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

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , **2012, and ending** , **20**

Name of foundation
ADAMS LEGACY FOUNDATION 23-69991

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

Room/suite

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

A Employer identification number
26-3373791

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,562,764.

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))*

			(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	130,639.	129,936.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	471,467.			
	b	Gross sales price for all assets on line 6a 4,691,300.				
	7	Capital gain net income (from Part IV, line 2)		471,467.		
	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)	-28,914.			STMT 2
	12	**Total.** Add lines 1 through 11	573,192.	601,403.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,000.			30,000.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits	2,792.	NONE	NONE	2,792.
	16a	Legal fees (attach schedule) STMT 3	304.	NONE	NONE	304.
	b	Accounting fees (attach schedule) STMT 4	2,000.	1,000.	NONE	1,000.
	c	Other professional fees (attach schedule) STMT 5	26,281.	26,281.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 6	9,356.	2,006.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	9,580.	NONE	NONE	9,580.
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 7	6,541.			6,541.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	86,854.	29,287.	NONE	50,217.
	25	Contributions, gifts, grants paid	154,600.			154,600.
	26	**Total expenses and disbursements** Add lines 24 and 25	241,454.	29,287.	NONE	204,817.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	331,738.			
	b	**Net investment income** (if negative, enter -0-)		572,116.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	203,486.	57,405.	57,405.
	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 8	2,376,490.	2,891,487.	3,005,959.
	c	Investments - corporate bonds (attach schedule) STMT 9	1,215,887.	879,953.	904,248.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 10	264,566.	572,406.	575,152.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ NOTE DUE : WILDLING MUSEUM)	30,000.	20,000.	20,000.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,090,429.	4,421,251.	4,562,764.
Liabilities	17	Accounts payable and accrued expenses	14,099.	1,250.	
	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)	14,099.	1,250.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	4,076,330.	4,420,001.	
	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)	4,076,330.	4,420,001.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,090,429.	4,421,251.	

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	4,076,330.
2	Enter amount from Part I, line 27a	2	331,738.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	21,933.
4	Add lines 1, 2, and 3	4	4,430,001.
5	Decreases not included in line 2 (itemize) ▶ FORGIVEN PORTION OF LOAN TO WILDLING MUSEUM	5	10,000.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,420,001.

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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	4,691,300.		4,219,833.	471,467.
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				471,467.
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 } 2 471,467.

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))
2011	190,061.	4,429,145.	0.042911
2010	183,423.	4,251,325.	0.043145
2009	369,640.	3,941,182.	0.093789
2008	40,000.	3,944,319.	0.010141
2007	178,436.	5,029,144.	0.035480

2	**Total** of line 1, column (d)	2	0.225466
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	0.045093
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,375,326.
5	Multiply line 4 by line 3	5	197,297.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,721.
7	Add lines 5 and 6	7	203,018.
8	Enter qualifying distributions from Part XII, line 4	8	204,817.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	5,721.
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	5,721.
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	5,721.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,258.		
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	6,258.
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	537.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 537. **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 Instructions for the 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) ▶ DE CA			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ WWW.ADAMSLEGACYFOUNDATION.ORG

14 The books are in care of ▶ BLAIR CARTY Telephone no ▶ (562)431-0011

Located at ▶ P.O. BOX 1957, LOS ALAMITOS, CA ZIP+4 ▶ 90720

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

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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		
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 2012 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 2012)*		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 2012?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PETER D ADAMS P O BOX 1957, LOS ALAMITOS, CA 90720	PRESIDENT 1		-0-	-0-
REBECCA B ADAMS P O BOX 1957, LOS ALAMITOS, CA 90720	VICE PRESIDENT 1			
BLAIR CARTY P O. BOX 1957, LOS ALAMITOS, CA 90720	EXECUTIVE DIRECT 10	30,000.		

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

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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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	4,441,955.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,441,955.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,441,955.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,629.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,375,326.
6	**Minimum investment return.** Enter 5% of line 5	6	218,766.

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	218,766.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,721.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,721.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	213,045.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	213,045.
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	213,045.

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	204,817.
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	204,817.
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	5,721.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	199,096.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7					213,045.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				29,641.	
b	Total for prior years 20 10 ,20_____,20_____			NONE		
3	Excess distributions carryover, if any, to 2012					
a	From 2007	NONE				
b	From 2008	NONE				
c	From 2009	NONE				
d	From 2010	NONE				
e	From 2011	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 204,817.					
a	Applied to 2011, but not more than line 2a				29,641.	
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 2012 distributable amount					175,176.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2012 *(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 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					37,869.
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 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2008	NONE				
b	Excess from 2009	NONE				
c	Excess from 2010	NONE				
d	Excess from 2011	NONE				
e	Excess from 2012	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 2012, 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) 2012	**(b)** 2011	**(c)** 2010	**(d)** 2009	**(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))

PETER D. ADAMS

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 11

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient 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 17				154,600.
Total . . . . ▶ **3a**				154,600.
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	130,639.	
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	471,467.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFERRED INCOME			14	-28,970.	
c DEPOSIT			14	56.	
d					
e					
12 Subtotal Add columns (b), (d), and (e)				573,192.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . . 13 573,192.

(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

▶ 8/29/13 ▶ PRESIDENT

Signature of officer or trustee Date Title

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
Meredith Glenn	Meredith Glenn	8/22/13		P01613620

Firm's name ▶ THE NORTHERN TRUST COMPANY Firm's EIN ▶ 36-1561860

Firm's address ▶ P.O. BOX 803878
CHICAGO, IL 60680

Phone no 312-630-6000

Form 990-PF (2012)

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.**
▶ **Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.**

OMB No 1545-0092

2012

Name of estate or trust
ADAMS LEGACY FOUNDATION 23-69991

Employer identification number
26-3373791

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	-54,516.
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 2011 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	-54,516.

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					7,205.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	518,746.
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	32.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 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	525,983.

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			-54,516.
14 **Net long-term gain or (loss).**				
a Total for year	14a			525,983.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			32.
c 28% rate gain	14c			76,571.
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			471,467.

