 660 66	5,142 46	0 00	5,142 46
CITRIX SYS INC COM CUSIP 177376100							
77 000	76 57	0 00	5,895 89	3,778 94	2 116 95	0 00	2 116 95
COCA COLA CO COM CUSIP 191216100							
322 000	37 93	82 11	12,213 46	11,137 86	1,075 60	0 00	1,075 60
CONOCOPHILLIPS COM CUSIP 20825C104							
87 000	57 18	0 00	4,974 66	4 156 48	818 18	0 00	818 18
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
119 000	100 125	0 00	11,914 87	7,192 13	4,722 74	0 00	4 722 74
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
130 000	59 42	0 00	7,724 60	5,495 38	2,229 22	0 00	2,229 22
CVS CAREMARK CORP COM STK CUSIP 126650100							
238 000	48 42	0 00	11,523 96	10,659 41	864 55	0 00	864 55
DANAHER CORP COM CUSIP 235851102							
277 000	55 15	6 92	15,276 55	9,906 13	5,370 42	0 00	5,370 42
DOMINION RES INC VA NEW COM CUSIP 25746U109							
171 000	52 94	0 00	9,052 74	7,554 26	1,498 48	0 00	1,498 48

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							
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
117 000	50 27	0 00	5,881 59	4,606 80	1,274 79	0 00	1,274 79
EATON CORP COM CUSIP 278058102							
154 000	47 26	0 00	7,278 04	8,067 62	-789 58	0 00	-789 58
EMC CORP COM CUSIP 268648102							
425 000	27 27	0 00	11,589 75	8 623 03	2,966 72	0 00	2,966 72
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
164 000	62 67	0 00	10,277 88	8,610 84	1,667 04	0 00	1,667 04
EXXON MOBIL CORP COM CUSIP 30231G102							
201 000	91 45	0 00	18,381 45	340 42	18,721 87	0 00	18,721 87
FRKLN RES INC COM CUSIP 354613101							
79 000	125 07	21 33	9,880 53	9,269 97	610 56	0 00	610 56
GENERAL ELECTRIC CO CUSIP 369604103							
445 000	22 71	75 65	10,105 95	6,791 09	3,314 86	0 00	3,314 86
GOOGLE INC CL A CL A CUSIP 38259P508							
24 000	754 50	0 00	18,108 00	12,487 43	5,620 57	0 00	5,620 57
GRAINGER W W INC COM CUSIP 384802104							
26 000	208 37	0 00	5,417 62	3 221 37	2,196 25	0 00	2,196 25

◆ 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							
HOME DEPOT INC COM CUSIP 437076102							
271 000	60 37	0 00	16,360 27	12,129 17	4,231 10	0 00	4,231 10
INTEL CORP COM CUSIP 458140100							
295 000	22 68	0 00	6,690 60	8,183 12	-1,492 52	0 00	-1,492 52
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
53 000	133 41	0 00	7,070 73	6,713 12	357 61	0 00	357 61
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
58 000	207 45	0 00	12,032 10	6,935 90	5 096 20	0 00	5,096 20
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
68 000	68 91	0 00	4,685 88	4,086 49	599 39	0 00	599 39
JOHNSON CTL INC COM CUSIP 478366107							
189 000	27 40	34 02	5,178 60	5,439 86	-261 26	0 00	-261 26
JPMORGAN CHASE & CO COM CUSIP 46625H100							
353 000	40 48	0 00	14 289 44	13 116 47	1 172 97	0 00	1,172 97
MC DONALDS CORP COM CUSIP 580135101							
132 000	91 75	0 00	12,111 00	11,465 41	645 59	0 00	645 59
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
123 000	80 11	0 00	9 853 53	5 477 81	4 375 72	0 00	4,375 72

