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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 01-01-2012 , and ending 12-31-2012

Name of foundation NEEDMOR CO THE NORTHERN TRUST COMPANY		A Employer identification number 34-6504812	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 804298		B Telephone number (see instructions) (312) 630-6000	
City or town, state, and ZIP code CHICAGO, IL 60680		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 23,974,238		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
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)	857,103			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	13,175	13,175		
	4 Dividends and interest from securities.	501,633	501,633		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	555,687			
	b Gross sales price for all assets on line 6a _____ 3,848,329				
	7 Capital gain net income (from Part IV , line 2)		555,687		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) 	394	394		
	12 Total. Add lines 1 through 11	1,927,992	1,070,889		
	13 Compensation of officers, directors, trustees, etc	146,818	36,628		110,190
	14 Other employee salaries and wages	193,191	0		193,191
	15 Pension plans, employee benefits	148,686	0		148,686
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) 	30,189	15,094		15,095
	c Other professional fees (attach schedule) 	148,169	131,935		16,234
	17 Interest				
	18 Taxes (attach schedule) (see instructions) 	24,040	10,540		0
	19 Depreciation (attach schedule) and depletion 	1,243	0		
	20 Occupancy	42,114	0		42,114
	21 Travel, conferences, and meetings	93,103	0		93,103
	22 Printing and publications				
	23 Other expenses (attach schedule) 	32,266	0		32,266
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	859,819	194,197		650,879
	25 Contributions, gifts, grants paid	1,559,769			1,559,769
	26 Total expenses and disbursements. Add lines 24 and 25	2,419,588	194,197		2,210,648
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-491,596			
	b Net investment income (if negative, enter -0-)		876,692		
	c Adjusted net income (if negative, enter -0-)				

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	20,021	254,827	254,827
	2	Savings and temporary cash investments	725,840	549,196	532,615
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	13,569,780	13,014,487	17,404,746
	c	Investments—corporate bonds (attach schedule).	2,411,033	2,373,824	2,443,007
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,889,211	2,932,971	3,336,147
	14	Land, buildings, and equipment basis ▶ 134,151 Less accumulated depreciation (attach schedule) ▶ 133,130	2,264	1,021	1,021
15	Other assets (describe ▶ _____)	1,875	1,875	1,875	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	19,620,024	19,128,201	23,974,238	
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)	0	0	
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	19,620,024	19,128,201	
	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			
	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 page 17 of the instructions)	19,620,024	19,128,201	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,620,024	19,128,201	

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 19,620,024
2	Enter amount from Part I, line 27a	2 -491,596
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 19,128,428
5	Decreases not included in line 2 (itemize) ▶ _____	5 227
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 19,128,201

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)
1 a SALE OF 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 3,848,329		3,292,642	555,687	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			555,687	
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	555,687
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 page 18 of 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	2,248,608	23,980,714	0 093767		
2010	2,389,346	22,834,793	0 104636		
2009	2,068,182	21,111,532	0 097965		
2008	2,190,216	31,319,442	0 069932		
2007	2,839,586	28,272,843	0 100435		
2 Total of line 1, column (d).				2	0 466735
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 093347
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.				4	23,515,881
5 Multiply line 4 by line 3.				5	2,195,137
6 Enter 1% of net investment income (1% of Part I, line 27b).				6	8,767
7 Add lines 5 and 6.				7	2,203,904
8 Enter qualifying distributions from Part XII, line 4.				8	2,210,648

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	8,767
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	0
3		Add lines 1 and 2.		3	8,767
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	8,767
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,711	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	7,000	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	15,711
8		Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	3
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	6,941
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	6,941	Refunded	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ 0 (2) On foundation managers \$ _____ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) OH, IL _____			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No		
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes			
Website address ►WWW.NEEDMORFUND.ORG						
14	The books are in care of ►GMA FOUNDATIONS Telephone no ►(617) 426-7080 Located at ►77 SUMMER STREET 8TH FLOOR BOSTON MA ZIP +4 ►02110					
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 ► <table><tr><td>15</td><td></td></tr></table>	15				
15						
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		No		
See 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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ► ☐	1b		No
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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ► 20____, 20____, 20____, 20____			
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 ► 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b

No

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes

No

b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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 Additional Data Table				

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
MARY K SOBECKI	GRANTS MANAGER	76,830	43,339	0
42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	40 00			
FRANK I SANCHEZ	SENIOR PROG OFFICER	85,175	24,851	0
42 SOUTH ST CLAIR STREET TOLEDO, OH 43604	40 00			

Total number of other employees paid over \$50,000.