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 $2,400 . . . 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 2012 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 2012 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 (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust
ADAMS LEGACY FOUNDATION 23-69991

Employer identification number
26-3373791

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 30. ALTERA CORP COM	09/01/2011	05/08/2012	995.00	1,090.00	-95.00
52. AMAZON COM INC	11/08/2011	06/27/2012	11,611.00	11,279.00	332.00
165. AMERICAN EXPRESS CO	09/01/2011	06/27/2012	9,372.00	8,532.00	840.00
315. AMERICAN WTR WKS CO I	01/31/2012	06/27/2012	10,619.00	10,524.00	95.00
195. AMGEN INC	01/25/2012	06/27/2012	14,129.00	13,309.00	820.00
13. APPLE COMPUTER INC	09/01/2011	06/27/2012	7,455.00	4,972.00	2,483.00
30. AUTODESK, INC	09/01/2011	06/27/2012	998.00	821.00	177.00
250. BCE INC COM NEW	06/27/2012	10/02/2012	11,008.00	10,120.00	888.00
392. BANK N S HALIFAX COM	06/27/2012	08/15/2012	20,579.00	20,198.00	381.00
20. BHP LTD SPONSORED ADR	09/01/2011	06/27/2012	1,237.00	1,694.00	-457.00
200. BRISTOL MYERS SQUIBB	11/08/2011	03/06/2012	6,463.00	6,308.00	155.00
108. CDN IMPERIAL BK COMM COM STKCOM	06/27/2012	07/26/2012	7,687.00	7,478.00	209.00
35. CITRIX SYS INC	09/01/2011	06/27/2012	2,802.00	2,089.00	713.00
30. COCA COLA CO	08/30/2011	03/06/2012	2,061.00	2,097.00	-36.00
20. CONOCOPHILLIPS	09/01/2011	06/27/2012	1,082.00	1,037.00	45.00
30. COSTCO WHSL CORP NEW	09/01/2011	06/27/2012	2,730.00	2,399.00	331.00
75. DANAHER CORP	09/01/2011	06/27/2012	3,796.00	3,356.00	440.00
262. DARDEN RESTAURANTS IN	07/27/2012	12/12/2012	12,033.00	13,203.00	-1,170.00
271. DARDEN RESTAURANTS IN	06/27/2012	12/13/2012	12,393.00	13,378.00	-985.00
171. DARDEN RESTAURANTS IN	06/27/2012	12/14/2012	7,912.00	8,441.00	-529.00
19. DIGITAL RLTY TR INC CO	06/27/2012	07/26/2012	1,444.00	1,377.00	67.00
40. WALT DISNEY CO	09/01/2011	06/27/2012	1,915.00	1,344.00	571.00
45. DOMINION RES INC VA NE	09/01/2011	06/27/2012	2,424.00	2,195.00	229.00
55. E I DU PONT DE NEMOURS	09/01/2011	06/27/2012	2,723.00	2,645.00	78.00

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)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www irs gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust
ADAMS LEGACY FOUNDATION 23-69991

Employer identification number
26-3373791

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 110. EMC CORP COM	09/01/2011	06/27/2012	2,654.00	2,448.00	206.00
40. EATON CORP COM	09/01/2011	06/27/2012	1,498.00	1,686.00	-188.00
233. ENBRIDGE INC COM	06/27/2012	08/15/2012	9,283.00	9,078.00	205.00
140. ENBRIDGE INC COM	06/27/2012	08/16/2012	5,570.00	5,454.00	116.00
122. ENBRIDGE INC COM	06/27/2012	08/17/2012	4,855.00	4,753.00	102.00
74. ENBRIDGE INC COM	06/27/2012	08/20/2012	2,942.00	2,883.00	59.00
35. EXPRESS SCRIPTS INC CL	01/25/2012	03/06/2012	1,819.00	1,818.00	1.00
225. EXPRESS SCRIPTS HLDG	01/25/2012	06/27/2012	11,983.00	11,608.00	375.00
475. EXXON MOBIL CORP	06/27/2012	06/27/2012	39,515.00	39,054.00	461.00
1632. MFC FLEXSHARES TR TR TARGET DURATION TIPS INDEX	11/04/2011	02/06/2012	41,403.00	40,658.00	745.00
1638. MFC FLEXSHARES TR IB TARGET DURATION TIPS INDEX	11/04/2011	02/06/2012	42,129.00	40,759.00	1,370.00
66. FRANKLIN RESOURCES INC	09/01/2011	06/27/2012	6,940.00	8,590.00	-1,650.00
165. GENERAL ELECTRIC CO	09/01/2011	06/27/2012	3,305.00	2,690.00	615.00
20. GOOGLE INC CL A	01/13/2012	06/27/2012	11,391.00	12,040.00	-649.00
10. W W GRAINGER INC	09/01/2011	06/27/2012	1,831.00	1,513.00	318.00
35. HOME DEPOT INC	01/23/2012	03/06/2012	1,619.00	1,557.00	62.00
370. HOME DEPOT INC	01/23/2012	06/27/2012	19,073.00	16,465.00	2,608.00
135. INTERCONTINENTALEXCHA	06/07/2012	06/27/2012	17,791.00	17,095.00	696.00
21. INTL BUSINESS MACHINES	09/01/2011	06/27/2012	4,054.00	3,589.00	465.00
80. J P MORGAN CHASE & CO	09/01/2011	06/27/2012	2,915.00	2,946.00	-31.00
50. JOHNSON CONTROLS INC	09/01/2011	06/27/2012	1,344.00	1,556.00	-212.00
30. MC DONALDS CORP. COMMO PAR	09/22/2011	03/06/2012	2,997.00	2,621.00	376.00
52. MCKESSON HBOC INC	05/03/2011	01/24/2012	3,970.00	4,290.00	-320.00
48. MCKESSON HBOC INC	09/01/2011	01/25/2012	3,690.00	3,825.00	-135.00

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) 2012**
JSA
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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www irs gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: ADAMS LEGACY FOUNDATION 23-69991