◆ 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							
59 000	94 91	21 24	5,599 69	4,432 96	1,166 73	0 00	1,166 73
NOBLE ENERGY INC COM CUSIP 655044105							
59 000	92 71	0 00	5,469 89	3,968 82	1,501 07	0 00	1,501 07
NORFOLK SOUTHN CORP COM CUSIP 655844108							
128 000	63 63	0 00	8,144 64	8,638 19	-493 55	0 00	-493 55
NUCOR CORP COM CUSIP 670346105							
114 000	38 26	41 61	4,361 64	5,146 00	-784 36	0 00	-784 36
OMNICOM GROUP INC COM CUSIP 681919106							
170 000	51 56	51 00	8,765 20	7,661 05	1,104 15	0 00	1,104 15
ORACLE CORP COM CUSIP 68389X105							
385 000	31 49	0 00	12,123 65	10,609 88	1,513 77	0 00	1,513 77
PRECISION CASTPARTS CORP COM CUSIP 740189105							
43 000	163 34	0 87	7,023 62	7,141 90	-118 28	0 00	-118 28
PROCTER & GAMBLE COM NPV CUSIP 742718109							
162 000	69 36	0 00	11,236 32	9,402 95	1,833 37	0 00	1,833 37
QUALCOMM INC COM CUSIP 747525103							
249 000	62 49	0 00	15,560 01	13,183 51	2,376 50	0 00	2,376 50

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							
SCHLUMBERGER LTD COM COM CUSIP 806857108							
110 000	72 33	30 25	7,956 30	9,480 90	-1,524 60	0 00	-1,524 60
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
246 000	29 36	0 00	7,222 56	4,519 32	2,703 24	0 00	2,703 24
ST JUDE MED INC COM CUSIP 790849103							
168 000	42 13	38 64	7,077 84	7,204 26	-126 42	0 00	-126 42
STARBUCKS CORP COM CUSIP 855244109							
178 000	50 75	0 00	9,033 50	8,085 66	947 84	0 00	947 84
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
76 000	78 29	0 00	5,950 04	4,544 97	1,405 07	0 00	1 405 07
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
122 000	55 41	0 00	6,760 02	4,295 61	2,464 41	0 00	2,464 41
US BANCORP CUSIP 902973304							
309 000	34 30	60 25	10,598 70	6,983 86	3,614 84	0 00	3 614 84
V F CORP COM CUSIP 918204108							
88 000	159 36	0 00	14,023 68	9,283 12	4,740 56	0 00	4,740 56
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
133 000	45 57	0 00	6,060 81	4 931 55	1,129 26	0 00	1,129 26

◆ 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							
WALT DISNEY CO CUSIP 254687106							
164 000	52 28	0 00	8,573 92	4,902 68	3,671 24	0 00	3,671 24
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
440 000	34 53	0 00	15 193 20	11,870 30	3,322 90	0 00	3,322 90
WHOLE FOODS MKT INC COM CUSIP 966837106							
94 000	97 40	13 16	9,155 60	4 127 05	5,028 55	0 00	5,028 55
Total USD		512 60	543,394 20	401,998 19	141,396 01	0 00	141,396 01
Total United States		512 60	543,394 20	401,998 19	141,396 01	0 00	141,396 01
Total Common Stock **9,219.000**		**512 60**	**549,294.66**	**408,343.28**	**140,951 38**	**0.00**	**140,951.38**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
8,398 250	18 25	0 00	153,268 06	160,615 65	-7,347 59	0 00	-7,347 59
Total USD		0 00	153,268 06	160,615 65	-7,347 59	0 00	-7,347 59
Total Emerging Markets Region		0 00	153,268 06	160,615 65	-7,347 59	0 00	-7,347 59
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
635 000	35 62	0 00	22,618 70	20,273 11	2,345 59	0 00	2,345 59
Total USD		0 00	22,618 70	20,273 11	2,345 59	0 00	2,345 59

◆ 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							
Equity funds							
Total Global Region		0 00	22,618 70	20,273 11	2,345 59	0 00	2,345 59
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
24,537 610	9 13	0 00	224,028 37	206,735 47	17,292 90	0 00	17,292 90
Total USD		0 00	224,028 37	206,735 47	17,292 90	0 00	17,292 90
Total International Region		0 00	224,028 37	206,735 47	17,292 90	0 00	17,292 90
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
1,789 750	16 19	0 00	28,976 05	25,493 70	3,482 35	0 00	3,482 35
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
4,554 350	12 25	0 00	55,790 78	44,432 44	11,358 34	0 00	11,358 34
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
2,893 500	9 85	0 00	28,500 97	26 505 26	1,995 71	0 00	1,995 71
Total USD		0 00	113,267 80	96,431 40	16,836 40	0 00	16,836 40
Total United States		0 00	113,267 80	96,431 40	16,836 40	0 00	16,836 40
Total Equity Funds **42,808.460**		**0 00**	**513,182.93**	**484,055.63**	**29,127.30**	**0 00**	**29,127.30**
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
86 000	151 81	0 00	13,055 66	8,311 28	4,744 38	0 00	4,744 38

