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: KERN FOUNDATION TRUST 02-29598

A Employer identification number: 36-6107250

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: THE NORTHERN TRUST COMPANY, AS TRUSTEE

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

City or town, state, and ZIP code: PO BOX 803878, CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 20,984,560.

J Accounting method: [X] 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)	NONE			
	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	431,369.	431,369.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	866,253.			
	b Gross sales price for all assets on line 6a 7,703,402.				
	7 Capital gain net income (from Part IV, line 2)		866,253.		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	114,907.	70,982.		STMT 2
	12 **Total.** Add lines 1 through 11	1,412,529.	1,368,604.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	101,860.	91,674.		10,186.
	14 Other employee salaries and wages	55,594.	NONE	NONE	55,594.
	15 Pension plans, employee benefits	3,272.	NONE	NONE	3,272.
	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)				
	17 Interest STMT 4	46.	46.		
	18 Taxes (attach schedule) (see instructions) STMT 5	15,444.	9,144.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	60,472.	NONE	NONE	60,472.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 6	4,373.	4,358.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	243,061.	106,222.	NONE	130,539.
	25 Contributions, gifts, grants paid	1,315,586.			1,315,586.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,558,647.	106,222.	NONE	1,446,125.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-146,118.			
	b **Net investment income** (if negative, enter -0-)		1,262,382.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)	Beginning of year (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	338,707.	629,507.	629,507.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶ NONE			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U.S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) STMT 7	7,969,630.	7,841,305.	9,475,963.
c Investments - corporate bonds (attach schedule) STMT 8	5,294,723.	5,064,571.	5,251,997.
11 Investments - land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 9	1,622,818.	1,643,304.	2,036,457.
14 Land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ STMT 10)	5,077,164.	4,977,711.	3,590,636.
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	20,303,042.	20,156,398.	20,984,560.
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. ▶ [X]			
27 Capital stock, trust principal, or current funds	20,303,042.	20,156,398.	
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)	20,303,042.	20,156,398.	
31 **Total liabilities and net assets/fund balances** (see instructions)	20,303,042.	20,156,398.	

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	20,303,042.
2 Enter amount from Part I, line 27a	2	-146,118.
3 Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	2,130.
4 Add lines 1, 2, and 3	4	20,159,054.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT - PAYROLL	5	2,656.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,156,398.

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	7,703,402.		6,837,149.	866,253.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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				866,253.
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** 866,253.

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	1,613,589.	21,504,325.	0.075036
2010	1,509,180.	20,865,413.	0.072329
2009	1,393,292.	19,626,062.	0.070992
2008	1,649,410.	25,059,463.	0.065820
2007	1,666,783.	28,745,258.	0.057985

2	**Total** of line 1, column (d)	2	0.342162
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	0.068432
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	20,533,349.
5	Multiply line 4 by line 3	5	1,405,138.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,624.
7	Add lines 5 and 6	7	1,417,762.
8	Enter qualifying distributions from Part XII, line 4	8	1,446,125.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1 . . . Date of ruling or determination letter: _______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	12,624.
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	12,624.
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	12,624.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 37,702.		
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	37,702.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	25,078.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 25,078. **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	X	
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 ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (321)630-6000
Located at ▶ P.O. BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		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 [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(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 [X]		
(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 [X]		
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 [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870.*		6b	X (No)
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	Yes [ ] No [X]		
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
THE NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	CO-TRUSTEE 40	101,860.	-0-	-0-
JOHN C. KERN 50 S. LASALLE STREET, CHICAGO, IL 60675	CO-TRUSTEE 40			

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	20,846,040.
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	20,846,040.
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	20,846,040.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	312,691.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,533,349.
6	**Minimum investment return.** Enter 5% of line 5	6	1,026,667.

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	1,026,667.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 12,624.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	12,624.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,014,043.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	1,014,043.
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	1,014,043.

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	1,446,125.
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	1,446,125.
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	12,624.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,433,501.

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					1,014,043.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				NONE	
b Total for prior years: 20 10 ,20 ___ ,20 ___			NONE		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	315,078.				
b From 2008	425,953.				
c From 2009	419,247.				
d From 2010	485,483.				
e From 2011	552,357.				
f **Total** of lines 3a through e		2,198,118.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,446,125.					
a Applied to 2011, but not more than line 2a				NONE	
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					1,014,043.
e Remaining amount distributed out of corpus		432,082.			
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		2,630,200.			
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				NONE	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					NONE
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)		315,078.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,315,122.			
10 Analysis of line 9:					
a Excess from 2008	425,953.				
b Excess from 2009	419,247.				
c Excess from 2010	485,483.				
d Excess from 2011	552,357.				
e Excess from 2012	432,082.				

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*				
THE THEOSOPHICAL ORDER OF SERVICE	NONE	PUBLIC CHA	GENERAL	20,000.
THE THEOSOPHICAL BOOK GIFT INSTITUTE P.O. BOX 270 WHEATON IL 60189	NONE	PUBLIC CHA	GENERAL	4,000.
THE THEOSOPHICAL SOCIETY IN AMERICA 1926 NORTH MAIN ST. WHEATON IL 60189	NONE	PUBLIC CHA	GENERAL	1,159,006.
KROTONA INSTITUTE OF THEOSOPHY 2 KROTONA HILL OJAI CA 93023-3901	NONE	PUBLIC CHA	GENERAL	132,580.
Total . . . . . . ▶ **3a**				1,315,586.
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	431,369.	
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	866,253.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b DEFERRED INCOME			14	43,925.	
c PARTNERSHIP INCOME			14	70,982.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,412,529.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 1,412,529.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee | Date: 10/11/2013 | Title: OFFICER

NORTHERN TRUST COMPANY

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
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	431,369.	431,369.
TOTAL	431,369.	431,369.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DEFERRED INCOME	43,925.	
PARTNERSHIP INCOME	70,982.	70,982.
TOTALS	114,907.	70,982.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LOAN INTEREST		46.	46.
	TOTALS	46.	46.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX	6,300.	
FORIEGN TAXES	9,144.	9,144.
TOTALS	15,444.	9,144.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
IL ATTORNEY GENERAL	15.		15.
SERVER UPGRADE	4,358.	4,358.	
TOTALS	4,373.	4,358.	15.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		7,841,305.	9,475,963.
	TOTALS	7,841,305.	9,475,963.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE		5,064,571.	5,251,997.
	TOTALS	5,064,571.	5,251,997.

KERN FOUNDATION TRUST 02-29598 36-6107250

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	1,643,304.	2,036,457.
TOTALS		1,643,304.	2,036,457.

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NTCC INTL SECURITIES	3,747,639.	981,039.
NORTHERN TRUST PRIVATE EQUITY	1,230,072.	2,609,597.
TOTALS	4,977,711.	3,590,636.

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: KERN FOUNDATION TRUST 02-29598

Employer identification number: 36-6107250

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	45,837.
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	45,837.