0

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
BOSTON TRUST & INVESTMENT MANAGEMENT COMPANY	INVESTMENT MANAGEMENT	69,354
ONE BEACON STREET BOSTON,MA 02108		
Total number of others receiving over \$50,000 for professional services.		0

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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	23,873,991
b	Average of monthly cash balances.	1b	0
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	23,873,991
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	23,873,991
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	358,110
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,515,881
6	Minimum investment return. Enter 5% of line 5.	6	1,175,794

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	1,175,794
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	8,767
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	8,767
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,167,027
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,167,027
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,167,027

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	2,210,648
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,210,648
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	8,767
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,201,881
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				1,167,027
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20__ , 20__ , 20__		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	1,484,632			
b From 2008.	636,556			
c From 2009.	1,019,157			
d From 2010.	1,262,142			
e From 2011.	1,073,686			
f Total of lines 3a through e.	5,476,173			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 2,210,648				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				1,167,027
e Remaining amount distributed out of corpus	1,043,621			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,519,794			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	1,484,632			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,035,162			
10 Analysis of line 9				
a Excess from 2008. . . .	636,556			
b Excess from 2009. . . .	1,019,157			
c Excess from 2010. . . .	1,262,142			
d Excess from 2011. . . .	1,073,686			
e Excess from 2012. . . .	1,043,621			

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.

Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	

Qualifying distributions from Part XII, line 4 for each year listed					
--	--	--	--	--	--

e. Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
---	--	--	--	--	--

"Assets" alternative test—enter					
(1) Value of all assets					

• "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
--	--	--	--	--	--

“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					
-----------------------------	--	--	--	--	--

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))

• 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

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

MARY SOBECKI GRANTS MANAGER
42 SOUTH ST CLAIR STREET
TOLEDO, OH 43604
(419) 255-5560
MSOBECKI@NEEDMORFUND.ORG

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

NATIONAL LEARNING COMMUNITY APPLICANTS SHOULD COMPLETE THE FOUNDATION'S PRE-APPLICATION INQUIRY FORM, WHICH IS AVAILABLE ON THEIR WEBSITE, BY MAY 31, 2013. WITHIN TWO WEEKS, YOU WILL BE INFORMED WHETHER SUBMISSION OF A FULL PROPOSAL BY YOUR ORGANIZATION IS APPROPRIATE. THE FULL PROPOSAL IS AVAILABLE ON THE FOUNDATION'S WEBSITE. THE FULL PROPOSAL IS DUE BY JUNE 30, 2013. APPLICANTS LOCATED IN THE SOUTHEAST CLUSTER (INCLUDES AL, LA & MS) AND THE SOUTHWEST CLUSTER (INCLUDES AZ, NM & SOUTHERN PARTS OF CA & TX) SHOULD UTILIZE THE SOUTHEAST & SOUTHWEST CLUSTER APPLICATION FORM, WHICH IS AVAILABLE ON THE FOUNDATION'S WEBSITE. THESE APPLICATIONS ARE DUE BY JANUARY 10, 2014.

c Any submission deadlines
SEE ABOVE FOR DEADLINES

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

NEEDMOR FUND WILL NOT CONSIDER PROPOSALS FOR FUNDING OF THE FOLLOWING COMMUNITY DEVELOPMENT CORPORATIONS, SCHOLARSHIPS/FELLOWSHIPS, PRIVATE BUSINESSES, DIRECT SERVICE OR TRAINING PROGRAMS, CULTURAL ENRICHMENT PROGRAMS, FILMS, TV OR RADIO PRODUCTIONS, BOOKS, PUBLICATIONS OR RESEARCH, CONFERENCES, CAPITAL IMPROVEMENTS, LITIGATION, PROJECTS OUTSIDE THE U S , GOVERNMENT SPONSORED OR CONTROLLED PROJECTS, AND NATIONAL ORGANIZATIONS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	1,559,769
b Approved for future payment				
Total			3b	0