Employer identification number: 26-3373791

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	30. NATIONAL-OILWELL INC	09/01/2011	06/27/2012	1,857.00	1,979.00	-122.00
	161. NEXTERA ENERGY INC CO	06/27/2012	07/09/2012	10,921.00	10,909.00	12.00
	15. NIKE INC CLASS B	09/01/2011	06/27/2012	1,464.00	1,303.00	161.00
	15. NOBLE ENERGY INC COM	09/01/2011	06/27/2012	1,200.00	1,321.00	-121.00
	340. NORFOLK SOUTHN CORP C	09/01/2011	06/27/2012	23,670.00	22,946.00	724.00
	44794.28 MFB NORTHERN FUND MANAGER HIGH YIELD OPPORTUN	12/19/2011	02/06/2012	464,069.00	489,739.00	-25,670.00
	763.89 MFB NORTHN FDS MULT GLOBAL REALESTATE FD	12/27/2011	02/06/2012	12,948.00	13,104.00	-156.00
	6956.55 MFB NORTHN FDS MUL EMERGING MKTS EQTY FD	12/27/2011	02/06/2012	128,696.00	155,329.00	-26,633.00
	15938.07 MFB NORTHERN FUND FD	02/06/2012	05/07/2012	175,000.00	174,522.00	478.00
	24110.55 MFB NORTHN MULTI-EQTY FD FD	12/27/2011	02/06/2012	219,165.00	243,339.00	-24,174.00
	2897.4 MFB NORTHN MULTIMGR FD	12/27/2011	02/06/2012	28,047.00	29,656.00	-1,609.00
	5077.82 MFB NORTHN MULTIMG	12/27/2011	02/06/2012	60,934.00	62,623.00	-1,689.00
	2012.82 MFB NORTHN FDS SMA FD	12/27/2011	02/06/2012	31,722.00	30,744.00	978.00
	25223.97 MFB NORTHERN FDS FD	12/27/2011	02/06/2012	265,608.00	264,981.00	627.00
	60.2 MFB NORTHERN FDS FIXE	02/06/2012	02/06/2012	634.00	634.00	
	90. ADR NOVARTIS AG SPONSO #US66987V1098	09/01/2011	01/23/2012	4,985.00	5,279.00	-294.00
	45. OMNICOM GROUP	09/01/2011	06/27/2012	2,092.00	1,802.00	290.00
	100. ORACLE CORPORATION	09/01/2011	06/27/2012	2,812.00	2,796.00	16.00
	10471.2 PIMCO FDS PAC INVT HIGH YIELD FD INSTL CL	05/08/2012	10/31/2012	100,000.00	97,710.00	2,290.00
	10. PHILLIPS 66 COM	09/01/2011	05/07/2012	297.00	327.00	-30.00
	188.28 PIMCO COMMODITY REA STRATEGY FUND	12/07/2011	02/07/2012	1,305.00	1,570.00	-265.00
	77. PRECISION CASTPARTS CO	10/25/2011	06/27/2012	12,533.00	13,079.00	-546.00
	70. PRINCIPAL FINANCIAL GR	09/01/2011	06/07/2012	1,719.00	1,755.00	-36.00
	674. QUALCOMM INC	01/17/2012	06/27/2012	36,921.00	36,144.00	777.00

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)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at *www irs gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust
ADAMS LEGACY FOUNDATION 23-69991

Employer identification number
26-3373791

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	96. RPM INTL INC	06/27/2012	07/26/2012	2,534.00	2,545.00	-11.00
	194. RPM INTL INC	06/27/2012	07/27/2012	5,138.00	5,143.00	-5.00
	146. RPM INTL INC	06/27/2012	07/30/2012	3,861.00	3,870.00	-9.00
	87. RPM INTL INC	06/27/2012	07/31/2012	2,301.00	2,306.00	-5.00
	173. RPM INTL INC	06/27/2012	10/02/2012	4,656.00	4,586.00	70.00
	92. RPM INTL INC	06/27/2012	10/03/2012	2,492.00	2,439.00	53.00
	144. RLTY INC CORP COM	06/27/2012	07/09/2012	5,985.00	5,861.00	124.00
	64. RLTY INC CORP COM	06/27/2012	07/10/2012	2,663.00	2,605.00	58.00
	15. MFC SPDR GOLD TR GOLD	02/17/2011	02/06/2012	2,508.00	2,026.00	482.00
	46. SALESFORCE COM INC COM	09/01/2011	01/17/2012	4,807.00	6,120.00	-1,313.00
	25. SCHLUMBERGER LTD ISIN 6	09/01/2011	06/27/2012	1,531.00	1,932.00	-401.00
	22. SIMON PPTY GROUP INC N	09/01/2011	06/27/2012	3,305.00	2,589.00	716.00
	105. SPECTRA ENERGY CORP C	09/01/2011	06/27/2012	2,947.00	2,732.00	215.00
	40. THE TRAVELERS COMPANIE	09/01/2011	06/27/2012	2,513.00	2,020.00	493.00
	85. US BANCORP	09/01/2011	06/27/2012	2,667.00	1,951.00	716.00
	70. UNITEDHEALTH GROUP INC	09/01/2011	06/27/2012	4,154.00	3,327.00	827.00
	17. V F CORP	09/01/2011	03/06/2012	2,466.00	1,972.00	494.00
	39. V F CORP	09/01/2011	06/27/2012	5,348.00	4,177.00	1,171.00
	355. VERIZON COMMUNICATION	09/29/2011	06/27/2012	15,531.00	13,165.00	2,366.00
	25. WAL MART STORES INC	09/01/2011	06/27/2012	1,710.00	1,327.00	383.00
	505. WASTE MGMT INC DEL	06/27/2012	12/12/2012	16,988.00	16,423.00	565.00
	343. WASTE MGMT INC DEL	06/27/2012	12/13/2012	11,534.00	11,154.00	380.00
	86. WASTE MGMT INC DEL	06/27/2012	12/14/2012	2,887.00	2,797.00	90.00
	90. WELLS FARGO & CO NEW	09/01/2011	06/27/2012	2,929.00	2,301.00	628.00

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) 2012**

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SCHEDULE D-1
(Form 1041)
Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust
ADAMS LEGACY FOUNDATION 23-69991

Employer identification number
26-3373791

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 40. WHOLE FOODS MKT INC	09/01/2011	06/27/2012	3,801.00	2,617.00	1,184.00
30. COVIDIEN PLC USD0.20(P CONSLDTN)	09/01/2011	06/27/2012	1,581.00	1,553.00	28.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -54,516.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D-1 (Form 1041) 2012**
JSA
2F1221 2 000

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
ADAMS LEGACY FOUNDATION 23-69991	26-3373791

