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: THE THORSON FOUNDATION 23-81711

A Employer identification number: 36-6051916

Number and street (or P O box number if mail is not delivered to street address): THE NORTHERN TRUST COMPANY

Room/suite:

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

City or town, state, and ZIP code: P.O. BOX 803878 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)* ▶ $ 2,909,855.

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

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

ENVELOPE POSTMARK DATE MAY 16 2013

SCANNED MAY 23 2013

RECEIVED MAY 21 2013 E2-625 IRS-OSC OGDEN, UT

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

	Line	Description	(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	80,245.	80,245.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	42,411.			
	b	Gross sales price for all assets on line 6a 178,221.				
	7	Capital gain net income (from Part IV, line 2)		42,411.		
	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)	-161.			STMT 2
	12	**Total.** Add lines 1 through 11	122,495.	122,656.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	2,000.	1,000.	NONE	1,000.
	c	Other professional fees (attach schedule) STMT 4	19,991.	19,991.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	815.	815.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	185.			185.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	22,991.	21,806.	NONE	1,185.
	25	Contributions, gifts, grants paid	141,765.			141,765.
	26	**Total expenses and disbursements** Add lines 24 and 25	164,756.	21,806.	NONE	142,950.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-42,261.			
	b	**Net investment income** (if negative, enter -0-)		100,850.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	155,984.	204,333.	204,333.
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)	1,305,993.	1,280,484.	1,673,198.
c Investments - corporate bonds (attach schedule)	883,760.	829,962.	899,339.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)	124,995.	125,220.	132,985.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,470,732.	2,439,999.	2,909,855.
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)		NONE	
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	2,470,732.	2,439,999.	
28 Paid-in or capital surplus, or land, bldg, and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	2,470,732.	2,439,999.	
31 **Total liabilities and net assets/fund balances** (see instructions)	2,470,732.	2,439,999.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,470,732.
2 Enter amount from Part I, line 27a	2	-42,261.
3 Other increases not included in line 2 (itemize) ▶ TAX COST ETC. ADJ.	3	11,528.
4 Add lines 1, 2, and 3	4	2,439,999.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,439,999.

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	178,221.		135,810.	42,411.
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				42,411.
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** 42,411.

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	136,497.	2,877,228.	0.047440
2010	130,573.	2,775,951.	0.047037
2009	152,493.	2,611,887.	0.058384
2008	167,725.	3,073,692.	0.054568
2007	159,115.	3,456,514.	0.046033

2	**Total** of line 1, column (d)	2	0.253462
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	0.050692
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,895,349.
5	Multiply line 4 by line 3	5	146,771.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,009.
7	Add lines 5 and 6	7	147,780.
8	Enter qualifying distributions from Part XII, line 4	8	142,950.

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	2,017.
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	2,017.
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	2,017.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,589.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,589.
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	428.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **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? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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	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 ▶ N/A			
14	The books are in care of ▶ NORTHERN TRUST Telephone no. ▶ (312)630-6000 Located at ▶ 50 SOUTH LA SALLE ST, CHICAGO, IL ZIP+4 ▶ 60675			
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			
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		
	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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances

Total number of other employees paid over $50,000 ▶

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
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,939,441.
b	Average of monthly cash balances	1b	NONE
c	*Fair market value of all other assets (see instructions)*	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,939,441.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	2,939,441.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see *instructions*)	4	44,092.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,895,349.
6	**Minimum investment return.** Enter 5% of line 5	6	144,767.

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	144,767.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,017.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,017.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	142,750.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	142,750.
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	142,750.

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	142,950.
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	142,950.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	142,950.

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				142,750.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			141,750.	
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: ▶ $ 142,950.				
a	Applied to 2011, but not more than line 2a			141,750.	
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				1,200.
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				141,550.
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).)

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 28				141,765.
Total . . . . . . ▶ **3a**				141,765.
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	80,245.	
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			14	-161.	
8 Gain or (loss) from sales of assets other than inventory			18	42,411.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				122,495.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 122,495.

(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.

▶ John C Goodall, Jr | 4/25/13 | ▶ 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
WILLIAM BRANDES	William Brandes	4-18-13		P01298951
Firm's name ▶ THE NORTHERN TRUST COMPANY			Firm's EIN ▶ 36-1561860	
Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680			Phone no.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS ETC.		80,245.	80,245.
	TOTAL	80,245.	80,245.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME ETC.		-161.
	TOTALS	-161.

STATEMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	19,991.	19,991.
TOTALS	19,991.	19,991.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN	815.	815.
TOTALS	815.	815.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ATTORNEY GENERAL	15.	15.
OFFICE EXPENSE AND SUPPLIES	160.	160.
SECRETARY OF STATE	10.	10.
TOTALS	185.	185.

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

OFFICER NAME:
JOHN C. GOODALL JR.
ADDRESS:
GLENVIEW, IL
,
TITLE:
TRUSTEE, PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 30

OFFICER NAME:
JOHN C. GOODALL, III
ADDRESS:
GLENVIEW, IL
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:
DONALD THORSON
ADDRESS:
ALEXANDRIA, VA
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

OFFICER NAME:
DANA DEANGLEIS
ADDRESS:
WELLESLEY, MA
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

STATEMENT 7

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

===

OFFICER NAME:
ANDREW FOORD
ADDRESS:
POMPTON LAKES, NV
,
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

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

RECIPIENT NAME:
CIRCUS WORLD MUSEUM
FOUNDATION
ADDRESS:
550 WATER STREET
BARABOO, WI, WI 53913-2597
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 22,740.

RECIPIENT NAME:
JUNIOR LEAGUE
ADDRESS:
117 NEWBURY ST
BOSTON, MA 02116
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 135.

RECIPIENT NAME:
DUKE UNIVERSITY
ANNUAL FUND
ADDRESS:
2127 CAMPUS DR
DURHAM, NC 27708
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
MUSIC INSTITUTE
OF CHICAGO
ADDRESS:
517 GREENBAY RD
WILMETTE, IL 60091
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,500.

RECIPIENT NAME:
RAVINIA FESTIVAL
ADDRESS:
400 IRIS LANE
HIGHLAND PARK, IL 60035
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
NOBLE & GREENOUGH SCHOOL
ADDRESS:
10 CAMPUS DR
DEDHAM, MA 02026
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 8,000.

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

RECIPIENT NAME:
OPENLANDS PROJECT
ADDRESS:
25 E WASHINGTON
CHICAGO, IL 60606
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
BLINDED AMERICAN
VETERANS FOUNDATION
ADDRESS:
P.O. BOX 65900
WASHINGTON D.C., DC 20035
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
FAMILY OF THE AMERICAS
FOUNDATION
ADDRESS:
P.O. BOX 1170
DUNKIRK, MD 20754
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 6,000.

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

RECIPIENT NAME:
ACCA - FRED RUFFING
SCHOLARSHIP FUND
ADDRESS:
7200 COLUMBIA PIKE
ANNANDALE, VA 22003
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 13,000.

RECIPIENT NAME:
WOLF TRAP FOUNDATION FOR
THE PERFORMING ARTS
ADDRESS:
1645 TRAP ROAD
VIENNA, VA 22182
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
MONTPELIER FOUNDATION
ADDRESS:
P.O. BOX 911
ORANGE, VA 22960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
SACRED HEART SCHOOLS
ADDRESS:
6250 N SHERIDAN
CHICAGO, IL 60660
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
EVANS SCHOLARS FOUNDATION
ADDRESS:
1 BRIAR ROAD
GOLF, IL 60029
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,255.

RECIPIENT NAME:
OVARIAN CANCER RESEARCH
FUND
ADDRESS:
14 PENNSYLVANIA
NEW YORK, NY 10122
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
PROSTATE CANCER
RESEARCH INSTITUTE
ADDRESS:
5777 W CENTURY BLVD
LOS ANGELES, CA 90045
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
HUNDRED CLUB OF COOK
COUNTY
ADDRESS:
135 SOUTH LASALLE #1162
CHICAGO, IL 60603
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... -500.

RECIPIENT NAME:
CENACLE SISTERS
ADDRESS:
513 FULLERTON PKWY
CHICAGO, IL 60614
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,500.

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

RECIPIENT NAME:
ST. ANTHONY OF PADUA
CATHOLIC CHURCH
ADDRESS:
3305 GLEN CARLYN ROAD
FALLS CHURCH, VA 22041
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
FIELD MUSEUM
ADDRESS:
1400 LAKE SHORE DR
CHICAGO, IL 60605
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,200.