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			14	13,175	
4 Dividends and interest from securities.			14	501,633	
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	555,687	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. . .					
11 Other revenue a <u>CLASS ACTION PROCEEDS</u>			14	394	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		1,070,889	0
13 Total. Add line 12, columns (b), (d), and (e).			13	1,070,889	1,070,889

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. 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		Yes	No
1a(1)			No
1a(2)			No
1b(1)			No
1b(2)			No
1b(3)			No
1b(4)			No
1b(5)			No
1b(6)			No
1c			No

[illegible]

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 or fiduciary) is based on all information of which preparer has any knowledge.

* * * * *

2013-10-29

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 7)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use
Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN P00950491
	ALFONSO PERILLO	ALFONSO PERILLO	2013-10-21		
	Firm's name ☐	EDELSTEIN AND COMPANY LLP		Firm's EIN ☐ 04-2442519	
		160 FEDERAL STREET 9TH FLOOR			
	Firm's address ☐	BOSTON, MA 021101772		Phone no (617) 227-6161	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization NEEDMOR CO THE NORTHERN TRUST COMPANY	Employer identification number 34-6504812
---	--

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)() (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than \$1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer “No” on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization NEEDMOR CO THE NORTHERN TRUST COMPANY	Employer identification number 34-6504812
--	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>1</u>	DINNY STRANAHAN CLT C/O THE NEEDMOR FUND 42 SOUTH ST CL TOLEDO, OH 43604	\$ 480,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>2</u>	MARY STRANAHAN C/O THE NEEDMOR FUND 42 SOUTH ST CL TOLEDO, OH 43604	\$ 255,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>3</u>	ABBY STRANAHAN C/O THE NEEDMOR FUND 42 SOUTH ST CL TOLEDO, OH 43604	\$ 10,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>4</u>	THE ATLANTIC PHILANTHROPIES 75 VARICK STREET 17TH FLOOR NEW YORK, NY 10013	\$ 100,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
<u>5</u>	MOLLY STRANAHAN C/O THE NEEDMOR FUND 42 SOUTH ST CL TOLEDO, OH 43604	\$ 9,103	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
<u> </u>	 	\$ 	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization NEEDMOR CO THE NORTHERN TRUST COMPANY	Employer identification number 34-6504812
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Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee

TY 2012 Accounting Fees Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	30,189	15,094		15,095

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY
EIN: 34-6504812

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
OFFICE FURNITURE & EQUIPMENT	1997-11-22	1,248	1,248	200DB	7 0000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	1998-05-27	4,829	4,829	200DB	7 0000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	1999-01-15	4,250	4,250	200DB	7 0000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2000-08-16	6,319	6,319	200DB	7 0000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2001-12-28	3,901	3,901	200DB	7 0000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2002-03-12	1,300	1,300	200DB	7 0000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2004-06-30	12,257	12,257	200DB	7 0000000000000	0	0		
OFFICE FURNITURE & EQUIPMENT	2005-12-09	7,759	7,413	200DB	7 0000000000000	346	0		
OFFICE FURNITURE & EQUIPMENT	2006-12-15	3,629	3,143	200DB	7 0000000000000	324	0		
OFFICE FURNITURE & EQUIPMENT	2007-12-31	4,313	3,351	200DB	7 0000000000000	385	0		
TOLEDO OFFICE BUILDOUT	2004-03-04	80,000	80,000	SL	7 0000000000000	0	0		
COMPUTER SOFTWARE	2001-09-14	322	322	200DB	7 0000000000000	0	0		
COMPUTER SOFTWARE	2005-08-26	2,391	2,391	200DB	3 0000000000000	0	0		
HP LAPTOP	2009-12-22	1,633	1,163	200DB	5 0000000000000	188	0		