◆ 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							
Total USD		0 00	13,055 66	8,311 28	4,744 38	0 00	4,744 38
Total United States		0 00	13,055 66	8,311 28	4,744 38	0 00	4,744 38
Total Other Equity **86.000**		**0 00**	**13,055.66**	**8,311 28**	**4,744 38**	**0 00**	**4,744.38**
Total Equity Securities **52,113.460**		**512 60**	**1,075,533.25**	**900,710.19**	**174,823 06**	**0.00**	**174,823.06**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
45,807 160 Issue Date 25 Aug 08	10 84	0 00	496,549 61	467,605 13	28 944 48	0 00	28,944 48
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
45,341 230 Issue Date 25 Aug 08	7 45	0 00	337,792 16	313,346 83	24,445 33	0 00	24,445 33
Total USD		0 00	834,341 77	780,951 96	53,389 81	0 00	53,389 81
Total United States		0 00	834,341 77	780,951 96	53,389 81	0 00	53,389 81
Total Corporate/Government **91,148 390**		**0 00**	**834,341 77**	**780,951 96**	**53,389.81**	**0 00**	**53,389 81**

Other bonds

United States - 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	 Translation	 Total
Fixed Income Securities							
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
849 000	26 27	0 00	22,303 23	21,172 28	1,130 95	0 00	1,130 95
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
862 000	25 512	0 00	21,991 34	21,509 59	481 75	0 00	481 75
Total USD		0 00	44,294 57	42,681 87	1,612 70	0 00	1,612 70
Total United States		0 00	44,294 57	42,681 87	1,612 70	0 00	1,612 70
Total Other Bonds **1,711 000**		**0 00**	**44,294.57**	**42,681.87**	**1,612.70**	**0.00**	**1,612.70**
Total Fixed Income Securities **92,859.390**		**0.00**	**878,636.34**	**823,633 83**	**55,002.51**	**0.00**	**55,002.51**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
6,379 540	18 12	0 00	115,597 26	103,034 53	12,562 73	0 00	12,562 73
Total USD		0 00	115,597 26	103,034 53	12,562 73	0 00	12,562 73
Total Global Region		0 00	115,597 26	103,034 53	12,562 73	0 00	12,562 73
Total Real Estate Funds **6,379.540**		**0 00**	**115,597.26**	**103,034.53**	**12,562.73**	**0.00**	**12,562.73**

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							
6,379.540		**0 00**	**115,597.26**	**103,034.53**	**12,562.73**	**0.00**	**12,562 73**

Commodities

Commodities

Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107

825 000	172 02	0 00	141,916 50	104,625 51	37,290 99	0 00	37 290 99
Total USD		0 00	141,916 50	104,625 51	37,290 99	0 00	37,290 99
Total Global Region		0 00	141,916 50	104,625 51	37,290 99	0 00	37,290 99

United States - USD

MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667

3,339 570	7 14	0 00	23,844 53	25,902 15	-2,057 62	0 00	-2,057 62
Total USD		0 00	23,844 53	25,902 15	-2,057 62	0 00	-2,057 62
Total United States		0 00	23,844 53	25,902 15	-2,057 62	0 00	-2,057 62
Total Commodities **4,164.570**		**0.00**	**165,761.03**	**130,527 66**	**35,233.37**	**0.00**	**35,233.37**
Total Commodities **4,164.570**		**0.00**	**165,761.03**	**130,527.66**	**35,233.37**	**0.00**	**35,233.37**

Cash and Short Term Investments

Short term

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	0 50	36,200 83	36,200 83	0 00	0 00	0 00
Total short term - all currencies		0 50	36,200 83	36,200 83	0 00	0 00	0 00
Total short term - all countries		0 50	36,200 83	36,200 83	0 00	0 00	0 00
Total Short Term **36,200.830**		**0 50**	**36,200.83**	**36,200.83**	**0 00**	**0.00**	**0.00**
Total Cash and Short Term Investments **36,200.830**		**0 50**	**36,200.83**	**36,200.83**	**0 00**	**0.00**	**0.00**
Total **191,717.790**		**513.10**	**2,271,728 71**	**1,994,107.04**	**277,621 67**	**0.00**	**277,621 67**

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

IRS CIRCULAR 230 NOTICE To the extent that this message or any attachment concerns tax matters, it is not intended to be used and cannot be used by a taxpayer for the purpose of avoiding penalties that may be imposed by law For more information about this notice, see http //www northerntrust com/circular230