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					68,981.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	751,424.
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	11.
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	820,416.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2012**

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			45,837.
14 **Net long-term gain or (loss):**				
a Total for year	14a			820,416.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			11.
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			866,253.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* **Schedule D Tax Worksheet** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,400			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No. 1545-0092

2012

Name of estate or trust: KERN FOUNDATION TRUST 02-29598

Employer identification number: 36-6107250

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 15000. AIR PRODS & CHEMS 3 11-03-2021	10/31/2011	03/07/2012	15,381.00	14,991.00	390.00
25000. AIR PRODS & CHEMS 3 11-03-2021	10/31/2011	05/23/2012	26,027.00	24,985.00	1,042.00
185. AMAZON.COM INCORPORAT STOCK	11/18/2011	02/09/2012	34,128.00	36,824.00	-2,696.00
207. AMERICAN WTR WKS CO I	01/31/2012	12/18/2012	7,824.00	6,964.00	860.00
525. AMGEN INC	01/30/2012	11/21/2012	45,408.00	35,804.00	9,604.00
11. AMGEN INC	01/30/2012	12/18/2012	989.00	750.00	239.00
15000. AMGEN INC 2.3% DUE	06/28/2011	03/06/2012	15,417.00	15,003.00	414.00
945. AUTOMATIC DATA PROCES	01/18/2012	09/25/2012	55,017.00	52,812.00	2,205.00
45000. BB&T CORP SR MEDIUM BOE# TR 00011 1.6 08-15-201	08/07/2012	08/14/2012	45,110.00	45,031.00	79.00
40000. BP CAP MKTS P L C 3 05-06-2022	05/02/2012	06/27/2012	41,326.00	40,000.00	1,326.00
40000. BANK OF AMER CORP 5 05-13-2021	05/10/2011	04/03/2012	40,158.00	39,826.00	332.00
15000. BK MNTRL MED TERM S EN TRANCHE# TR 743 DTD 1-11	01/06/2012	06/20/2012	15,424.00	14,969.00	455.00
40000. BK NOVA SCOTIA B C 01-12-2017	01/05/2012	06/01/2012	41,604.00	39,920.00	1,684.00
25000. BARCLAYS BK PLC 2.7 02-23-2015	02/15/2012	12/04/2012	25,857.00	24,985.00	872.00
254. CVS CORP	04/30/2012	12/18/2012	12,415.00	11,431.00	984.00
25000. CATERPILLAR FINL SV MEDIUM TERM N2.85 DUE 06-01	05/22/2012	11/08/2012	26,085.00	24,959.00	1,126.00
40000. COCA COLA CO 1.65% 03-14-2018	03/09/2012	09/18/2012	41,111.00	39,907.00	1,204.00
25000. CR SUISSE 1ST BSTN 01-15-20154.875% DUE 01-15-	10/24/2011	10/10/2012	27,047.00	26,166.00	881.00
45000. DEERE & CO 2.6% DUE 06-08-2022/03-08-2022 REG	06/05/2012	08/15/2012	45,663.00	44,886.00	777.00
45000. DISNEY WALT CO NEW TRANCHE # TR00050 5.875 DUE	04/03/2012	11/07/2012	55,340.00	55,067.00	273.00
100. EMERSON ELECTRIC CO	12/14/2012	12/18/2012	5,229.00	5,197.00	32.00
261. EXPRESS SCRIPTS HLDG	06/21/2012	12/18/2012	14,415.00	14,019.00	396.00
973.83 GNMA POOL #005228 3 11-20-2026 BEO	06/07/2012	07/20/2012	974.00	1,041.00	-67.00
697.34 GNMA POOL #005228 3 11-20-2026 BEO	06/07/2012	08/20/2012	697.00	746.00	-49.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: KERN FOUNDATION TRUST 02-29598

Employer identification number: 36-6107250

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 618.07 GNMA POOL #005228 3 11-20-2026 BEO	06/07/2012	09/20/2012	618.00	661.00	-43.00
509.59 GNMA POOL #005228 3 11-20-2026 BEO	06/07/2012	10/22/2012	510.00	545.00	-35.00
857.84 GNMA POOL #005228 3 11-20-2026 BEO	06/07/2012	11/20/2012	858.00	917.00	-59.00
1164.41 GNMA POOL #005228 11-20-2026 BEO	06/07/2012	12/20/2012	1,164.00	1,245.00	-81.00
1018.85 GNMA POOL #782520 12-15-2038 BEO	08/10/2011	01/17/2012	1,019.00	1,143.00	-124.00
946.08 GNMA POOL #782520 5 12-15-2038 BEO	08/10/2011	02/15/2012	946.00	1,061.00	-115.00
835.43 GNMA POOL #782520 5 12-15-2038 BEO	08/10/2011	03/15/2012	835.00	937.00	-102.00
982.62 GNMA POOL #782520 5 12-15-2038 BEO	08/10/2011	04/16/2012	983.00	1,102.00	-119.00
799.03 GNMA POOL #782520 5 12-15-2038 BEO	08/10/2011	05/15/2012	799.00	896.00	-97.00
782.14 GNMA POOL #782520 5 12-15-2038 BEO	08/10/2011	06/15/2012	782.00	877.00	-95.00
1030.26 GNMA POOL #782520 12-15-2038 BEO	08/10/2011	07/16/2012	1,030.00	1,156.00	-126.00
40000. GLAXOSMITHKLINE 2.8 05-08-2022	05/02/2012	10/26/2012	41,683.00	39,728.00	1,955.00
40000. HEWLETT PACKARD CO 09-15-2016	09/13/2011	06/20/2012	40,998.00	39,914.00	1,084.00
71. HOME DEPOT INC	02/09/2012	12/18/2012	4,495.00	3,213.00	1,282.00
236. INTEL CORP COM	05/07/2012	12/18/2012	4,873.00	6,578.00	-1,705.00
59. INTERCONTINENTALEXCHAN	06/11/2012	12/18/2012	7,575.00	7,568.00	7.00
117. NUCOR CORP	02/09/2012	12/18/2012	4,984.00	5,344.00	-360.00
25000. OCCIDENTAL PETE 1.7 02-15-2017	08/15/2011	03/02/2012	25,499.00	24,762.00	737.00
45000. OCCIDENTAL PETE 2.7 02-15-2023	06/19/2012	09/13/2012	45,756.00	44,883.00	873.00
866. PFIZER INC	12/04/2012	12/18/2012	21,953.00	21,828.00	125.00
50000. PRAXAIR INC 2.45 DU	02/01/2012	12/06/2012	50,886.00	49,797.00	1,089.00
40000. ROYAL BK CDA GLOBAL SR BK NTTRANCHE # TR 1.15 D	03/07/2012	07/18/2012	40,299.00	39,987.00	312.00
40000. ROYAL BK SCOTLAND 4 03-16-2015	03/06/2012	09/18/2012	43,105.00	41,952.00	1,153.00
164. ST JUDE MEDICAL INC	09/25/2012	12/18/2012	5,856.00	7,076.00	-1,220.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2012