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
VALLEY INTERFAITH PROJECT	1802 EAST THOMAS ROAD STE 15 PHOENIX, AZ 85106	2010-07-12	35,000	GENERAL OPERATING SUPPORT	17,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	09/01/11		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
WEST TEXAS ORGANIZING STRATEGY	PO BOX 5237 LUBBOCK, TX 79408	2010-06-01	30,000	GENERAL OPERATING SUPPORT	15,000	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	02/27/12		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
EL PASO INTERRELIGIOUS SPONSORING COMMITTEE	1415 DAKOTA STREET EL PASO, TX 79930	2011-06-13	30,000	GENERAL OPERATING SUPPORT	15,000	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	07/16/12		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
SAN ANTONIO COPS	1511 SALTILLO STREET SAN ANTONIO, TX 78207	2010-06-07	35,000	GENERAL OPERATING SUPPORT	17,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	07/07/11		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
THE BORDER ORGANIZATION	PO BOX 2312 DEL RIO, TX 78841	2011-07-05	25,000	GENERAL OPERATING SUPPORT	12,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	09/06/12		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
EL PASO INTERRELIGIOUS SPONSORING COMMITTEE	1415 DAKOTA STREET EL PASO, TX 79930	2012-07-16	30,000	GENERAL OPERATING SUPPORT	15,000	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	01/10/13		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
SAN ANTONIO COPS	1511 SALTILLO STREET SAN ANTONIO, TX 78207	2011-06-13	35,000	GENERAL OPERATING SUPPORT	17,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	08/30/12		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
THE BORDER ORGANIZATION	PO BOX 2312 DEL RIO, TX 78841	2012-07-02	50,000	GENERAL OPERATING SUPPORT	25,000	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	01/10/13		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE
THE METROPOLITAN ORGANIZATION	4141 SOUTHWEST FREEWAY SUITE 650 HOUSTON, TX 77027	2012-06-21	35,000	GENERAL OPERATING SUPPORT	17,500	TO THE KNOWLEDGE OF THE GRANTOR, NO FUNDS HAVE BEEN DIVERTED	01/10/13		THE GRANTOR HAS NO REASON TO DOUBT THE ACCURACY OR RELIABILITY OF THE REPORT FROM THE GRANTEE, THEREFORE, NO INDEPENDENT VERIFICATION OF THE REPORT WAS MADE

**TY 2012 Investments Corporate
Bonds Schedule****Name:** NEEDMOR CO THE NORTHERN TRUST COMPANY**EIN:** 34-6504812

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS	2,373,824	2,443,007

**TY 2012 Investments Corporate
Stock Schedule**

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY
EIN: 34-6504812

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK	13,014,487	17,404,746

TY 2012 Investments - Other Schedule**Name:** NEEDMOR CO THE NORTHERN TRUST COMPANY**EIN:** 34-6504812

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
CERTIFICATES OF DEPOSIT	FMV	1,300,000	1,353,510
HEDGE FUND	FMV	1,500,000	1,820,111
EXCHANGE TRADED FUNDS	FMV	132,971	162,526

TY 2012 Land, Etc. Schedule**Name:** NEEDMOR CO THE NORTHERN TRUST COMPANY**EIN:** 34-6504812

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE FURNITURE & EQUIPMENT	1,248	1,248	0	
OFFICE FURNITURE & EQUIPMENT	4,829	4,829	0	
OFFICE FURNITURE & EQUIPMENT	4,250	4,250	0	
OFFICE FURNITURE & EQUIPMENT	6,319	6,319	0	
OFFICE FURNITURE & EQUIPMENT	3,901	3,901	0	
OFFICE FURNITURE & EQUIPMENT	1,300	1,300	0	
OFFICE FURNITURE & EQUIPMENT	12,257	12,257	0	
OFFICE FURNITURE & EQUIPMENT	7,759	7,759	0	
OFFICE FURNITURE & EQUIPMENT	3,629	3,467	162	162
OFFICE FURNITURE & EQUIPMENT	4,313	3,736	577	577
TOLEDO OFFICE BUILDOUT	80,000	80,000	0	
COMPUTER SOFTWARE	322	322	0	
COMPUTER SOFTWARE	2,391	2,391	0	
HP LAPTOP	1,633	1,351	282	282