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 25. ABBOTT LABORATORIES	11/18/2010	03/06/2012	1,412.00	1,139.00	273.00
159. ABBOTT LABORATORIES	03/31/2006	07/26/2012	10,284.00	6,756.00	3,528.00
45. ABBOTT LABORATORIES	05/03/2011	07/26/2012	2,911.00	2,339.00	572.00
75. ALTERA CORP COM	05/03/2011	05/07/2012	2,515.00	3,412.00	-897.00
133. ALTERA CORP COM	11/18/2010	05/07/2012	4,461.00	2,793.00	1,668.00
97. ALTERA CORP COM	03/20/2009	05/08/2012	3,217.00	1,697.00	1,520.00
52. AMAZON COM INC	11/18/2010	01/26/2012	9,949.00	4,846.00	5,103.00
8. AMAZON COM INC	04/16/2009	03/06/2012	1,448.00	610.00	838.00
5. AMAZON COM INC	02/17/2011	03/06/2012	905.00	939.00	-34.00
4. AMAZON COM INC	04/16/2009	06/27/2012	893.00	305.00	588.00
9. AMAZON COM INC	05/03/2011	06/27/2012	2,010.00	1,787.00	223.00
35. AMERICAN EXPRESS CO	04/26/2010	03/06/2012	1,816.00	1,661.00	155.00
260. AMERICAN EXPRESS CO	11/18/2010	06/27/2012	14,768.00	11,621.00	3,147.00
75. AMERICAN EXPRESS CO	05/03/2011	06/27/2012	4,260.00	3,636.00	624.00
20. APPLE COMPUTER INC	05/03/2011	06/27/2012	11,469.00	7,017.00	4,452.00
105. APPLE COMPUTER INC	11/18/2010	06/27/2012	60,211.00	10,702.00	49,509.00
300. AUTODESK, INC	05/23/2011	06/27/2012	9,984.00	12,534.00	-2,550.00
175. BHP LTD SPONSORED ADR	11/18/2010	06/27/2012	10,822.00	11,449.00	-627.00
35. BHP LTD SPONSORED ADR	05/03/2011	06/27/2012	2,164.00	3,388.00	-1,224.00
2. CHEVRONTEXACO CORP COM	11/18/2010	03/06/2012	217.00	168.00	49.00
20. CHEVRONTEXACO CORP COM	02/17/2011	03/06/2012	2,171.00	1,944.00	227.00
40. CHEVRONTEXACO CORP COM	05/03/2011	06/27/2012	4,088.00	4,237.00	-149.00
55. CHEVRONTEXACO CORP COM	11/18/2010	06/27/2012	5,621.00	4,087.00	1,534.00
126. CITRIX SYS INC	05/03/2011	06/27/2012	10,087.00	9,647.00	440.00
175. CITRIX SYS INC	11/18/2010	06/27/2012	14,010.00	8,333.00	5,677.00

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ADAMS LEGACY FOUNDATION 23-69991	26-3373791

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. CONOCOPHILLIPS	02/17/2011	03/06/2012	1,146.00	1,133.00	13.00
20. CONOCOPHILLIPS	11/19/2010	03/06/2012	1,528.00	1,234.00	294.00
155. CONOCOPHILLIPS	11/19/2010	06/27/2012	8,382.00	7,274.00	1,108.00
25. CONOCOPHILLIPS	05/03/2011	06/27/2012	1,352.00	1,413.00	-61.00
30. COSTCO WHSL CORP NEW	02/17/2011	03/06/2012	2,622.00	2,202.00	420.00
175. COSTCO WHSL CORP NEW	11/18/2010	06/27/2012	15,926.00	11,026.00	4,900.00
85. COSTCO WHSL CORP NEW	05/03/2011	06/27/2012	7,736.00	6,448.00	1,288.00
525. DANAHER CORP	11/18/2010	06/27/2012	26,575.00	15,840.00	10,735.00
135. DANAHER CORP	05/03/2011	06/27/2012	6,834.00	7,273.00	-439.00
40. WALT DISNEY CO	02/17/2011	03/06/2012	1,676.00	1,749.00	-73.00
260. WALT DISNEY CO	11/18/2010	06/27/2012	12,449.00	7,330.00	5,119.00
100.. WALT DISNEY CO	05/03/2011	06/27/2012	4,788.00	4,306.00	482.00
345. DOMINION RES INC VA N	11/18/2010	06/27/2012	18,585.00	15,141.00	3,444.00
75. DOMINION RES INC VA NE	05/03/2011	06/27/2012	4,040.00	3,479.00	561.00
95. E I DU PONT DE NEMOURS	05/03/2011	06/27/2012	4,703.00	5,268.00	-565.00
425. E I DU PONT DE NEMOUR	11/18/2010	06/27/2012	21,041.00	16,601.00	4,440.00
185. EMC CORP COM	05/03/2011	06/27/2012	4,464.00	5,142.00	-678.00
835. EMC CORP COM	11/18/2010	06/27/2012	20,148.00	16,516.00	3,632.00
375. EATON CORP COM	05/03/2011	06/27/2012	14,047.00	20,331.00	-6,284.00
10. EXXON MOBIL CORP	11/18/2010	03/06/2012	860.00	702.00	158.00
30. EXXON MOBIL CORP	02/17/2011	03/06/2012	2,579.00	2,517.00	62.00
25. EXXON MOBIL CORP	11/18/2010	06/27/2012	2,080.00	1,755.00	325.00
14. FRANKLIN RESOURCES INC	11/18/2010	03/06/2012	1,616.00	1,615.00	1.00
24. FRANKLIN RESOURCES INC	05/03/2011	06/27/2012	2,524.00	3,078.00	-554.00
110. FRANKLIN RESOURCES IN	01/12/2010	06/27/2012	11,567.00	12,152.00	-585.00

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ADAMS LEGACY FOUNDATION 23-69991

Employer identification number
26-3373791

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 325. GENERAL ELECTRIC CO	05/03/2011	06/27/2012	6,510.00	6,783.00	-273.00
695. GENERAL ELECTRIC CO	11/18/2010	06/27/2012	13,921.00	11,457.00	2,464.00
7. GOOGLE INC CL A	05/03/2011	06/27/2012	3,987.00	3,732.00	255.00
37. GOOGLE INC CL A	05/27/2009	06/27/2012	21,074.00	14,600.00	6,474.00
76. W W GRAINGER INC	11/18/2010	06/27/2012	13,913.00	8,738.00	5,175.00
17. W W GRAINGER INC	05/03/2011	06/27/2012	3,112.00	2,535.00	577.00
10. HEINZ H J CO COMMON ST	02/17/2011	03/06/2012	526.00	484.00	42.00
30. HEINZ H J CO COMMON ST	11/18/2010	03/06/2012	1,578.00	1,441.00	137.00
74. INTL BUSINESS MACHINES	11/18/2010	01/13/2012	13,208.00	9,515.00	3,693.00
40. INTL BUSINESS MACHINES	05/03/2011	06/27/2012	7,722.00	6,781.00	941.00
96. INTL BUSINESS MACHINES	04/09/2009	06/27/2012	18,532.00	11,272.00	7,260.00
30. J P MORGAN CHASE & CO	02/17/2011	03/06/2012	1,178.00	1,435.00	-257.00
565. J P MORGAN CHASE & CO	12/03/2010	06/27/2012	20,588.00	18,608.00	1,980.00
105. J P MORGAN CHASE & CO	05/03/2011	06/27/2012	3,826.00	4,846.00	-1,020.00
30. JOHNSON & JOHNSON	11/18/2010	03/06/2012	1,926.00	1,822.00	104.00
25. JOHNSON CONTROLS INC	11/18/2010	03/06/2012	776.00	922.00	-146.00
25. JOHNSON CONTROLS INC	02/17/2011	03/06/2012	776.00	1,053.00	-277.00
65. JOHNSON CONTROLS INC	05/03/2011	06/27/2012	1,747.00	2,622.00	-875.00
345. JOHNSON CONTROLS INC	11/18/2010	06/27/2012	9,273.00	9,288.00	-15.00
176. MCKESSON HBOC INC	11/18/2010	01/23/2012	13,528.00	10,849.00	2,679.00
69. MCKESSON HBOC INC	12/08/2009	01/24/2012	5,268.00	4,219.00	1,049.00
10. NATIONAL-OILWELL INC	11/18/2010	03/06/2012	771.00	620.00	151.00
20. NATIONAL-OILWELL INC	02/17/2011	03/06/2012	1,543.00	1,629.00	-86.00
40. NATIONAL-OILWELL INC	05/03/2011	06/27/2012	2,476.00	2,911.00	-435.00
230. NATIONAL-OILWELL INC	11/18/2010	06/27/2012	14,237.00	8,691.00	5,546.00