Name of estate or trust: KERN FOUNDATION TRUST 02-29598

Employer identification number: 36-6107250

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 111. STARBUCKS CORP	08/14/2012	12/18/2012	6,049.00	5,151.00	898.00
40000. STATOIL ASA 3.15 DU	11/16/2011	11/08/2012	42,932.00	39,932.00	3,000.00
60000. TARGET CORP 2.9% DU	01/09/2012	07/02/2012	61,879.00	59,618.00	2,261.00
60000. TOTAL CAPITAL INTL 02-17-2017 BEO	04/02/2012	09/18/2012	60,754.00	59,264.00	1,490.00
40000. U S BANCORP MEDIUM BOOK ENTRY TRANCHE # TR 001	02/28/2012	05/29/2012	40,704.00	39,972.00	732.00
25000. US TREAS NTS BILLS 15/01/12 1.125 DUE 01-15-20	08/16/2011	01/06/2012	25,004.00	25,108.00	-104.00
25000. UNITED STATES TREAS 1.375% DUE02-15-2012 REG	08/16/2011	01/06/2012	25,035.00	25,160.00	-125.00
50000. UNITED STATES TREAS 00230 1.375%DUE 05-15-2012	08/16/2011	03/27/2012	50,088.00	50,463.00	-375.00
50000. UNITED STATES TREAS 1.875% DUE 06-15-2012 REG	08/16/2011	06/12/2012	50,006.00	50,717.00	-711.00
25000. US TREAS NTS 1.375 09-15-2012 REG REG	03/22/2012	07/02/2012	25,069.00	25,144.00	-75.00
25000. US TREAS NTS 1.375 09-15-2012 REG REG	03/22/2012	07/31/2012	25,035.00	25,144.00	-109.00
5000. UNITED STATES OF AME NOTES NT 1.375% DUE 10-15-2	06/29/2012	07/16/2012	5,016.00	5,017.00	-1.00
25000. UNITED STATES OF AM NOTES NT 1.375% DUE 10-15-2	06/29/2012	09/12/2012	25,025.00	25,087.00	-62.00
50000. UNITED STATES TREAS 00262 1.375%DUE 11-15-2012	03/22/2012	10/04/2012	50,066.00	50,363.00	-297.00
25000. UNITED STATES TREAS 1.125% DUE 12-15-2012 REG	06/29/2012	10/05/2012	25,046.00	25,106.00	-60.00
25000. UNITED STATES TREAS 00271 1.375%DUE 01-15-2013	06/29/2012	10/18/2012	25,073.00	25,158.00	-85.00
50000. UNITED STATES TREAS 00271 1.375%DUE 01-15-2013	07/23/2012	10/25/2012	50,133.00	50,301.00	-168.00
25000. UNITED STATES TREAS 00283 1% DUE03-31-2012 REG	10/06/2011	01/06/2012	25,056.00	25,106.00	-50.00
25000. UNITED STATES TREAS 00283 1% DUE03-31-2012 REG	10/06/2011	02/01/2012	25,037.00	25,106.00	-69.00
25000. UNITED STATES TREAS 04/15/2010 1.75% DUE 04-15-	07/23/2012	11/06/2012	25,169.00	25,282.00	-113.00
25000. UNITED STATES TREAS 00303 .625% DUE 07-31-2012	10/06/2011	06/20/2012	25,017.00	25,094.00	-77.00
75000. US TREAS NTS .625 D 04-30-2013	09/19/2012	11/29/2012	75,167.00	75,214.00	-47.00
25000. UTD STATES TREAS .5 05-31-2013 DUE 05-31-2013 R	09/20/2012	12/05/2012	25,045.00	25,054.00	-9.00
35000. US TREAS NTS DTD 00 DUE 08-15-2021 REG	10/20/2011	02/28/2012	35,832.00	34,807.00	1,025.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2012

Name of estate or trust: KERN FOUNDATION TRUST 02-29598

Employer identification number: 36-6107250

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 60000. UNITED STATES TREAS 11-15-2021	12/20/2011	01/09/2012	60,248.00	60,767.00	-519.00
40000. UNITED STATES TREAS 11-15-2021	12/15/2011	05/09/2012	40,772.00	40,303.00	469.00
80000. UNITED STATES TREAS 11-15-2021	12/21/2011	05/31/2012	83,562.00	80,575.00	2,987.00
75000. UNITED STATES TREAS DUE 11-30-2018	12/20/2011	07/26/2012	77,534.00	75,228.00	2,306.00
50000. UNITED STATES TREAS DUE 11-30-2016	12/20/2011	07/11/2012	50,703.00	49,975.00	728.00
25000. UNITED STATES TREAS DUE 11-30-2016	12/06/2011	07/12/2012	25,353.00	24,919.00	434.00
25000. UTD TECHNOLOGIES 3. 06-01-2022 06-01-2022 USD10	05/24/2012	06/13/2012	26,036.00	24,981.00	1,055.00
45000. VODAFONE GROUP PLC 09-26-2022	09/19/2012	11/07/2012	45,389.00	44,415.00	974.00
35000. WALGREEN CO NT 5.25 01-15-2019 REG	03/28/2012	07/19/2012	40,928.00	40,579.00	349.00
40000. WELLS FARGO & COMPA TRANCHE # SR 00116 DUE 04-0	03/22/2011	03/01/2012	43,662.00	39,960.00	3,702.00
122. EATON CORP PLC COM US	12/03/2012	12/18/2012	6,406.00	6,302.00	104.00
65. NOBLE CORPORATION (SWI COM USD0.10	10/18/2012	12/18/2012	2,242.00	2,562.00	-320.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 45,837.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side: KERN FOUNDATION TRUST 02-29598

Employer identification number: 36-6107250

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 25000. AT&T INC 3.875% DUE	08/15/2011	10/12/2012	28,500.00	24,926.00	3,574.00
890. ABBOTT LABORATORIES	09/16/2008	11/21/2012	56,297.00	52,920.00	3,377.00
697. ALTERA CORP COM	03/31/2009	05/07/2012	23,377.00	12,258.00	11,119.00
428. ALTERA CORP COM	03/31/2009	05/08/2012	14,194.00	7,527.00	6,667.00
205. AMAZON.COM INCORPORAT STOCK	04/21/2009	01/30/2012	39,518.00	15,966.00	23,552.00
90. AMAZON.COM INCORPORATE STOCK	04/21/2009	02/09/2012	16,603.00	7,009.00	9,594.00
126. AMERICAN EXPRESS CO	08/25/2011	12/18/2012	7,274.00	6,051.00	1,223.00
25000. AMGEN INC 2.3% DUE	06/28/2011	09/18/2012	25,996.00	25,002.00	994.00
152. APPLE COMPUTER INC	09/16/2008	10/18/2012	96,091.00	21,178.00	74,913.00
43. APPLE COMPUTER INC	09/16/2008	12/18/2012	22,585.00	5,991.00	16,594.00
1175. AUTODESK, INC	06/09/2011	09/25/2012	39,299.00	45,173.00	-5,874.00
35000. BNP PARIBAS / BNP 3 02-23-2016	02/18/2011	08/08/2012	36,190.00	34,974.00	1,216.00
50000. BK NY INC MEDIUM TE BOO TRANCHE# TR 00046 2.3 D	07/21/2011	09/06/2012	52,372.00	49,958.00	2,414.00
65. BHP LTD SPONSORED ADR	02/24/2010	12/18/2012	5,054.00	4,773.00	281.00
598. BRISTOL MYERS SQUIBB	11/18/2011	12/18/2012	19,614.00	18,458.00	1,156.00
25000. CAMPBELL SOUP CO 3. 07-15-2017	06/30/2010	06/20/2012	26,954.00	24,928.00	2,026.00
40000. CHEVRON CORP NT 3.9 03-03-2014 BEO BEO	03/06/2009	12/28/2012	41,640.00	40,815.00	825.00
133. CHEVRONTEXACO CORP	05/02/1989	12/18/2012	14,437.00	1,765.00	12,672.00
400. CITRIX SYS INC	04/11/2011	05/07/2012	33,318.00	29,879.00	3,439.00
53. CITRIX SYS INC	07/22/2010	05/07/2012	4,415.00	2,466.00	1,949.00
135. CITRIX SYS INC	07/22/2010	12/18/2012	8,948.00	6,281.00	2,667.00
815. CONOCOPHILLIPS	11/22/2010	10/18/2012	47,432.00	38,255.00	9,177.00
48. COSTCO WHSL CORP NEW	02/04/2011	12/18/2012	4,746.00	3,559.00	1,187.00
302. DANAHER CORP	03/03/2009	12/18/2012	16,706.00	7,502.00	9,204.00
46. DOMINION RES INC VA NE	09/17/2010	12/18/2012	2,385.00	1,997.00	388.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
KERN FOUNDATION TRUST 02-29598