RECIPIENT NAME:
FESSENDEN SCHOOL
FOUNDATION
ADDRESS:
250 WALTHAM ST
WEST NEWTON, MA 02465
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
MUSEUM OF SCIENCE & INDUSTRY
ADDRESS:
57TH AND LAKE SHORE DR
CHICAGO, IL 60637
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,200.

RECIPIENT NAME:
LYRIC OPERA
ADDRESS:
20 N WACKER DR
CHICAGO, IL 60606
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
LINCOLN PARK ZOO
ADDRESS:
2001 NORTH CLARK ST
CHICAGO, IL 60614
AMOUNT OF GRANT PAID .... 1,200.

RECIPIENT NAME:
INDIAN RIVER HABITAT
FOR HUMANITY
ADDRESS:
4568 N. U.S. HIGHWAY 1
VERO BEACH, FL 32963
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 400.

RECIPIENT NAME:
CHICAGO BOTANIC GARDEN
ADDRESS:
1000 LAKE COOK RD
GLENCOE, IL, 60022
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
WETLANDS INITIATIVE
ADDRESS:
25 E. WASHINGTON
CHICAGO, IL 60604
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
RIVERSIDE THEATER
ADDRESS:
3250 RIVERSIDE PARK DR
VERO BEACH, FL 32963
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 300.

RECIPIENT NAME:
NEW JERSEY PERFORMING
ARTS CENTER
ADDRESS:
ONE CENTER ST
NEWARK, NJ 07102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,250.

RECIPIENT NAME:
MAKE-A-WISH FOUNDATION
OF AMERICA
ADDRESS:
P.O. BOX 29119
PHEONIX, AZ 85038
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BERGEN PERFORMING ARTS
CENTER
ADDRESS:
30 N. VAN BUREN ST
ENGLEWOOD, NJ 07631
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ST. JUDE CHILDREN'S
RESEARCH HOSPITAL
ADDRESS:
501 ST JUDE PLACE
MEMPHIS, TN 38105
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ALS ASSOCIATION
ADDRESS:
42 BROADYWAY STE 1724
NEW YORK, NY 10004
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
ALS THERAPY DEVELOPMENT
FOUNDATION
ADDRESS:
215 1ST ST
CAMBRIDGE, MA 02142
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 15,305.

RECIPIENT NAME:
ACTORS FUND OF AMERICA
ADDRESS:
729 SEVENTH AVE
NEW YORK, NY 10102
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ENGLEWOOD HOSPITAL
& MEDICAL CENTER
ADDRESS:
350 ENGLE ST
ENGLEWOOD, NJ, NJ 07631
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,500.

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

RECIPIENT NAME:
CLOSTER VOLUNTEER
AMBULANCE & RESCUE
ADDRESS:
72 RUCKERMAN ROAD
CLOSTER, NJ 07624
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
FRIENDS CLOSTER PUBLIC
LIBRARY
ADDRESS:
280 HIGH ST
CLOSTER, NJ 07632
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
FAIRFIELD UNIVERSITY
ADDRESS:
1073 NORTH BEASON AVENUE
FAIRFIELD, CT 06824
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
OUR LADY OF MOUNT
CARMEL CHURCH
ADDRESS:
10 COUNTRY RD
TENAFLY, NJ 07670
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
SOCIETY FOR THE ADVAN'T
OF SEXUAL HEALTH - SASH
ADDRESS:
P.O. BOX 433
ATLANTA, GA 30662
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
DENISON UNIVERSITY
ANNUAL FUND
ADDRESS:
P.O BOX 716
GRANVILLE, OH, OH
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 400.

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

RECIPIENT NAME:
WFUV
ADDRESS:
441 E FORDHAM RD
BRONX, NY 10458
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
JOSSELYN CENTER
ADDRESS:
405 CENTRAL STREET
NORTHFIELD, IL 60611
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 300.

RECIPIENT NAME:
INDIAN RIVER MEDICAL CTR
FOUNDATION
ADDRESS:
1000 36TH ST
VERO BEACH, FL 32960
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,080.

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

RECIPIENT NAME:
MOORINGS EDUCATIONAL
FOUNDATION
ADDRESS:
100 HARBOUR DRIVE
VERO BEACH, FL 32963
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 200.