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Employer identification number
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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. NIKE INC CLASS B	02/17/2011	03/06/2012	2,144.00	1,722.00	422.00
	105. NIKE INC CLASS B	11/18/2010	06/27/2012	10,249.00	7,078.00	3,171.00
	20. NIKE INC CLASS B	05/03/2011	06/27/2012	1,952.00	1,635.00	317.00
	10. NOBLE ENERGY INC COM	11/18/2010	03/06/2012	944.00	830.00	114.00
	25. NOBLE ENERGY INC COM	05/03/2011	06/27/2012	2,000.00	2,266.00	-266.00
	110. NOBLE ENERGY INC COM	04/16/2009	06/27/2012	8,801.00	6,520.00	2,281.00
	6896.09 MFB NORTHN FDS MUL GLOBAL REALESTATE FD	12/21/2009	02/06/2012	116,889.00	69,122.00	47,767.00
	12302.89 MFB NORTHN FDS MU EMERGING MKTS EQTY FD	11/18/2010	02/06/2012	227,603.00	155,090.00	72,513.00
	43005.74 MFB NORTHN MULTI-EQTY FD FD	11/18/2010	02/06/2012	390,922.00	327,552.00	63,370.00
	5444.4 MFB NORTHN MULTIMGR FD	11/18/2010	02/06/2012	52,702.00	47,327.00	5,375.00
	9484.91 MFB NORTHN MULTIMG	12/16/2010	02/06/2012	113,819.00	89,757.00	24,062.00
	3875.78 MFB NORTHN FDS SMA FD	12/16/2010	02/06/2012	61,082.00	56,083.00	4,999.00
	38808.83 MFB NORTHERN FDS FD	11/18/2010	02/06/2012	408,657.00	379,749.00	28,908.00
	245. ADR NOVARTIS AG SPONS ISIN #US66987V1098	11/18/2010	01/23/2012	13,570.00	13,337.00	233.00
	15. OMNICOM GROUP	02/17/2011	03/06/2012	718.00	754.00	-36.00
	25. OMNICOM GROUP	12/21/2010	03/06/2012	1,197.00	1,167.00	30.00
	320. OMNICOM GROUP	12/20/2010	06/27/2012	14,878.00	14,708.00	170.00
	55. OMNICOM GROUP	05/03/2011	06/27/2012	2,557.00	2,666.00	-109.00
	775. ORACLE CORPORATION	11/18/2010	06/27/2012	21,793.00	21,174.00	619.00
	165. ORACLE CORPORATION	05/03/2011	06/27/2012	4,640.00	5,824.00	-1,184.00
	12.5 PHILLIPS 66 COM	05/03/2011	05/07/2012	371.00	446.00	-75.00
	77.5 PHILLIPS 66 COM	11/19/2010	05/07/2012	2,303.00	2,294.00	9.00
	4516.79 PIMCO COMMODITY RE STRATEGY FUND	12/16/2010	02/07/2012	31,301.00	31,230.00	71.00
	25. PRINCIPAL FINANCIAL GR	02/17/2011	03/06/2012	667.00	854.00	-187.00
	5. PRINCIPAL FINANCIAL GRO	12/06/2010	03/06/2012	133.00	150.00	-17.00

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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	165. PRINCIPAL FINANCIAL G	12/06/2010	06/05/2012	3,862.00	4,886.00	-1,024.00
	32. PRINCIPAL FINANCIAL GR	05/03/2011	06/05/2012	749.00	1,017.00	-268.00
	58. PRINCIPAL FINANCIAL GR	05/03/2011	06/05/2012	1,356.00	1,844.00	-488.00
	268. PRINCIPAL FINANCIAL G	11/18/2010	06/06/2012	6,441.00	7,571.00	-1,130.00
	107. PRINCIPAL FINANCIAL G	05/07/2010	06/07/2012	2,627.00	3,020.00	-393.00
	10. PROCTER & GAMBLE CO	02/17/2011	03/06/2012	668.00	640.00	28.00
	25. PROCTER & GAMBLE CO	11/18/2010	03/06/2012	1,670.00	1,601.00	69.00
	1340. MFC SPDR GOLD TR GOL	11/19/2010	02/06/2012	224,084.00	147,513.00	76,571.00
	90. SALESFORCE COM INC COM	11/18/2010	01/13/2012	9,344.00	8,772.00	572.00
	45. SALESFORCE COM INC COM	06/11/2010	01/17/2012	4,703.00	4,274.00	429.00
	26. SCHLUMBERGER LTD ISIN 6	02/28/2011	03/06/2012	1,898.00	2,410.00	-512.00
	195. SCHLUMBERGER LTD ISIN 86	05/03/2011	06/27/2012	11,940.00	17,732.00	-5,792.00
	10. SIMON PPTY GROUP INC N	02/17/2011	03/06/2012	1,375.00	1,082.00	293.00
	23. SIMON PPTY GROUP INC N	11/03/2010	03/06/2012	3,162.00	2,302.00	860.00
	26. SIMON PPTY GROUP INC N	05/03/2011	06/27/2012	3,906.00	2,988.00	918.00
	152. SIMON PPTY GROUP INC	11/18/2010	06/27/2012	22,836.00	13,868.00	8,968.00
	455. SPECTRA ENERGY CORP C	11/18/2010	03/06/2012	14,099.00	11,044.00	3,055.00
	60. SPECTRA ENERGY CORP CO	02/17/2011	03/06/2012	1,859.00	1,589.00	270.00
	140. SPECTRA ENERGY CORP C	05/03/2011	06/27/2012	3,930.00	3,929.00	1.00
	355. SPECTRA ENERGY CORP C	04/26/2010	06/27/2012	9,965.00	7,659.00	2,306.00
	20. THE TRAVELERS COMPANIE	02/17/2011	03/06/2012	1,145.00	1,196.00	-51.00
	125. THE TRAVELERS COMPANI	11/18/2010	06/27/2012	7,852.00	6,746.00	1,106.00
	60. THE TRAVELERS COMPANIE	05/03/2011	06/27/2012	3,769.00	3,811.00	-42.00
	60. US BANCORP	05/05/2008	03/06/2012	1,700.00	2,075.00	-375.00
	140. US BANCORP	05/03/2011	06/27/2012	4,393.00	3,716.00	677.00