Employer identification number 36-6107250

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 939. E I DU PONT DE NEMOUR	04/27/2010	02/09/2012	48,555.00	36,640.00	11,915.00
436. E M C CORP MASS COM	07/20/2010	12/18/2012	11,022.00	8,628.00	2,394.00
1445. EATON CORP	04/01/2011	12/03/2012	74,641.00	78,738.00	-4,097.00
25000. FHLB BD 3.625 10-18 MATURITY 3.688 3.625 10-18-	03/06/2009	11/15/2012	25,776.00	26,005.00	-229.00
25000. FHLB 0.875% BDS 22/ USD5000 .875 08-22-2012	02/15/2011	05/03/2012	25,054.00	25,089.00	-35.00
25000. FHLB 0.875% BDS 22/ USD5000 .875 08-22-2012	02/15/2011	07/27/2012	25,011.00	25,089.00	-78.00
125000. FHLB 0.875% BDS 22 USD5000 .875 08-22-2012	02/15/2011	08/22/2012	125,000.00	125,447.00	-447.00
100000. FHLMC PREASSIGN 00 03-27-2019	08/27/2009	03/22/2012	112,066.00	98,830.00	13,236.00
66. FRANKLIN RESOURCES INC	08/25/2011	12/18/2012	8,526.00	7,631.00	895.00
1438.7 GNMA POOL #782520 5 12-15-2038 BEO	08/10/2011	08/15/2012	1,439.00	1,614.00	-175.00
1433.11 GNMA POOL #782520 12-15-2038 BEO	08/10/2011	09/17/2012	1,433.00	1,607.00	-174.00
1400.31 GNMA POOL #782520 12-15-2038 BEO	08/10/2011	10/15/2012	1,400.00	1,571.00	-171.00
1227.37 GNMA POOL #782520 12-15-2038 BEO	08/10/2011	11/15/2012	1,227.00	1,377.00	-150.00
936.83 GNMA POOL #782520 5 12-15-2038 BEO	08/10/2011	12/17/2012	937.00	1,051.00	-114.00
692. GENERAL ELECTRIC CO	05/05/2010	12/18/2012	15,127.00	12,661.00	2,466.00
90. GOOGLE INC CL A	05/27/2009	12/04/2012	62,042.00	34,372.00	27,670.00
21. GOOGLE INC CL A	04/21/2009	12/18/2012	15,048.00	7,907.00	7,141.00
118. W W GRAINGER INC	09/13/2010	04/30/2012	24,553.00	13,551.00	11,002.00
237. W W GRAINGER INC	09/13/2010	12/14/2012	45,074.00	27,160.00	17,914.00
461. H J HEINZ CO	08/20/2010	08/09/2012	25,409.00	21,640.00	3,769.00
437. H J HEINZ CO	08/18/2010	08/10/2012	24,015.00	20,472.00	3,543.00
353. H J HEINZ CO	08/19/2010	08/13/2012	19,439.00	16,480.00	2,959.00
69. H J HEINZ CO	08/19/2010	08/14/2012	3,816.00	3,217.00	599.00
290. INTL BUSINESS MACHINE	09/16/2008	01/17/2012	52,309.00	33,640.00	18,669.00
306. INTL BUSINESS MACHINE	09/16/2008	12/18/2012	59,357.00	35,496.00	23,861.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: KERN FOUNDATION TRUST 02-29598

Employer identification number: 36-6107250

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 30455. ISHARES MSCI EMERGI INDEX FUND	12/01/2009	09/06/2012	1,210,669.00	1,034,411.00	176,258.00
660. MFC ISHARES 1-3 YEAR ETF	07/12/2010	04/04/2012	69,094.00	68,850.00	244.00
1255. MFC ISHARES 1-3 YEAR ETF	07/12/2010	04/27/2012	131,634.00	130,920.00	714.00
26000. JPMORGAN CHASE & 3. 03-01-2016	02/17/2011	12/07/2012	27,704.00	26,003.00	1,701.00
975. JOHNSON & JOHNSON	09/16/2008	11/21/2012	67,827.00	68,344.00	-517.00
121. JOHNSON CONTROLS INC	09/10/2009	12/18/2012	3,476.00	3,221.00	255.00
50000. LOWES COS INC 3.75% 04-15-2021	11/17/2010	10/26/2012	54,588.00	49,980.00	4,608.00
145. MCDONALDS CORP	09/29/2011	12/18/2012	13,047.00	12,964.00	83.00
1120. MCKESSON HBOC INC	12/08/2009	01/30/2012	88,038.00	68,478.00	19,560.00
50000. MERCK & CO INC NEW 01-15-2021	12/07/2010	03/06/2012	56,180.00	49,849.00	6,331.00
50000. MERCK & CO INC NEW 01-15-2021	12/08/2010	10/11/2012	57,139.00	49,795.00	7,344.00
29. NIKE INC CLASS B	12/08/2009	12/18/2012	2,843.00	1,851.00	992.00
51. NOBLE ENERGY INC COM	04/21/2009	12/18/2012	5,119.00	2,914.00	2,205.00
159. NORFOLK SOUTHN CORP C	08/26/2011	12/18/2012	9,799.00	10,161.00	-362.00
11467.89 MFB NORTHN INTL E	12/01/2009	05/25/2012	100,000.00	118,922.00	-18,922.00
20169.09 MFB NORTHN INTL E	12/01/2009	07/30/2012	188,581.00	209,153.00	-20,572.00
8302.21 MFB NORTHN INTL EQ	12/01/2009	08/30/2012	78,954.00	86,094.00	-7,140.00
5870.89 MFB NORTHN FDS INC	03/03/2009	11/21/2012	76,028.00	40,450.00	35,578.00
1155. ADR NOVARTIS AG SPON ISIN #US66987V1098	02/08/2010	01/30/2012	62,645.00	61,538.00	1,107.00
30000. NUCOR CORP 4.125% D 09-15-2022	09/16/2010	05/09/2012	33,516.00	29,959.00	3,557.00
113. OMNICOM GRP INC COM	12/21/2010	12/18/2012	5,626.00	5,277.00	349.00
100000. ONTARIO PROV CDA B 07-17-2012 BEO	08/07/2002	04/02/2012	101,369.00	102,301.00	-932.00
300. ORACLE CORPORATION	10/04/2010	12/18/2012	9,741.00	8,170.00	1,571.00
25000. PNC FDG CORP 2.7% D 09-19-2016	09/14/2011	10/26/2012	26,482.00	24,970.00	1,512.00
.5 PHILLIPS 66 COM	11/22/2010	05/01/2012	16.00	15.00	1.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
KERN FOUNDATION TRUST 02-29598