TY 2012 Other Assets Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
REFUNDABLE SECURITY DEPOSIT	1,875	1,875	1,875

TY 2012 Other Decreases Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description	Amount
PRIOR PERIOD ADJUSTMENTS TO COST BASIS	227

TY 2012 Other Expenses Schedule**Name:** NEEDMOR CO THE NORTHERN TRUST COMPANY**EIN:** 34-6504812

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OFFICE SUPPLIES	4,906	0		4,906
POSTAGE	978	0		978
TELEPHONE	5,813	0		5,813
MISCELLANEOUS EXPENSES	17,163	0		17,163
INSURANCE	750	0		750
EQUIPMENT RENTAL & REPAIRS	2,656	0		2,656

TY 2012 Other Income Schedule

Name: NEEDMOR CO THE NORTHERN TRUST COMPANY

EIN: 34-6504812

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION PROCEEDS	394	394	394

TY 2012 Other Professional Fees Schedule**Name:** NEEDMOR CO THE NORTHERN TRUST COMPANY**EIN:** 34-6504812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	101,935	101,935		0
CONSULTANTS	46,234	30,000		16,234

TY 2012 Taxes Schedule**Name:** NEEDMOR CO THE NORTHERN TRUST COMPANY**EIN:** 34-6504812

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	10,540	10,540		0
FEDERAL EXCISE TAX	13,500	0		0

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
MARY STRANAHAN	TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
KEN ROLLING	VICE CHAIR/TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
DANIEL STRANAHAN	SECRETARY/TREASURER/TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
LOUIS DELGADO	TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
JAMES DICKSON	TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
ANA GUERRERO	TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
ABBY STRANAHAN	BOARD CHAIR/TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
ANN STRANAHAN	TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
PATTI STRANAHAN	TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
DAVID BECKWITH	EXEC DIRECTOR (RESIGNED 12/31/12) 40 00	110,190	26,440	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
NORTHERN TRUST COMPANY	TRUSTEE 1 00	36,628	0	0
PO BOX 804298 CHICAGO, IL 60680				
SUSAN R CHINN	TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				
VIRGINIA PARRY	TRUSTEE 1 00	0	0	0
C/O NEEDMOR FUND 42 SOUTH ST CLAIR STREET TOLEDO, OH 43604				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

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Name and address (home or business)				
a <i>Paid during the year</i>				
ALABAMA APPLESEED CENTER FOR LAW & JUSTICE INC PO BOX 4864 MONTGOMERY,AL 36103	N/A	501C3	PROGRAM SUPPORT	5,000
ALBUQUERQUE INTERFAITH 6001 MARBLE AVE NE STE 11 ALBUQUERQUE,NM 87110	N/A	501C3	PROGRAM SUPPORT	30,000
ANCHORAGE FAITH & ACTION PO BOX 143294 ANCHORAGE,AK 99514	N/A	501C3	PROGRAM SUPPORT	35,000
ARIZONA INSTITUTE FOR PUBLIC LIFE 2728 EAST THOMAS ROAD SUITE 108 PHOENIX,AZ 85016	N/A	501C3	PROGRAM SUPPORT	30,000
ARKANSAS COMMUNITY HOUSING CORPORATION 2101 SOUTH MAIN STREET LITTLE ROCK,AR 72206	N/A	501C3	PROGRAM SUPPORT	30,000
ASSOCIATION OF SMALL FOUNDATIONS 1720 N STREET NW WASHINGTON,DC 20036	N/A	501C3	PROGRAM SUPPORT	1,395
BAY AREA ORGANIZING COMM 2097 TURK BOULEVARD - SUITE A SAN FRANCISCO,CA 94115	N/A	501C3	PROGRAM SUPPORT	30,000
BIRMINGHAM AREA INTERFAITH SPONSORING COMMITTEE 2100 4TH AVENUE NIRTH BIRMINGHAM,AL 35203	N/A	501C3	PROGRAM SUPPORT	30,000
CENTER FOR COMMUNITY CHANGE 1536 U STREET NW WASHINGTON,DC 20009	N/A	501C3	PROGRAM SUPPORT	5,000
CERES INC 99 CHAUNCY STREET 6TH FLOOR BOSTON,MA 02111	N/A	501C3	PROGRAM SUPPORT	500
COMMUNITIES UNITED FOR PEOPLE PO BOX 33167 PORTLAND,OR 97292	N/A	501C3	PROGRAM SUPPORT	3,000
DALLAS AREA INTERFAITH 1104 LUPO DRIVE DALLAS,TX 75207	N/A	501C3	PROGRAM SUPPORT	35,000
EL PASO INTERRELIGIOUS SPONSORING COMM 1415 DAKOTA AVENUE EL PASO,TX 79930	N/A	E R	PROGRAM SUPPORT	30,000
ENVIRONMENTAL GRANTMAKERS ASSOCIATION 55 EXCHANGE PLACE 405 NEWYORK,NY 10005	N/A	501C3	PROGRAM SUPPORT	394
ENVIRONMENTAL HEALTH COALITION 2727 HOOVER AVENUE NATIONAL CITY,CA 91950	N/A	501C3	PROGRAM SUPPORT	35,000