RECIPIENT NAME:
PROJECT ALS
ADDRESS:
3960 BROADWAY
NEW YORK, NY 10032
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
SAMARITANS OF NEW YORK
ADDRESS:
PO BOX 1259
NEW YORK, NY 10159
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 500.

RECIPIENT NAME:
FAIRFAX INOVA LIFE
WITH CANCER
ADDRESS:
8411 PENNELL ST
FAIRFAX, VA 22031
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
CAL RIPKEN SR FOUNDATION
ADDRESS:
1427 CLERKVIEW ROAD
BALTIMORE, MD 31209
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
RAINFOREST FUND
ADDRESS:
100 HARBOUR DRIVE
VERO BEACH, FL 32963
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 950.

RECIPIENT NAME:
ST. JOHN THE
EVANGELSIT
ADDRESS:
9 GLEN ROAD
WELLESLEY, MA 02481
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 400.

RECIPIENT NAME:
NATIONAL ELEPHANT
CENTER
ADDRESS:
8225 NORTH WICKAM ROAD
MELBOURNE, FL 32940
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 250.

RECIPIENT NAME:
GENERAL DOUGLAS
MACARTHUR FOUNDATION
ADDRESS:
MACARTHUR SQUARE
NORFOLK, VA 23510
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
BLAIR HOUSE RESTORATION
ADDRESS:
P.O. BOX 27208
WASHINGTON, DC 20038
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,500.

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

RECIPIENT NAME:
ALZHEIMER'S FOUNDATION
ADDRESS:
322 8TH AVENUE 7TH FLOOR
NEW YORK, NY 10001
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 6,500.

RECIPIENT NAME:
NATIONAL EATING DISORDER
ASSOCIATION
ADDRESS:
165 WEST 46TH STREET SUITE 402
NEW YORK, NY 10036
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
WNET
ADDRESS:
825 8TH AVENUE 14TH FLOOR
NEW YORK, NY 10019
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
OTHER
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 141,765.

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: THE THORSON FOUNDATION 23-81711

Employer identification number: 36-6051916

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	
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	

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					3,822.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	38,589.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 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	42,411.

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			
14	**Net long-term gain or (loss):**				
a	Total for year	14a			42,411.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			42,411.

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	

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
THE THORSON FOUNDATION 23-81711

Employer identification number
36-6051916

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 100. ABBOTT LABORATORIES	06/21/2001	06/05/2012	5,997.00	4,944.00	1,053.00
100. AMAZON.COM INCORPORAT STOCK	05/15/2009	06/05/2012	21,278.00	7,407.00	13,871.00
25. APPLE COMPUTER INC	09/18/2006	06/05/2012	14,101.00	1,853.00	12,248.00
200. BERKSHIRE HATHAWAY IN	07/22/2010	06/05/2012	15,794.00	15,648.00	146.00
250. EATON CORP	08/26/2011	12/03/2012	12,914.00	10,060.00	2,854.00
50000. GEN ELEC CAP CORP 4 06-15-2012 BOOK ENTRY MTN 4	06/20/2005	06/15/2012	50,000.00	50,000.00	
25. INTL BUSINESS MACHINES	06/17/2008	06/05/2012	4,731.00	3,127.00	1,604.00
300. MFC ISHARES TR BARCLA FD PROTECTED SECS FD	12/10/2010	09/24/2012	36,404.00	31,060.00	5,344.00
500. LOWES COMPANIES INC	06/21/2010	06/05/2012	13,180.00	11,711.00	1,469.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 38,589.00

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
150 000	78 44	0 00	11,766 00	10,224 00	1,542 00	0 00	1,542 00
Total USD		0 00	11,766 00	10,224 00	1,542 00	0 00	1,542 00
Total Australia		0 00	11,766 00	10,224 00	1,542 00	0 00	1,542 00
Canada - USD							
SUNCOR ENERGY INC NEW COM STK CUSIP 867224107							
500 000	32 98	0 00	16,490 00	25,050 00	-8,560 00	0 00	-8,560 00
Total USD		0 00	16,490 00	25,050 00	-8,560 00	0 00	-8,560 00
Total Canada		0 00	16,490 00	25,050 00	-8,560 00	0 00	-8,560 00
Israel - USD							
ADR TEVA PHARMACEUTICAL INDS CUSIP 881624209							
300 000	37 34	0 00	11,202 00	12,785 16	-1,583 16	0 00	-1,583 16
Total USD		0 00	11,202 00	12,785 16	-1,583 16	0 00	-1,583 16
Total Israel		0 00	11,202 00	12,785 16	-1,583 16	0 00	-1,583 16
United States - USD							
ABBOTT LAB COM CUSIP 002824100							
300 000	65 50	0 00	19,650 00	14,832 34	4,817 66	0 00	4,817 66
ALTERA CORP COM CUSIP 021441100							
400 000	34 44	0 00	13,776 00	10,312 00	3,464 00	0 00	3,464 00