Employer identification number
36-6107250

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 407. PHILLIPS 66 COM	11/22/2010	06/28/2012	12,745.00	12,048.00	697.00
93. PRECISION CASTPARTS CO	10/27/2011	12/18/2012	17,330.00	15,968.00	1,362.00
2660. PRINCIPAL FINANCIAL	12/06/2010	06/11/2012	66,380.00	80,532.00	-14,152.00
895. PROCTER & GAMBLE CO	04/14/2010	12/04/2012	62,173.00	38,988.00	23,185.00
100. QUALCOMM INC	09/29/2011	12/18/2012	6,238.00	5,193.00	1,045.00
1. SALESFORCE COM INC COM	07/20/2010	01/17/2012	103.00	91.00	12.00
624. SALESFORCE COM INC CO	07/20/2010	01/17/2012	65,214.00	58,495.00	6,719.00
221. SIMON PPTY GROUP INC	11/03/2010	10/18/2012	33,953.00	22,057.00	11,896.00
631. SPECTRA ENERGY CORP C	03/03/2009	03/02/2012	19,812.00	7,630.00	12,182.00
403. SPECTRA ENERGY CORP C	03/03/2009	03/05/2012	12,569.00	4,873.00	7,696.00
547. SPECTRA ENERGY CORP C	03/03/2009	03/06/2012	16,950.00	6,614.00	10,336.00
181. SPECTRA ENERGY CORP C	03/03/2009	12/18/2012	4,997.00	2,189.00	2,808.00
40000. TOYOTA MTR CR CORP 09-15-2021	09/08/2011	09/18/2012	42,857.00	39,899.00	2,958.00
785. THE TRAVELERS COMPANI	11/09/2009	03/19/2012	46,498.00	41,999.00	4,499.00
5000. UNITED STATES TREAS 1.75% DUE 08-15-2012 REG	08/27/2009	02/14/2012	5,040.00	5,029.00	11.00
20000. UNITED STATES TREAS 1.75% DUE 08-15-2012 REG	08/27/2009	02/17/2012	20,156.00	20,116.00	40.00
25000. UNITED STATES TREAS 1.75% DUE 08-15-2012 REG	08/27/2009	06/20/2012	25,065.00	25,146.00	-81.00
5000. UNITED STATES OF AME NOTES NT 1.375% DUE 10-15-2	10/29/2009	03/01/2012	5,038.00	4,983.00	55.00
35000. UNITED STATES OF AM NOTES NT 1.375% DUE 10-15-2	10/29/2009	03/06/2012	35,262.00	34,881.00	381.00
10000. UNITED STATES OF AM NOTES NT 1.375% DUE 10-15-2	10/29/2009	04/02/2012	10,066.00	9,966.00	100.00
20000. UNITED STATES OF AM NOTES NT 1.375% DUE 10-15-2	10/29/2009	07/16/2012	20,063.00	19,932.00	131.00
25000. UNITED STATES TREAS 1.125% DUE 12-15-2012 REG	08/16/2011	10/05/2012	25,046.00	25,312.00	-266.00
50000. UNITED STATES TREAS 04/15/2010 1.75% DUE 04-15-	11/23/2010	10/25/2012	50,367.00	51,445.00	-1,078.00
25000. UNITED STATES TREAS DUE 04-30-2012 REG	05/18/2010	02/01/2012	25,056.00	25,095.00	-39.00
25000. UNITED STATES TREAS DUE 04-30-2012 REG	05/18/2010	03/08/2012	25,033.00	25,095.00	-62.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.
KERN FOUNDATION TRUST 02-29598

Employer identification number 36-6107250

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 25000. US TREAS NTS DTD 00 10-15-2013 REG	11/23/2010	02/06/2012	25,114.00	24,891.00	223.00
25000. US TREAS NTS DTD 00 10-15-2013 REG	11/23/2010	05/02/2012	25,096.00	24,891.00	205.00
35000. UNITED STATES TREAS DUE 11-15-2020 REG	11/22/2010	09/28/2012	38,624.00	34,250.00	4,374.00
50000. UNITED STATES TREAS 11/30/10 .5 DUE 11-30-2012	11/23/2010	02/22/2012	50,131.00	50,051.00	80.00
25000. UNITED STATES TREAS 00334 3.625%DUE 02-15-2021	04/13/2011	09/28/2012	29,577.00	25,312.00	4,265.00
101. UNITED TECHNOLOGIES C	09/16/2008	12/18/2012	8,090.00	6,408.00	1,682.00
264. UNITEDHEALTH GROUP IN	12/16/2009	04/30/2012	15,021.00	8,458.00	6,563.00
576. UNITEDHEALTH GROUP IN	12/16/2009	06/21/2012	34,327.00	18,454.00	15,873.00
159. UNITEDHEALTH GROUP IN	12/16/2009	12/18/2012	8,673.00	5,094.00	3,579.00
126. V F CORP	06/27/2011	12/18/2012	19,104.00	13,282.00	5,822.00
795. WAL MART STORES INC	03/03/2009	08/01/2012	58,927.00	38,134.00	20,793.00
80000. WAL-MART STORES 5% 04-05-2012 REG	03/06/2009	04/05/2012	80,000.00	86,285.00	-6,285.00
25000. WAL-MART STORES 3.6 07-08-2020	06/30/2010	03/06/2012	27,550.00	24,977.00	2,573.00
25000. WAL-MART STORES 3.6 07-08-2020	06/30/2010	10/12/2012	28,257.00	24,977.00	3,280.00
266. WELLS FARGO & CO NEW	12/03/2010	12/18/2012	9,212.00	7,650.00	1,562.00
50000. WESTPAC BKG CORP 3% 12-09-2015	12/02/2010	03/06/2012	51,735.00	49,947.00	1,788.00
25000. WESTPAC BKG CORP 3% 12-09-2015	12/02/2010	03/29/2012	25,938.00	24,974.00	964.00
25000. WESTPAC BKG CORP 3% 12-09-2015	12/02/2010	06/20/2012	25,964.00	24,974.00	990.00
360. WHOLE FOODS MKT INC	02/04/2011	04/30/2012	29,944.00	18,722.00	11,222.00
111. WHOLE FOODS MKT INC	06/04/2010	04/30/2012	9,233.00	4,366.00	4,867.00
854. WHOLE FOODS MKT INC	06/04/2010	12/14/2012	76,026.00	33,593.00	42,433.00
230. COVIDIEN PLC USD0.20(CONSLDTN)	02/08/2010	12/18/2012	13,296.00	11,382.00	1,914.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 751,424.00

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 BHP							
715 000	78 44	0 00	56,084 60	43,766 28	12,318 32	0 00	12,318 32
Total USD		0 00	56,084 60	43,766 28	12,318 32	0 00	12,318 32
Total Australia		0 00	56,084 60	43,766 28	12,318 32	0 00	12,318 32
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
1,699 000	57 48	0 00	97,658 52	78,368 38	19,290 14	0 00	19,290 14
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
988 000	37 13	0 00	36,684 44	33,056 16	3,628 28	0 00	3,628 28
AMGEN INC COM CUSIP 031162100							
892 000	86 32	0 00	76,997 44	60,105 27	16,892 17	0 00	16,892 17
APPLE INC COM STK CUSIP 037833100							
500 000	533 03	0 00	266,515 00	66,785 50	199,729 50	0 00	199,729 50
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
2,572 000	32 59	0 00	83,821 48	75,336 81	8,484 67	0 00	8,484 67
CHEVRON CORP COM CUSIP 166764100 CVX							
1,072 000	108 14	0 00	115,926 08	14,225 44	101,700 64	0 00	101,700 64
CITRIX SYS INC COM CUSIP 177376100							
662 000	65 75	0 00	43,526 50	30,802 14	12,724 36	0 00	12,724 36

◆ 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
Equity Securities							
Common stock							
United States - USD							
COCA COLA CO COM CUSIP 191216100							
2,739 000	36 25	0 00	99,288 75	95,627 54	3,661 21	0 00	3,661 21
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
1,017 000	98 77	0 00	100,449 09	71,555 64	28,893 45	0 00	28,893 45
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
1,115 000	57 74	0 00	64,380 10	39,894 47	24,485 63	0 00	24,485 63
CVS CAREMARK CORP COM STK CUSIP 126650100 CVS							
1,945 000	48 35	0 00	94,040 75	87,342 79	6,697 96	0 00	6,697 96
DANAHER CORP COM CUSIP 235851102							
2,308 000	55 90	0 00	129,017 20	40,959 59	88,057 61	0 00	88,057 61
DOMINION RES INC VA NEW COM CUSIP 25746U109							
1,464 000	51 80	0 00	75,835 20	63,550 05	12,285 15	0 00	12,285 15
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
1,511 000	44 97	0 00	67,949 67	59,879 16	8,070 51	0 00	8,070 51
EATON CORP PLC COM USD0 50 CUSIP G29183103							
1,323 000	54 20	0 00	71,706 60	68,339 57	3,367 03	0 00	3,367 03
EMC CORP COM CUSIP 268648102 EMC							
4,641 000	25 30	0 00	117,417 30	97,099 29	20,318 01	0 00	20,318 01