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FAITH AND ACTION FOR STRENGTH TOGETHER PO BOX 10421 ST PETERSBURG,FL 33733	N/A	501C3	PROGRAM SUPPORT	35,000
FLORIDA CONSUMER ACTION NETWORK PO BOX 533732 ORLANDO,FL 32853	N/A	501C3	PROGRAM SUPPORT	30,000
GRANITE STATE ORGANIZING PROJECT 383 BEECH STREET MANCHESTER,NH 03103	N/A	501C3	PROGRAM SUPPORT	35,000
GRANTMAKERS CONCERNED IMMIGRANTSREFUGEES PO BOX 1100 SEBASTOPOL,CA 95473	N/A	501C3	PROGRAM SUPPORT	2,000
HISPANICS IN PHILANTHROPY 55 SECOND STREET 1500 SAN FRANCISCO,CA 94105	N/A	501C3	PROGRAM SUPPORT	250
ILLINOIS COALITION FOR IMMIGRANT & REFUGEE RIGHTS 55 EAST JACKSON BOULEVARD - SUITE 2075 CHICAGO,IL 60604	N/A	501C3	PROGRAM SUPPORT	35,000
INTERFAITH FUNDERS 2719 DENVER AVE LONGMONT,CO 80503	N/A	501C3	PROGRAM SUPPORT	2,500
LA VOICE 760 SOUTH WESTMORELAND AVE LOS ANGELES,CA 90005	N/A	501C3	PROGRAM SUPPORT	30,000
LABORCOMMUNITY STRATEGY CENTER 3780 WILSHIRE BLVD STE 1200 LOS ANGELES,CA 90010	N/A	501C3	PROGRAM SUPPORT	30,000
MIAMI WORKERS CENTER 6127 NW 7TH AVENUE MIAMI,FL 33127	N/A	501C3	PROGRAM SUPPORT	35,000
MISSISSIPPI WORKERS' CENTER FOR HUMAN RIGHTS PO BOX 1223 GREENVILLE,MS 38702	N/A	501C3	PROGRAM SUPPORT	30,000
NATIONAL COMMITTEE FOR RESPONSIVE PHILANTHROPY 1331 H STREET NW STE 200 WASHINGTON,DC 20005	N/A	501C3	PROGRAM SUPPORT	5,000
NATIONAL PEOPLE'S ACTION 810 N MILWAUKEE CHICAGO,IL 60642	N/A	501C3	PROGRAM SUPPORT	4,500
NEIGHBORHOOD FUNDERS GROUP 1201 CONNECTICUT AVE 3RD FLOOR WASHINGTON,DC 20036	N/A	501C3	PROGRAM SUPPORT	9,000
NEW JERSEY REGIONAL COALITION 900 HADDON AVENUE - SUITE 307 COLLINGSWOOD,NJ 08108	N/A	501C3	PROGRAM SUPPORT	30,000