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
400 000	57 48	0 00	22,992 00	16,251 00	6,741 00	0 00	6,741 00
APACHE CORP COM CUSIP 037411105							
150 000	78 50	0 00	11,775 00	14,053 45	-2,278 45	0 00	-2,278 45
APPLE INC COM STK CUSIP 037833100							
100 000	533 03	0 00	53,303 00	7,411 00	45,892 00	0 00	45,892 00
BAXTER INTL INC COM CUSIP 071813109							
200 000	66 66	90 00	13,332 00	9,976 00	3,356 00	0 00	3,356 00
BECTON DICKINSON & CO COM CUSIP 075887109							
200 000	78 19	0 00	15,638 00	14,364 76	1,273 24	0 00	1,273 24
CHEVRON CORP COM CUSIP 166764100							
300 000	108 14	0 00	32,442 00	21,855 00	10,587 00	0 00	10,587 00
CISCO SYSTEMS INC CUSIP 17275R102							
1,800 000	19 65	0 00	35,370 00	42,148 54	-6,778 54	0 00	-6,778 54
CITRIX SYS INC COM CUSIP 177376100							
300 000	65 75	0 00	19,725 00	18,961 00	764 00	0 00	764 00
COLGATE-PALMOLIVE CO COM CUSIP 194162103							
300 000	104 54	0 00	31,362 00	14,085 00	17,277 00	0 00	17,277 00

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
300 000	57 74	0 00	17,322 00	11,559 00	5,763 00	0 00	5,763 00
CUMMINS INC CUSIP 231021106							
125 000	108 35	0 00	13,543 75	10,936 05	2,607 70	0 00	2,607 70
DANAHER CORP COM CUSIP 235851102							
600 000	55 90	0 00	33,540 00	13,416 00	20,124 00	0 00	20,124 00
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
300 000	44 97	0 00	13,491 00	11,271 00	2,220 00	0 00	2,220 00
EATON CORP PLC COM USD0 50 CUSIP G29183103							
250 000	54 20	0 00	13,550 00	12,913 75	636 25	0 00	636 25
EMC CORP COM CUSIP 268648102							
600 000	25 30	0 00	15,180 00	11,424 00	3,756 00	0 00	3,756 00
EMERSON ELECTRIC CO COM CUSIP 291011104							
300 000	52 96	0 00	15,888 00	13,389 00	2,499 00	0 00	2,499 00
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
324 000	54 00	0 00	17,496 00	11,928 00	5,568 00	0 00	5,568 00
EXXON MOBIL CORP COM CUSIP 30231G102							
550 000	86 55	0 00	47,602 50	24,214 50	23,388 00	0 00	23,388 00

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
FEDEX CORP COM CUSIP 31428X106							
200 000	91 72	0 00	18,344 00	15,563 00	2,781 00	0 00	2,781 00
FRKLN RES INC COM CUSIP 354613101							
150 000	125 70	0 00	18,855 00	14,550 00	4,305 00	0 00	4,305 00
GENERAL DYNAMICS CORP COM CUSIP 369550108							
250 000	69 27	0 00	17,317 50	9,564 82	7,752 68	0 00	7,752 68
GENERAL ELECTRIC CO CUSIP 369604103							
1,200 000	20 99	228 00	25,188 00	47,909 76	-22,721 76	0 00	-22,721 76
GOOGLE INC CL A CL A CUSIP 38259P508							
50 000	709 37	0 00	35,468 50	22,861 50	12,607 00	0 00	12,607 00
HEWLETT PACKARD CO COM CUSIP 428236103							
500 000	14 25	66 00	7,125 00	21,235 00	-14,110 00	0 00	-14,110 00
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
175 000	191 55	0 00	33,521 25	17,395 75	16,125 50	0 00	16,125 50
JOHNSON & JOHNSON COM USD1 CUSIP 478160104							
350 000	70 10	0 00	24,535 00	19,303 25	5,231 75	0 00	5,231 75
JOHNSON CTL INC COM CUSIP 478366107							
450 000	30 70	0 00	13,815 00	13,564 50	250 50	0 00	250 50