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Equity Securities							
Common stock							
United States - USD							
EMERSON ELECTRIC CO COM CUSIP 291011104							
1,350 000	52 96	0 00	71,496 00	70,156 10	1,339 90	0 00	1,339 90
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
1,656 000	54 00	0 00	89,424 00	85,947 98	3,476 02	0 00	3,476 02
EXXON MOBIL CORP COM CUSIP 30231G102							
1,707 000	86 55	0 00	147,740 85	126,832 92	20,907 93	0 00	20,907 93
FRKLN RES INC COM CUSIP 354613101							
674 000	125 70	0 00	84,721 80	75,045 16	9,676 64	0 00	9,676 64
GENERAL ELECTRIC CO CUSIP 369604103 GE							
4,814 000	20 99	914 66	101,045 86	85,197 65	15,848 21	0 00	15,848 21
GOOGLE INC CL A CL A CUSIP 38259P508							
134 000	709 37	0 00	95,055 58	62,985 00	32,070 58	0 00	32,070 58
HOME DEPOT INC COM CUSIP 437076102							
2,318 000	61 85	0 00	143,368 30	104,226 24	39,142 06	0 00	39,142 06
INTEL CORP COM CUSIP 458140100 INTC							
2,525 000	20 63	0 00	52,090 75	70,008 89	-17,918 14	0 00	-17,918 14
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
452 000	123 81	0 00	55,962 12	57,975 05	-2,012 93	0 00	-2,012 93

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							
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101 IBM							
499 000	191 55	0 00	95,583 45	57,883 65	37,699 80	0 00	37,699 80
JOHNSON CTL INC COM CUSIP 478366107							
1,624 000	30 70	0 00	49,856 80	43,237 05	6,619 75	0 00	6,619 75
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
2,972 000	43 97	0 00	130,678 84	123,053 83	7,625 01	0 00	7,625 01
MC DONALDS CORP COM CUSIP 580135101							
1,124 000	88 21	0 00	99,148 04	100,288 89	-1,140 85	0 00	-1,140 85
NATIONAL OILWELL VARCO COM STK CUSIP 637071101 NOV							
1,091 000	68 35	0 00	74,569 85	30,910 90	43,658 95	0 00	43,658 95
NIKE INC CL B CUSIP 654106103							
1,032 000	51 60	0 00	53,251 20	32,931 02	20,320 18	0 00	20,320 18
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103							
2,049 000	34 82	0 00	71,346 18	80,765 63	-9,419 45	0 00	-9,419 45
NOBLE ENERGY INC COM CUSIP 655044105							
504 000	101 74	0 00	51,276 96	28,793 52	22,483 44	0 00	22,483 44
NORFOLK SOUTHN CORP COM CUSIP 655844108							
1,086 000	61 84	0 00	67,158 24	69,404 09	-2,245 85	0 00	-2,245 85

◆ 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							
NUCOR CORP COM CUSIP 670346105							
952 000	43 18	349 86	41,107 36	43,481 36	-2,374 00	0 00	-2,374 00
OMNICOM GROUP INC COM CUSIP 681919106							
1,457 000	49 96	0 00	72,791 72	67,073 60	5,718 12	0 00	5,718 12
ORACLE CORP COM CUSIP 68389X105 ORCL							
3,300 000	33 32	0 00	109,956 00	89,868 57	20,087 43	0 00	20,087 43
PFIZER INC COM CUSIP 717081103							
5,663 000	25 08	0 00	142,028 04	139,117 17	2,910 87	0 00	2,910 87
PRECISION CASTPARTS CORP COM CUSIP 740189105							
367 000	189 42	0 00	69,517 14	61,376 38	8,140 76	0 00	8,140 76
PROCTER & GAMBLE COM NPV CUSIP 742718109							
721 000	67 89	0 00	48,948 69	25,063 31	23,885 38	0 00	23,885 38
QUALCOMM INC COM CUSIP 747525103 QCOM							
2,265 000	62 02	0 00	140,475 30	120,374 11	20,101 19	0 00	20,101 19
SCHLUMBERGER LTD COM COM CUSIP 806857108 SLB							
987 000	69 29	202 12	68,389 23	85,073 35	-16,684 12	0 00	-16,684 12
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
2,093 000	27 38	0 00	57,306 34	25,307 92	31,998 42	0 00	31,998 42

◆ 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							
ST JUDE MED INC COM CUSIP 790849103 STJ							
1,426 000	36 14	327 98	51,535 64	61,523 07	-9,987 43	0 00	-9,987 43
STARBUCKS CORP COM CUSIP 855244109							
1,500 000	53 62	0 00	80,430 00	68,265 16	12,164 84	0 00	12,164 84
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
654 000	82 01	0 00	53,634 54	36,634 12	17,000 42	0 00	17,000 42
UNITEDHEALTH GROUP INC COM CUSIP 91324P102 UNH							
1,489 000	54 24	0 00	80,763 36	59,085 31	21,678 05	0 00	21,678 05
US BANCORP CUSIP 902973304 USB							
2,667 000	31 94	520 06	85,183 98	84,402 07	781 91	0 00	781 91
V F CORP COM CUSIP 918204108							
759 000	150 97	0 00	114,586 23	75,895 43	38,690 80	0 00	38,690 80
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
1,130 000	43 27	0 00	48,895 10	44,273 85	4,621 25	0 00	4,621 25
WALT DISNEY CO CUSIP 254687106							
1,407 000	49 79	0 00	70,054 53	48,549 60	21,504 93	0 00	21,504 93
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
3,740 000	34 18	0 00	127,833 20	60,247 20	67,586 00	0 00	67,586 00
Total USD		2,314 68	4,538,425 34	3,484,182 95	1,054,242 39	0 00	1,054,242 39

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							
Total United States		2,314 68	4,538,425 34	3,484,182 95	1,054,242 39	0 00	1,054,242 39
Total Common Stock							
87,351.000		**2,314.68**	**4,594,509.94**	**3,527,949.23**	**1,066,560 71**	**0.00**	**1,066,560.71**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
34,547 370	19 18	0 00	662,618 55	633,797 42	28,821 13	0 00	28,821 13
MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858							
29,814 000	44 53	0 00	1,327,617 42	1,212,505 56	115,111 86	0 00	115,111 86
Total USD		0 00	1,990,235 97	1,846,302 98	143,932 99	0 00	143,932 99
Total Emerging Markets Region		0 00	1,990,235 97	1,846,302 98	143,932 99	0 00	143,932 99
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
77,600 360	10 34	0 00	802,387 72	796,621 01	5,766 71	0 00	5,766 71
NTCC INTL SECURITIES FD FGT CUSIP 665994968							
17,492 440	149 1843	0 00	2,609,597 41	2,800,000 00	-190,402 59	0 00	-190,402 59
Total USD		0 00	3,411,985 13	3,596,621 01	-184,635 88	0 00	-184,635 88
Total International Region		0 00	3,411,985 13	3,596,621 01	-184,635 88	0 00	-184,635 88
United States - USD							
MFB NORTHERN FDS INCOME EQUITY FD CUSIP 665162202							
15,510 750	13 13	0 00	203,656 14	106,869 08	96,787 06	0 00	96,787 06