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NEW MEXICO ASSOC OF GRANTMAKERS PO BOX 9280 SANTE FE,NM 87504	N/A	501C3	PROGRAM SUPPORT	500
NORTHERN AND CENTRAL LOUISIANA INTERFAITH P O BOX 7553 MONROE,LA 71211	N/A	501C3	PROGRAM SUPPORT	40,000
NORTHERN LOUISIANA INTERFAITH GREATER JACKSON METRO SPONSORING COMMITTEE 1170 ELLIS AVE STE 100 JACKSON,MS 39204	N/A	501C3	PROGRAM SUPPORT	40,000
NORTHERN LOUISIANA INTERFAITH P O BOX 7553 MONROE,LA 71211	N/A	501C3	PROGRAM SUPPORT	15,000
OHIO GRANTMAKERS FORUM 37 W BROAD STREET STE 800 COLUMBUS,OH 43215	N/A	501C3	PROGRAM SUPPORT	1,000
PICO NATIONAL NETWORK 171 SANTA ROSA OAKLAND,CA 94610	N/A	501C3	PROGRAM SUPPORT	20,000
SAN ANTONIO COPS 1511 SALTILLO AVENUE SAN ANTONIO,TX 78207	N/A	E R	PROGRAM SUPPORT	17,500
SAN DIEGO ORGANIZING PROJECT 4305 UNIVERSITY AVE STE 530 SAN DIEGO,CA 92105	N/A	501C3	PROGRAM SUPPORT	35,000
SAN FRANCISCO ORGANIZING PROJECT 33215 CESAR CHAVEZ STREET SAN FRANCISCO,CA 94110	N/A	501C3	PROGRAM SUPPORT	25,000
SOUTHERN UNITED NEIGHBORHOODS 827 TUPELO STREET NEWORLEANS,LA 70117	N/A	501C3	PROGRAM SUPPORT	37,500
SUNFLOWER COMMUNITY ACTION 1407 NORTH TOPEKA STREET WICHITA,KS 67214	N/A	501C3	PROGRAM SUPPORT	26,500
TAKE ACTION MINNESOTA EDUCATION FUND 705 RAYMOND AVENUE - SUITE 100 MINNEAPOLIS,MN 55414	N/A	501C3	PROGRAM SUPPORT	33,500
TENANTS & WORKERS UNITED 3801 MOUNT VERNON AVENUE ALEXANDRIA,VA 22305	N/A	501C3	PROGRAM SUPPORT	35,000
THE BORDER ORGANIZATION PO BOX 2312 DEL RIO,TX 78841	N/A	E R	PROGRAM SUPPORT	25,000
THE FOUNDATION FOR LOUISIANA 4354 S SHERWOOD FOREST BLVD STE 200 BATON ROUGE,LA 70816	N/A	501C3	PROGRAM SUPPORT	5,000

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THE MICAH PROJECT 2001 SIMON BOLIVAR AVENUE NEW ORLEANS, LA 70113	N/A	501C3	PROGRAM SUPPORT	35,000
VIRGINIA ORGANIZING PROJECT 703 CONCORD AVE CHARLOTTESVILLE, VA 22903	N/A	501C3	PROGRAM SUPPORT	5,000
VOCES DE LA FRONTERA 1027 SOUTH 5TH STREET MILWAUKEE, WI 53204	N/A	501C3	PROGRAM SUPPORT	30,000
WISDOM 3767 EAST UNDERWOOD AVENUE CUDAHY, WI 53110	N/A	501C3	PROGRAM SUPPORT	30,000
ALLIANCE FOR JUSTICE 11 DUPONT CIRCLE NW SUITE 200 WASHINGTON, DC 20036	N/A	501C3	PROGRAM SUPPORT	5,000
ALLIANCE TO DEVELOP POWER 130 UNION STREET SPRINGFIELD, MA 01105	N/A	501C3	PROGRAM SUPPORT	2,500
BATON ROUGE SPONSORING COMMITTEE 756 SOUTH ACADIAN THRUWAY 1 BATON ROUGE, LA 70806	N/A	501C3	PROGRAM SUPPORT	40,000
CENTER FOR COMMUNITY CHANGE PROMISE ARIZONA 701 SOUTH FIRST STREET PHOENIX, AZ 85004	N/A	501C3	PROGRAM SUPPORT	30,000
COMMON COUNSEL FOUNDATION 402 14TH STREET SUITE 809 OAKLAND, CA 94612	N/A	501C3	PROGRAM SUPPORT	5,000
CONNECTICUT SPONSORING COMMITTEE 81 SALSTONSTALL AVENUE NEW HAVEN, CT 06513	N/A	501C3	PROGRAM SUPPORT	30,000
DIRECT ACTION AND RESEARCH TRAINING CENTER 820 NEW YORK STREET LAWRENCE, KS 66044	N/A	501C3	PROGRAM SUPPORT	5,000
EL CENTRO DE IGUALDAD DERECHOS 714 4TH STREET SW ALBUQUERQUE, NM 87102	N/A	501C3	PROGRAM SUPPORT	4,000
FOUNDATION FOR LOUISIANA 4354 S SHERWOOD FOREST BLVD STE 200 BATON ROUGE, LA 70816	N/A	501C3	PROGRAM SUPPORT	5,000
ILLINOIS PEOPLE'S ACTION 510 EAST WASHINGTON ST SUITE 309 BLOOMINGTON, IL 61701	N/A	501C3	PROGRAM SUPPORT	30,000
LAS VEGAS VALLEY INTERFAITH SPONSORING COMMITTEE 2108 REVERE NORTH LAS VEGAS, NV 89030	N/A	501C3	PROGRAM SUPPORT	30,000