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
JPMORGAN CHASE & CO COM CUSIP 46625H100							
500 000	43 97	0 00	21,985 00	18,153 50	3,831 50	0 00	3,831 50
KELLOGG CO COM USD0 25 CUSIP 487836108							
300 000	55 85	0 00	16,755 00	14,513 30	2,241 70	0 00	2,241 70
MC DONALDS CORP COM CUSIP 580135101							
300 000	88 21	0 00	26,463 00	13,476 00	12,987 00	0 00	12,987 00
MCKESSON CORP CUSIP 58155Q103							
200 000	96 96	40 00	19,392 00	12,813 48	6,578 52	0 00	6,578 52
MICROSOFT CORP COM CUSIP 594918104							
1,100 000	26 73	0 00	29,403 00	31,950 29	-2,547 29	0 00	-2,547 29
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
400 000	68 35	0 00	27,340 00	13,706 70	13,633 30	0 00	13,633 30
NIKE INC CL B CUSIP 654106103							
400 000	51 60	0 00	20,640 00	14,879 25	5,760 75	0 00	5,760 75
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103							
300 000	34 82	0 00	10,446 00	10,260 00	186 00	0 00	186 00
NOBLE ENERGY INC COM CUSIP 655044105							
150 000	101 74	0 00	15,261 00	12,293 22	2,967 78	0 00	2,967 78

◆ 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							
NORTHERN TR CORP COM CUSIP 665859104							
1,500 000	50 16	0 00	75,240 00	4,931 28	70,308 72	0 00	70,308 72
ORACLE CORP COM CUSIP 68389X105 ORCL							
400 000	33 32	0 00	13,328 00	12,310 00	1,018 00	0 00	1,018 00
PEPSICO INC COM CUSIP 713448108							
500 000	68 43	268 75	34,215 00	23,895 00	10,320 00	0 00	10,320 00
PROCTER & GAMBLE COM NPV CUSIP 742718109							
500 000	67 89	0 00	33,945 00	18,685 05	15,259 95	0 00	15,259 95
SALESFORCE COM INC COM STK CUSIP 79466L302							
175 000	168 10	0 00	29,417 50	20,285 42	9,132 08	0 00	9,132 08
SCHLUMBERGER LTD COM COM CUSIP 806857108							
125 000	69 29	34 37	8,661 25	9,344 00	-682 75	0 00	-682 75
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
450 000	27 38	0 00	12,321 00	12,630 51	-309 51	0 00	-309 51
STARBUCKS CORP COM CUSIP 855244109							
400 000	53 62	0 00	21,448 00	10,670 80	10,777 20	0 00	10,777 20
SYSCO CORP COM CUSIP 871829107							
400 000	31 66	0 00	12,664 00	11,704 00	960 00	0 00	960 00

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
200 000	82 01	0 00	16,402 00	13,426 00	2,976 00	0 00	2,976 00
US BANCORP CUSIP 902973304 USB							
600 000	31 94	117 00	19,164 00	9,746 00	9,418 00	0 00	9,418 00
WAL-MART STORES INC COM CUSIP 931142103 WMT							
300 000	68 23	0 00	20,469 00	14,817 50	5,651 50	0 00	5,651 50
WALT DISNEY CO CUSIP 254687106							
700 000	49 79	0 00	34,853 00	23,873 13	10,979 87	0 00	10,979 87
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
500 000	34 18	0 00	17,090 00	17,605 00	-515 00	0 00	-515 00
WHOLE FOODS MKT INC COM CUSIP 966837106							
200 000	91 33	0 00	18,266 00	7,438 00	10,828 00	0 00	10,828 00
Total USD		844 12	1,206,316 25	840,656 40	365,659 85	0 00	365,659 85
Total United States		844 12	1,206,316 25	840,656 40	365,659 85	0 00	365,659 85
Total Common Stock **22,674.000**		**844.12**	**1,245,774.25**	**888,715.56**	**357,058.69**	**0.00**	**357,058.69**