◆ 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							
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
77,258 950	11 89	0 00	918,608 91	753,357 47	165,251 44	0 00	165,251 44
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
90,212 140	9 74	0 00	878,666 24	759,198 77	119,467 47	0 00	119,467 47
Total USD		0 00	2,000,931 29	1,619,425 32	381,505 97	0 00	381,505 97
Total United States		0 00	2,000,931 29	1,619,425 32	381,505 97	0 00	381,505 97
Total Equity Funds							
342,436.010		**0.00**	**7,403,152.39**	**7,062,349.31**	**340,803.08**	**0.00**	**340,803.08**
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
556 000	158 09	0 00	87,898 04	51,006 53	36,891 51	0 00	36,891 51
Total USD		0 00	87,898 04	51,006 53	36,891 51	0 00	36,891 51
Total United States		0 00	87,898 04	51,006 53	36,891 51	0 00	36,891 51
Total Other Equity							
556.000		**0.00**	**87,898.04**	**51,006.53**	**36,891.51**	**0.00**	**36,891.51**
Total Equity Securities							
430,343.010		**2,314.68**	**12,085,560.37**	**10,641,305.07**	**1,444,255.30**	**0.00**	**1,444,255.30**

Fixed Income Securities

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							
Australia - USD							
BHP BILLITON FIN 1 625% DUE 02-24-2017 CUSIP 055451AP3							
40,000 000	102 2585	229 30	40,903 40	39,891 20	1,012 20	0 00	1,012 20
Issue Date 24 Feb 12 Rate 1 625% Yield to Maturity 1 44% Maturity Date 24 Feb 17							
RIO TINTO FIN USA 3 75% DUE 09-20-2021 CUSIP 767201AQ9							
40,000 000	106 9299	420 83	42,771 96	42,410 40	361 56	0 00	361 56
Issue Date 19 Sep 11 Rate 3 75% Yield to Maturity 3 957% Maturity Date 20 Sep 21							
Total USD		650 13	83,675 36	82,301 60	1,373 76	0 00	1,373 76
Total Australia		650 13	83,675 36	82,301 60	1,373 76	0 00	1,373 76
Canada - USD							
BK MNTRL MED TERM SENR NTS BK EN TRANCHE# TR 743 DTD 1-11-12 2 5 1-11-17 CUSIP 06366QW86							
25,000 000	104 8237	295 13	26,205 92	24,948 75	1,257 17	0 00	1,257 17
Issue Date 11 Jan 12 Rate 2 50% Yield to Maturity 1 512% Maturity Date 11 Jan 17							
BK NOVA SCOTIA B C 75% DUE 10-09-2015 CUSIP 064159BA3							
45,000 000	99 4522	76 87	44,753 49	44,998 65	-245 16	0 00	-245 16
Issue Date 09 Oct 12 Rate 0 75% Yield to Maturity 0 755% Maturity Date 09 Oct 15							
ROYAL BK CDA GLOBAL MEDIUM TERM SR BK NTTRANCHE # TR 320 8 DUE 10-30-2015 CUSIP 78008SPH3							
85,000 000	99 885	115 22	84,902 25	84,979 60	-77 35	0 00	-77 35
Issue Date 30 Oct 12 Rate 0 80% Yield to Maturity 0 755% Maturity Date 30 Oct 15							
ROYAL BK OF CDA 1 2 DUE 09-19-2017 CUSIP 78011DAC8							
50,000 000	100 24	170 00	50,120 00	49,995 00	125 00	0 00	125 00
Issue Date 19 Sep 12 Rate 1 20% Yield to Maturity 1 57% Maturity Date 19 Sep 17							

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							
Total USD		657 22	205,981 66	204,922 00	1,059 66	0 00	1,059 66
Total Canada		657 22	205,981 66	204,922 00	1,059 66	0 00	1,059 66
France - USD							
SOCIETE GENERALE 2 75 10-12-2017 CUSIP 83368RAC6							
45,000 000	101 7222	271 56	45,774 99	44,964 45	810 54	0 00	810 54
Issue Date 12 Oct 12 Rate 2 75%	Yield to Maturity 2 139%	Maturity Date 12 Oct 17					
TOTAL CAP INTL 2 7% DUE 01-25-2023 CUSIP 89153VAE9							
45,000 000	101 8728	324 00	45,842 76	44,904 15	938 61	0 00	938 61
Issue Date 25 Sep 12 Rate 2 70%	Yield to Maturity 3 577%	Maturity Date 25 Jan 23					
Total USD		595 56	91,617 75	89,868 60	1,749 15	0 00	1,749 15
Total France		595 56	91,617 75	89,868 60	1,749 15	0 00	1,749 15
Germany - USD							
DEUTSCHE BK AG 3 25% DUE 01-11-2016 CUSIP 2515A14E8							
25,000 000	105 82	383 68	26,455 00	25,639 75	815 25	0 00	815 25
Issue Date 11 Jan 11 Rate 3 25%	Yield to Maturity 1 062%	Maturity Date 11 Jan 16					
Total USD		383 68	26,455 00	25,639 75	815 25	0 00	815 25
Total Germany		383 68	26,455 00	25,639 75	815 25	0 00	815 25
Japan - USD							
NIPPON TELEG & TEL CORP 1 4 DUE 07-18-2017 REG CUSIP 654624AE5							
30,000 000	101 2097	190 16	30,362 91	29,959 50	403 41	0 00	403 41
Issue Date 18 Jul 12 Rate 1 40%	Yield to Maturity 1 589%	Maturity Date 18 Jul 17					
Total USD		190 16	30,362 91	29,959 50	403 41	0 00	403 41

◆ 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
Fixed Income Securities							
Corporate/government							
Total Japan		190 16	30,362 91	29,959 50	403 41	0 00	403 41
Mexico - USD							
AMERICA MOVIL SAB DE CV 3 125 DUE 07-16-2022 REG CUSIP 02364WBD6							
40,000 000	101 6448	572 91	40,657 92	40,102 46	555 46	0 00	555 46
Issue Date 16 Jul 12 Rate 3 125% Yield to Maturity 4 188% Maturity Date 16 Jul 22							
Total USD		572 91	40,657 92	40,102 46	555 46	0 00	555 46
Total Mexico		572 91	40,657 92	40,102 46	555 46	0 00	555 46
Netherlands - USD							
SHELL INTL FIN B V 1 125% DUE 08-21-2017 CUSIP 822582AR3							
45,000 000	100 4692	182 81	45,211 14	44,741 25	469 89	0 00	469 89
Issue Date 21 Aug 12 Rate 1 125% Yield to Maturity 1 319% Maturity Date 21 Aug 17							
Total USD		182 81	45,211 14	44,741 25	469 89	0 00	469 89
Total Netherlands		182 81	45,211 14	44,741 25	469 89	0 00	469 89
Norway - USD							
STATOIL ASA 2 45 DUE 01-17-2023 REG CUSIP 85771PAG7							
65,000 000	99 7658	176 94	64,847 77	65,176 72	-328 95	0 00	-328 95
Issue Date 21 Nov 12 Rate 2 45% Yield to Maturity 3 546% Maturity Date 17 Jan 23							
Total USD		176 94	64,847 77	65,176 72	-328 95	0 00	-328 95
Total Norway		176 94	64,847 77	65,176 72	-328 95	0 00	-328 95
United Kingdom - USD							
ABBEY NATL TREAS 4% DUE 04-27-2016 CUSIP 002799AJ3							
40,000 000	105 7377	284 44	42,295 08	40,142 20	2,152 88	0 00	2,152 88