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
ADAMS LEGACY FOUNDATION 23-69991	26-3373791

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 550. US BANCORP	12/20/2010	06/27/2012	17,259.00	15,361.00	1,898.00
40. UNITEDHEALTH GROUP INC	02/17/2011	03/06/2012	2,184.00	1,705.00	479.00
20. UNITEDHEALTH GROUP INC	11/18/2010	03/06/2012	1,092.00	713.00	379.00
90. UNITEDHEALTH GROUP INC	05/03/2011	06/27/2012	5,340.00	4,473.00	867.00
340. UNITEDHEALTH GROUP IN	11/18/2010	06/27/2012	20,175.00	10,727.00	9,448.00
181. V F CORP	06/24/2011	06/27/2012	24,818.00	19,007.00	5,811.00
25. WAL MART STORES INC	10/06/2008	03/06/2012	1,472.00	1,427.00	45.00
160. WAL MART STORES INC	11/18/2010	06/27/2012	10,942.00	8,749.00	2,193.00
35. WAL MART STORES INC	05/03/2011	06/27/2012	2,394.00	1,913.00	481.00
55. WELLS FARGO & CO NEW	02/17/2011	03/06/2012	1,660.00	1,814.00	-154.00
120. WELLS FARGO & CO NEW	05/03/2011	06/27/2012	3,906.00	3,538.00	368.00
690. WELLS FARGO & CO NEW	12/03/2010	06/27/2012	22,459.00	17,933.00	4,526.00
30. WHOLE FOODS MKT INC	02/02/2011	03/06/2012	2,432.00	1,558.00	874.00
200. WHOLE FOODS MKT INC	11/18/2010	06/27/2012	19,006.00	8,081.00	10,925.00
110. WHOLE FOODS MKT INC	05/03/2011	06/27/2012	10,453.00	6,128.00	4,325.00
25. COVIDIEN PLC USD0.20(P CONSLDTN)	09/30/2008	03/06/2012	1,271.00	1,332.00	-61.00
60. COVIDIEN PLC USD0.20(P CONSLDTN)	05/03/2011	06/27/2012	3,161.00	3,250.00	-89.00
235. COVIDIEN PLC USD0.20(CONSLDTN)	11/18/2010	06/27/2012	12,382.00	12,088.00	294.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	518,746.00

Schedule D-1 (Form 1041) 2012

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		130,639.	129,936.
	TOTAL	130,639.	129,936.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		-28,970.
DEPOSIT		56.
	TOTALS	-28,914.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
GENERAL FOUNDATION	304.			304.
TOTALS	304.	NONE	NONE	304.

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.

ADAMS LEGACY FOUNDATION 23-69991 26-3373791

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	26,281.	26,281.
TOTALS	26,281.	26,281.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,006.	2,006.
FEDERAL EXCISE TAXES	3,000.	
2011 FEDERAL EXCISE TAX PMT W/	4,350.	
TOTALS	9,356.	2,006.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
PAYROLL PROCESSING	1,220.	1,220.
MISC FOUNDATION	4,790.	4,790.
WORKMANS COMP	531.	531.
TOTALS	6,541.	6,541.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	2,891,487.	3,005,959.
TOTALS	2,891,487.	3,005,959.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		879,953.	904,248.
	TOTALS	879,953.	904,248.

ADAMS LEGACY FOUNDATION 23-69991 26-3373791

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	572,406.	575,152.
TOTALS		572,406.	575,152.

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
  BLAIR CARTY
ADDRESS:
  P.O. BOX 1957
  LOS ALAMITOS, CA 90720
RECIPIENT'S PHONE NUMBER: 562-431-0011
FORM, INFORMATION AND MATERIALS:
  LETTER OF INQUIRY ON WEBSITE
SUBMISSION DEADLINES:
  NOVEMBER 15
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  AREA OF FUNDING: EDUCATION & LAND

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

RECIPIENT NAME:
CHILDREN'S LAW CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

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

RECIPIENT NAME:
BEXLEY PUBLIC LIBRARY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
MARYLAND SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
COMMUNITY GARDEN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

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

RECIPIENT NAME:
LAND TRUST FOR SANTA BARBARA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LAND ACTION FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
FOUNDATION FOR SANTA BARBARA
CITY COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MARINE TECHNOLOGY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 18,100.

RECIPIENT NAME:
WESTRIDGE SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
THE NATURE CONSERVANCY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SANTA CLARA RIVER
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

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RECIPIENT NAME:
AMERICAN FEDERATION OF TEACHERS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
LOS ALAMITOS HIGH SCHOOL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MARQUE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 20,500.

RECIPIENT NAME:
BEXLEY MIDDLE SCHOOL
RELATIONSHIP:
NON
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
WILDLING MUSEUM
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 12,500.

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

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

RECIPIENT NAME:
ST. ALBAN'S EPISCOPAL CHURCH
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CITY OF BEXLEY PARKS AND RECREATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
KURT & PETER FOUNDATION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

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

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

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

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

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

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
ADAMS LEGACY FOUNDATION
ADDRESS:
4035 RAMITAS RD.
SANTA BARBARA, CA 93110