Equity funds

Emerging Markets Region - USD

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162582							
11,352 210	11 87	0 00	134,750 73	125,000 00	9,750 73	0 00	9,750 73
Total USD		0 00	134,750 73	125,000 00	9,750 73	0 00	9,750 73
Total Emerging Markets Region		0 00	134,750 73	125,000 00	9,750 73	0 00	9,750 73
Europe, Australia, and Far East Region - USD							
MFC ISHARES TR MSCI EAFE INDEX FD CUSIP 464287465							
2,500 000	56 82	0 00	142,050 00	114,546 33	27,503 67	0 00	27,503 67
Total USD		0 00	142,050 00	114,546 33	27,503 67	0 00	27,503 67
Total Europe, Australia, and Far East Region		0 00	142,050 00	114,546 33	27,503 67	0 00	27,503 67
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
4,518 720	9 56	0 00	43,198 96	52,938 76	-9,739 80	0 00	-9,739 80
Total USD		0 00	43,198 96	52,938 76	-9,739 80	0 00	-9,739 80
Total International Region		0 00	43,198 96	52,938 76	-9,739 80	0 00	-9,739 80
United States - USD							
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
4,070 330	11 89	0 00	48,396 22	40,703 30	7,692 92	0 00	7,692 92
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
4,625 000	9 74	0 00	45,047 50	46,250 00	-1,202 50	0 00	-1,202 50

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
United States - USD							
MFC SELECT SECTOR SPDR TR UTILS CUSIP 81369Y886							
400 000	34 95	160 06	13,980 00	12,330 00	1,650 00	0 00	1,650 00
Total USD		160 06	107,423 72	99,283 30	8,140 42	0 00	8,140 42
Total United States		160 06	107,423 72	99,283 30	8,140 42	0 00	8,140 42
Total Equity Funds							
27,466.260		**160.06**	**427,423.41**	**391,768.39**	**35,655.02**	**0.00**	**35,655.02**
Total Equity Securities							
50,140 260		**1,004.18**	**1,673,197.66**	**1,280,483.95**	**392,713.71**	**0.00**	**392,713 71**
Fixed Income Securities							
Corporate/government							
United States - USD							
AMERN EXPRESS CR CORP MEDIUM TERM NTS TRANCHE # TR 00048 5 3 12-02-2015 BEO CUSIP 0258M0BZ1							
50,000 000	112 622	213 47	56,311 00	49 637 50	6,673 50	0 00	6,673 50
Issue Date 02 Dec 05 Rate 5 30% Yield to Maturity 0 897% Maturity Date 02 Dec 15							
CISCO SYS INC 5 5% DUE 02-22-2016 CUSIP 17275RAC6							
50,000 000	114 3055	985 41	57,152 75	50,106 00	7,046 75	0 00	7,046 75
Issue Date 22 Feb 06 Rate 5 50% Yield to Maturity 0 735% Maturity Date 22 Feb 16							
GOLDMAN SACHS GROUP INC NT 4 75 DUE 07-15-2013BEO CUSIP 38141GDK7							
50,000 000	102 0972	1,095 13	51,048 60	49,213 00	1,835 60	0 00	1,835 60
Issue Date 15 Jul 03 Rate 4 75% Yield to Maturity 0 698% Maturity Date 15 Jul 13							