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MAHON VALLEY ORGANIZING COLLABORATIVE 201 EAST COMMERCE STREET SUITE 137 YOUNGSTOWN,OH 44503	N/A	501C3	PROGRAM SUPPORT	30,000
NEW ORGANIZING INSTITUTE 1850 M STREET NW WASHINGTON,DC 20036	N/A	501C3	PROGRAM SUPPORT	7,500
OLE EDUCATION FUND 411 BELLAMAH NW ALBUQUERQUE,NM 87102	N/A	501C3	PROGRAM SUPPORT	30,000
ONEAMERICA 1225 SOUTH WELLER STREET SEATTLE,WA 98144	N/A	501C3	PROGRAM SUPPORT	30,000
ORANGE COUNTY CONGREGATION COMMUNITY P O BOX 2 ANAHEIM,CA 92815	N/A	501C3	PROGRAM SUPPORT	30,000
PUBLIC INTEREST PROJECTS 45WEST 36TH STREET 6TH FLOOR NEWYORK,NY 10018	N/A	501C3	PROGRAM SUPPORT	2,500
SOUTHWEST ORGANIZING PROJECT 211 10TH STREET SOUTHWEST ALBUQUERQUE,NM 87102	N/A	501C3	PROGRAM SUPPORT	30,000
THE METROPOLITAN ORGANIZATION 4141 SOUTHWEST FREEWAY SUITE 650 HOUSTON,TX 77027	N/A	E R	PROGRAM SUPPORT	17,500
TRIANGLE CAN 4907 GARRETT ROAD DURHAM,NC 27707	N/A	501C3	PROGRAM SUPPORT	30,000
UNITED WORKERS ASSOCIATION P O BOX 41547 BALTIMORE,MD 21203	N/A	501C3	PROGRAM SUPPORT	30,000
UNIVERSITY OF SOUTHERN CALIFORNIA PROGRAM FOR ENVIRONMENTAL & REGIONAL EQUI 950 WEST JEFFERSON BOULEVARD LOS ANGELES,CA 90089	N/A	501C3	PROGRAM SUPPORT	5,000
US SIF SOCIAL INVESTMENT FORUM 910 17TH STREET NW SUITE 1000 WASHINGTON,DC 20006	N/A	501C3	PROGRAM SUPPORT	730
VIRGINIANS ORGANIZED FOR INTERFAITH COMMUNITY ENGAGEMENT 4444 ARLINGTON BOULEVARD ARLINGTON,VA 22204	N/A	501C3	PROGRAM SUPPORT	35,000
WORKERS DEFENSE PROJECT 5604 MANOR ROAD AUSTIN,TX 78723	N/A	501C3	PROGRAM SUPPORT	25,000
Total  3a				1,559,769