TOTAL GRANTS PAID:	154,600.
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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
Canada - USD							
BANK N S HALIFAX COM STK CUSIP 064149107 BNS							
415 000	57 88	238 60	24,020 20	21,383 41	2,636 79	0 00	2,636 79
BCE INC COM NEW CUSIP 05534B760							
684 000	42 94	388 24	29,370 96	27,688 53	1,682 43	0 00	1,682 43
CDN IMPERIAL BK COMM TORONTO ONT COM STK CUSIP 136069101							
170 000	80 61	161 15	13,703 70	11 770 80	1,932 90	0 00	1,932 90
CRESCENT POINT ENERGY CORP COM CUSIP 22576C101							
356 000	37 82	83 09	13,463 92	12,762 60	701 32	0 00	701 32
VERMILION ENERGY INC COM CUSIP 923725105							
309 000	52 28	59 57	16,154 52	13,308 63	2,845 89	0 00	2 845 89
Total USD		930 65	96,713 30	86,913 97	9,799 33	0 00	9,799 33
Total Canada		930 65	96,713 30	86,913 97	9,799 33	0 00	9,799 33
Switzerland - USD							
ADR NOVARTIS AG CUSIP 66987V109							
492 000	63 30	0 00	31,143 60	26,981 28	4 162 32	0 00	4,162 32
Total USD		0 00	31,143 60	26,981 28	4,162 32	0 00	4,162 32
Total Switzerland		0 00	31,143 60	26,981 28	4,162 32	0 00	4,162 32
United Kingdom - 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
Equity Securities							
Common stock							
United Kingdom - USD							
ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105							
540 000	43 47	312 63	23,473 80	24,629 40	-1,155 60	0 00	-1,155 60
Total USD		312 63	23,473 80	24,629 40	-1,155 60	0 00	-1,155 60
Total United Kingdom		312 63	23,473 80	24,629 40	-1,155 60	0 00	-1,155 60
United States - USD							
#REORG/HEINZ H J CO CASH MERGER 06/10/213 CUSIP 423074103							
806 000	57 68	0 00	46,490 08	41,457 67	5,032 41	0 00	5,032 41
ABBOTT LAB COM CUSIP 002824100							
602 000	65 50	0 00	39,431 00	37,510 38	1,920 62	0 00	1,920 62
ALTRIA GROUP INC COM CUSIP 02209S103 MO							
938 000	31 42	412 72	29,471 96	31,901 38	-2,429 42	0 00	-2,429 42
ANALOG DEVICES INC COM CUSIP 032654105							
829 000	42 06	0 00	34,867 74	30,739 32	4,128 42	0 00	4,128 42
AT&T INC COM CUSIP 00206R102							
624 000	33 71	0 00	21,035 04	21,970 47	-935 43	0 00	-935 43
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
443 000	57 01	192 70	25,255 43	24,329 27	926 16	0 00	926 16
BAXTER INTL INC COM CUSIP 071813109							
371 000	66 66	166 95	24,730 86	22,085 85	2 645 01	0 00	2,645 01

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
BLACKROCK INC COM STK CUSIP 09247X101							
147 000	206 71	0 00	30,386 37	24,749 40	5,636 97	0 00	5,636 97
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
1,110 000	32 59	0 00	36,174 90	35,436 31	738 59	0 00	738 59
CHEVRON CORP COM CUSIP 166764100 CVX							
225 000	108 14	0 00	24,331 50	16,630 50	7,701 00	0 00	7 701 00
CISCO SYSTEMS INC CUSIP 17275R102							
1,517 000	19 65	0 00	29,809 05	30,053 35	-244 30	0 00	-244 30
COCA COLA CO COM CUSIP 191216100							
828 000	36 25	0 00	30,015 00	28,784 25	1,230 75	0 00	1,230 75
EMERSON ELECTRIC CO COM CUSIP 291011104							
664 000	52 96	0 00	35,165 44	29,574 43	5 591 01	0 00	5,591 01
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
583 000	34 65	0 00	20,200 95	20,856 76	-655 81	0 00	-655 81
GENERAL ELECTRIC CO CUSIP 369604103 GE							
1,691 000	20 99	321 29	35,494 09	36,466 09	-972 00	0 00	-972 00
GENUINE PARTS CO COM CUSIP 372460105							
397 000	63 58	196 51	25,241 26	23,201 63	2 039 63	0 00	2,039 63

◆ 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							
INTEL CORP COM CUSIP 458140100 INTC							
1,739 000	20 63	0 00	35,875 57	45,669 66	-9,794 09	0 00	-9,794 09
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
491 000	70 10	0 00	34,419 10	32,242 08	2,177 02	0 00	2,177 02
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
457 000	84 43	338 18	38,584 51	37,495 99	1,088 52	0 00	1,088 52
KINDER MORGAN INC DEL COM CUSIP 49456B101							
1,223 000	35 33	0 00	43,208 59	37,948 22	5,260 37	0 00	5,260 37
KRAFT FOODS GROUP INC COM CUSIP 50076Q106							
676 000	45 47	338 00	30,737 72	31,058 02	-320 30	0 00	-320 30
MATTEL INC COM CUSIP 577081102							
916 000	36 62	0 00	33,543 92	29,202 45	4,341 47	0 00	4,341 47
MC DONALDS CORP COM CUSIP 580135101							
622 000	88 21	0 00	54,866 62	54,280 58	586 04	0 00	586 04
MERCK & CO INC NEW COM CUSIP 58933Y105							
346 000	40 94	148 78	14 165 24	14 054 45	110 79	0 00	110 79
NEXTERA ENERGY INC COM CUSIP 65339F101							
193 000	69 19	0 00	13,353 67	13,077 79	275 88	0 00	275 88

◆ 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							
ONEOK INC COM STK CUSIP 682680103							
898 000	42 75	0 00	38,389 50	37,315 13	1,074 37	0 00	1,074 37
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
482 000	83 64	409 70	40,314 48	41,077 29	-762 81	0 00	-762 81
PRAXAIR INC COM CUSIP 74005P104							
258 000	109 45	0 00	28,238 10	26,774 10	1,464 00	0 00	1,464 00
PROCTER & GAMBLE COM NPV CUSIP 742718109							
489 000	67 89	0 00	33,198 21	29,105 57	4,092 64	0 00	4,092 64
RPM INTL INC CUSIP 749685103							
734 000	29 36	0 00	21,550 24	19,457 54	2,092 70	0 00	2,092 70
SOUTHERN CO COM STK CUSIP 842587107							
755 000	42 81	0 00	32 321 55	35,269 30	-2,947 75	0 00	-2,947 75
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
466 000	82 01	0 00	38,216 66	32,594 83	5 621 83	0 00	5,621 83
WILLIAMS CO INC COM CUSIP 969457100							
1,288 000	32 74	0 00	42,169 12	36,551 13	5,617 99	0 00	5,617 99
Total USD		2,524 83	1,061,253 47	1,008,921 19	52,332 28	0 00	52,332 28
Total United States		2,524 83	1,061,253 47	1,008,921 19	52,332 28	0 00	52,332 28