Asset Detail - Base Currency

Fixed Income Securities

Corporate/government

United States - USD

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
MERRILL LYNCH & CO INC MTN BTRANCHE # TR00432 5 45 DUE 07-15-2014 REG CUSIP 59018YTZ4							
50,000 000	105 9633	1,256 52	52,981 65	49,407 00	3,574 65	0 00	3,574 65
Issue Date 19 Jul 04 Rate 5 45% Yield to Maturity 1 18% Maturity Date 15 Jul 14							
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533							
14,918 450	10 96	0 00	163,506 21	153,593 45	9,912 76	0 00	9,912 76
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
24,120 580	7 55	0 00	182,110 37	175,000 00	7,110 37	0 00	7,110 37
Issue Date 25 Aug 08							
PROCTER & GAMBLE CO NT 3 5 DUE 02-15-2015 BEO CUSIP 742718DM8							
50,000 000	106 175	661 11	53,087 50	50,686 00	2,401 50	0 00	2,401 50
Issue Date 06 Feb 09 Rate 3 50% Yield to Maturity 0 617% Maturity Date 15 Feb 15							
UNITED STATES TREAS NTS NT 3 625% DUE 08-15-2019 REG CUSIP 912828LJ7							
100,000 000	116 4453	1,369 22	116,445 30	101,074 62	15,370 68	0 00	15,370 68
Issue Date 15 Aug 09 Rate 3 625% Yield to Maturity 1 058% Maturity Date 15 Aug 19							
UNITED STATES TREAS NTS T-NT 3 25% DUE 06-30-2016 REG CUSIP 912828KZ2							
50,000 000	109 6953	4 48	54,847 65	50,265 83	4,581 82	0 00	4,581 82
Issue Date 30 Jun 09 Rate 3 25% Yield to Maturity 0 423% Maturity Date 30 Jun 16							
US OF AMER TREAS BONDS 2 625 DUE 04-30-2016 REG CUSIP 912828KR0							
50,000 000	107 25	224 79	53,625 00	49,945 51	3,679 49	0 00	3,679 49
Issue Date 30 Apr 09 Rate 2 625% Yield to Maturity 0 398% Maturity Date 30 Apr 16							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
US OF AMER TREAS NOTES 3 75 DUE 11-15-2018 REG CUSIP 912828JR2							
50,000 000	116 4453	243 43	58,222 65	51,033 40	7,189 25	0 00	7,189 25
Issue Date 15 Nov 08 Rate 3 75%	Yield to Maturity 0 878%	Maturity Date 15 Nov 18					
Total USD		6,053 56	899,338 68	829,962 31	69,376 37	0 00	69,376 37
Total United States		6,053 56	899,338 68	829,962 31	69,376 37	0 00	69,376 37
Total Corporate/Government **539,039.030**		**6,053 56**	**899,338.68**	**829,962.31**	**69,376 37**	**0 00**	**69,376.37**
Total Fixed Income Securities **539,039.030**		**6,053.56**	**899,338 68**	**829,962.31**	**69,376.37**	**0 00**	**69,376.37**
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
5,034 280	9 23	0 00	46,466 40	55,212 71	-8,746 31	0 00	-8,746 31
Total USD		0 00	46,466 40	55,212 71	-8,746 31	0 00	-8,746 31
Total United States		0 00	46,466 40	55,212 71	-8,746 31	0 00	-8,746 31
Total Real Estate Funds **5,034.280**		**0.00**	**46,466.40**	**55,212.71**	**-8,746.31**	**0.00**	**-8,746.31**
Total Real Estate **5,034.280**		**0.00**	**46,466 40**	**55,212.71**	**-8,746.31**	**0.00**	**-8,746 31**

◆ 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
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
400 000	162 01	0 00	64,804 00	48,902 84	15,901 16	0 00	15,901 16
Total USD		0 00	64,804 00	48,902 84	15,901 16	0 00	15,901 16
Total Global Region		0 00	64,804 00	48,902 84	15,901 16	0 00	15,901 16
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
3,270 230	6 64	0 00	21,714 32	21,104 41	609 91	0 00	609 91
Total USD		0 00	21,714 32	21,104 41	609 91	0 00	609 91
Total United States		0 00	21,714 32	21,104 41	609 91	0 00	609 91
Total Commodities **3,670.230**		**0.00**	**86,518.32**	**70,007.25**	**16,511 07**	**0.00**	**16,511.07**
Total Commodities **3,670.230**		**0.00**	**86,518.32**	**70,007.25**	**16,511.07**	**0.00**	**16,511.07**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	2 28	204,332 88	204,332 88	0 00	0 00	0 00
Total short term - all currencies		2 28	204,332 88	204,332 88	0 00	0 00	0 00

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Cash and Short Term Investments							
Short term							
Total short term - all countries		2 28	204,332 88	204,332 88	0 00	0 00	0 00
Total Short Term							
204,332.880		**2.28**	**204,332.88**	**204,332.88**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments							
204,332.880		**2.28**	**204,332.88**	**204,332.88**	**0.00**	**0.00**	**0.00**
Total							
802,216.680		**7,060.02**	**2,909,853.94**	**2,439,999.10**	**469,854.84**	**0 00**	**469,854.84**