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Total Common Stock							
26,774.000		**3,768.11**	**1,212,584.17**	**1,147,445.84**	**65,138.33**	**0 00**	**65,138 33**
Equity funds							
Emerging Markets Region - USD							
MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858							
6,200 000	44 53	0 00	276,086 00	268,933 88	7,152 12	0 00	7,152 12
MFO DFA EMERGING MARKETS VALUE CUSIP 233203587							
9,251 250	29 84	0 00	276 057 30	280,304 50	-4,247 20	0 00	-4,247 20
Total USD		0 00	552,143 30	549,238 38	2,904 92	0 00	2,904 92
Total Emerging Markets Region		0 00	552,143 30	549,238 38	2,904 92	0 00	2,904 92
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
2,622 000	35 62	964 66	93,395 64	90 205 32	3,190 32	0 00	3,190 32
Total USD		964 66	93,395 64	90,205 32	3,190 32	0 00	3,190 32
Total Global Region		964 66	93,395 64	90,205 32	3,190 32	0 00	3,190 32
International Region - USD							
MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE ALL WORLD EX US ETF CUSIP 922042775							
5,000 000	45 75	0 00	228 750 00	218,559 50	10,190 50	0 00	10,190 50
MFO DFA INTL SMALL CO PORTFOLIO FD CUSIP 233203629							
5,830 080	15 93	0 00	92,873 17	90,538 96	2,334 21	0 00	2,334 21
MFO DIMENSIONAL FD ADVISORS INTL VALUE PORTFOLIO CUSIP 25434D203							
13,786 770	16 60	0 00	228,860 38	225,000 00	3,860 38	0 00	3,860 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							
Equity funds							
Total USD		0 00	550,483 55	534,098 46	16,385 09	0 00	16,385 09
Total International Region		0 00	550,483 55	534,098 46	16,385 09	0 00	16,385 09
United States - USD							
MFC FLEXSHARES TR MORNINGSTAR US MKT FACTOR TILT INDEX FD CUSIP 33939L100							
7,900 000	59 72	5,221 66	471 788 00	449 036 00	22,752 00	0 00	22,752 00
Total USD		5,221 66	471,788 00	449,036 00	22,752 00	0 00	22,752 00
Total United States		5,221 66	471,788 00	449,036 00	22,752 00	0 00	22,752 00
Total Equity Funds **50,590 100**		**6,186.32**	**1,667,810 49**	**1,622,578.16**	**45,232 33**	**0 00**	**45,232.33**
Other equity							
United States - USD							
DIGITAL RLTY TR INC COM CUSIP 253868103							
464 000	67 89	338 72	31,500 96	33,616 80	-2,115 84	0 00	-2,115 84
HCP INC COM REIT CUSIP 40414L109 HCP							
655 000	45 18	0 00	29,592 90	28,053 65	1,539 25	0 00	1,539 25
HEALTH CARE REIT INC COM CUSIP 42217K106							
523 000	61 29	0 00	32,054 67	29,528 58	2,526 09	0 00	2,526 09
NATIONAL RETAIL PPTYS INC COM STK CUSIP 637417106							
633 000	31 20	0 00	19,749 60	17,431 18	2,318 42	0 00	2 318 42
RLTY INC CORP COM CUSIP 756109104							
315 000	40 21	47 80	12,666 15	12,833 26	-167 11	0 00	-167 11

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Other equity							
Total USD		386 52	125,564 28	121,463 47	4,100 81	0 00	4,100 81
Total United States		386 52	125,564 28	121,463 47	4,100 81	0 00	4,100 81
Total Other Equity							
2,590.000		**386.52**	**125,564 28**	**121,463 47**	**4,100 81**	**0 00**	**4,100 81**
Total Equity Securities							
79,954.100		**10,340.95**	**3,005,958.94**	**2,891,487.47**	**114,471.47**	**0.00**	**114,471.47**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FUNDS BD INDEX FD CUSIP 665162533							
25 357 510	10 96	0 00	277 918 31	277,662 73	255 58	0 00	255 58
Issue Date 25 Aug 08							
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841							
64,971 980	9 64	0 00	626,329 88	602,290 26	24,039 62	0 00	24,039 62
Issue Date 29 Aug 08							
Total USD		0 00	904,248 19	879,952 99	24,295 20	0 00	24,295 20
Total United States		0 00	904,248 19	879,952 99	24,295 20	0 00	24,295 20
Total Corporate/Government							
90,329 490		**0.00**	**904,248.19**	**879,952.99**	**24,295.20**	**0 00**	**24,295.20**
Total Fixed Income Securities							
90,329.490		**0 00**	**904,248 19**	**879,952.99**	**24,295 20**	**0.00**	**24,295.20**

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Real Estate							
Real estate funds							
United States - USD							
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO CUSIP 233203835							
11,829 080	26 34	0 00	311,577 96	300,000 00	11,577 96	0 00	11,577 96
Total USD		0 00	311,577 96	300,000 00	11,577 96	0 00	11,577 96
Total United States		0 00	311,577 96	300,000 00	11,577 96	0 00	11,577 96
Total Real Estate Funds **11,829 080**		**0 00**	**311,577.96**	**300,000.00**	**11,577.96**	**0 00**	**11,577 96**
Total Real Estate **11,829.080**		**0.00**	**311,577.96**	**300,000.00**	**11,577.96**	**0 00**	**11,577 96**
Commodities							
Commodities							
United States - USD							
MFC ISHARES GOLD TRUST CUSIP 464285105							
16,200 000	16 27	0 00	263,574 00	272,406 00	-8,832 00	0 00	-8,832 00
Total USD		0 00	263,574 00	272,406 00	-8,832 00	0 00	-8,832 00
Total United States		0 00	263,574 00	272,406 00	-8,832 00	0 00	-8,832 00
Total Commodities **16,200.000**		**0 00**	**263,574 00**	**272,406.00**	**-8,832.00**	**0 00**	**-8,832 00**
Total Commodities **16,200.000**		**0.00**	**263,574 00**	**272,406.00**	**-8,832.00**	**0 00**	**-8,832.00**

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 63	54,324 96	54,324 96	0 00	0 00	0 00
Total short term - all currencies		0 63	54,324 96	54,324 96	0 00	0 00	0 00
Total short term - all countries		0 63	54,324 96	54,324 96	0 00	0 00	0 00
Total Short Term **54,324.960**		**0.63**	**54,324.96**	**54,324 96**	**0 00**	**0 00**	**0.00**
Total Cash and Short Term Investments **54,324 960**		**0.63**	**54,324.96**	**54,324 96**	**0 00**	**0.00**	**0 00**
Total **252,637.630**		**10,341.58**	**4,539,684.05**	**4,398,171.42**	**141,512.63**	**0.00**	**141,512.63**