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United Kingdom - USD							
Issue Date 27 Apr 11 Rate 4 00% Yield to Maturity 1 511% Maturity Date 27 Apr 16							
ASTRAZENECA PLC 1 95% DUE 09-18-2019 CUSIP 046353AF5							
25,000 000	101 3495	139 47	25,337 37	24,969 00	368 37	0 00	368 37
Issue Date 18 Sep 12 Rate 1 95% Yield to Maturity 2 319% Maturity Date 18 Sep 19							
HSBC HLDGS PLC 4 DUE 03-30-2022 CUSIP 404280AN9							
40,000 000	109 4866	404 44	43,794 64	39,739 20	4,055 44	0 00	4,055 44
Issue Date 30 Mar 12 Rate 4 00% Yield to Maturity 3 757% Maturity Date 30 Mar 22							
Total USD		828 35	111,427 09	104,850 40	6,576 69	0 00	6,576 69
Total United Kingdom		828 35	111,427 09	104,850 40	6,576 69	0 00	6,576 69
United States - USD							
AMERICAN EXPRESS CR CORP MEDIUM TERM NTS2 375 DUE 03-24-2017 CUSIP 0258M0DD8							
45,000 000	104 6317	287 96	47,084 26	44,923 85	2,160 41	0 00	2,160 41
Issue Date 26 Mar 12 Rate 2 375% Yield to Maturity 1 432% Maturity Date 24 Mar 17							
BB&T CORP SR MEDIUM TERM NTS BOOK ENTRY TRANCHE # TR 00012 1 45 01-12-2018 CUSIP 05531FAM5							
50,000 000	100 4468	80 55	50,223 40	49,938 00	285 40	0 00	285 40
Issue Date 21 Nov 12 Rate 1 45% Call Date 12 Dec 17 Call Price 100 00 Yield to Maturity 2 029% Maturity Date 12 Jan 18							
BECTON DICKINSON & 3 25% DUE 11-12-2020 CUSIP 075887AW9							
45,000 000	107 3433	199 06	48,304 48	44,382 14	3,922 34	0 00	3,922 34
Issue Date 12 Nov 10 Rate 3 25% Yield to Maturity 2 987% Maturity Date 12 Nov 20							
BERKSHIRE HATHAWAY 5% DUE 08-15-2013 CUSIP 084664BG5							
80,000 000	102 8444	1,511 11	82,275 52	86,666 40	-4,390 88	0 00	-4,390 88

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
Rate 5 00% Maturity Date 15 Aug 13							
BRISTOL MYERS 2% DUE 08-01-2022 CUSIP 110122AT5							
40,000 000	96 7953	335 55	38,718 12	39,405 60	-687 48	0 00	-687 48
Issue Date 31 Jul 12 Rate 2 00% Yield to Maturity 3 326% Maturity Date 01 Aug 22							
COLGATE-PALMOLIVE CO MTN BOOTRANCHE # TR00094 1 3 1-15-17/11-8-11 CUSIP 19416QDX5							
45,000 000	101 7165	269 74	45,772 42	44,757 90	1,014 52	0 00	1,014 52
Issue Date 08 Nov 11 Rate 1 30% Yield to Maturity 1 08% Maturity Date 15 Jan 17							
COSTCO WHSL CORP 1 7% DUE 12-15-2019 CUSIP 22160KAF2							
55,000 000	100 681	62 33	55,374 55	54,876 80	497 75	0 00	497 75
Issue Date 07 Dec 12 Rate 1 70% Yield to Maturity 2 279% Maturity Date 15 Dec 19							
DANAHER CORP 3 9% DUE 06-23-2021 CUSIP 235851AM4							
25,000 000	112 5162	21 66	28,129 05	24,993 75	3,135 30	0 00	3,135 30
Issue Date 23 Jun 11 Rate 3 90% Call Date 23 Mar 21 Call Price 100 00 Yield to Maturity 2 984% Maturity Date 23 Jun 21							
FANNIE MAE 375 DUE 03-16-2015 CUSIP 3135G0HG1							
100,000 000	100 1329	109 37	100,132 90	99,282 70	850 20	0 00	850 20
Issue Date 06 Feb 12 Rate 0 375% Yield to Maturity 0 26% Maturity Date 16 Mar 15							
FEDERAL HOME LN BKS TRANCHE 1 DUE 06-21-2017 REG CUSIP 313379DD8							
150,000 000	101 1407	41 66	151,711 05	151,515 30	195 75	0 00	195 75
Issue Date 04 May 12 Rate 1 00% Yield to Maturity 0 992% Maturity Date 21 Jun 17							
FEDERAL HOME LN MTG CORP 1 75 DUE 09-10-2015 CUSIP 3137EACM9							
100,000 000	103 6637	539 58	103,663 70	99,078 00	4,585 70	0 00	4,585 70

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							
Issue Date 10 Sep 10 Rate 1 75% Yield to Maturity 0 387% Maturity Date 10 Sep 15							
FEDERAL HOME LN MTG CORP 2 DUE 03-21-2019 CUSIP 3134G3RL6							
45,000 000	100 3333	250 00	45,149 98	45,000 00	149 98	0 00	149 98
Issue Date 21 Mar 12 Rate 2 00% Call Date 21 Dec 13 Call Price 100 00 Maturity Date 21 Mar 19							
FHLB BD 3 625 10-18-2013 CUSIP 3133XSAE8							
225,000 000	102 7172	1,653 90	231,113 70	234,047 92	-2,934 22	0 00	-2,934 22
Issue Date 15 Sep 08 Rate 3 625% Yield to Maturity 0 30% Maturity Date 18 Oct 13							
FHLMC 1 5 11-13-2017 CUSIP 3134G3T42							
45,000 000	101 9332	90 00	45,869 94	45,891 00	-21 06	0 00	-21 06
Issue Date 13 Nov 12 Rate 1 50% Call Date 13 Nov 14 Call Price 100 00 Yield to Maturity 1 385% Maturity Date 13 Nov 17							
FHLMC PREASSIGN 00049 3 75 03-27-2019 CUSIP 3137EACA5							
50,000 000	115 5918	489 58	57,795 90	49,414 75	8,381 15	0 00	8,381 15
Issue Date 27 Mar 09 Rate 3 75% Yield to Maturity 1 82% Maturity Date 27 Mar 19							
FNMA DTD 05/15/2009 2 5 05-15-2014 CUSIP 31398AXJ6							
200,000 000	103 0995	638 88	206,199 00	200,181 00	6,018 00	0 00	6,018 00
Issue Date 15 May 09 Rate 2 50% Yield to Maturity 0 125% Maturity Date 15 May 14							
GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY MTN 4 375% DUE 09-16-2020 CUSIP 36962G4R2							
30,000 000	111 6046	382 81	33,481 38	29,765 10	3,716 28	0 00	3,716 28
Issue Date 16 Sep 10 Rate 4 375% Yield to Maturity 3 338% Maturity Date 16 Sep 20							
GNMA POOL #005228 3 5% 11-20-2026 BEO CUSIP 36202FYZ3							
35,964 790	107 0344	104 89	38,494 69	38,448 60	46 09	0 00	46 09

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							
Issue Date 01 Nov 11 Rate 3 50% Yield to Maturity 1 81% Maturity Date 20 Nov 26							
GNMA POOL #782520 5 5% 12-15-2038 BEO CUSIP 36241KYR3							
25,517 890	109 7386	116 95	28,002 97	28,619 91	-616 94	0 00	-616 94
Issue Date 01 Dec 08 Rate 5 50% Yield to Maturity 3 134% Maturity Date 15 Dec 38							
GOLDMAN SACHS 5 125% DUE 01-15-2015 CUSIP 38141GEA8							
40,000 000	107 4285	945 27	42,971 40	42,230 40	741 00	0 00	741 00
Issue Date 12 Jan 05 Rate 5 125% Yield to Maturity 1 069% Maturity Date 15 Jan 15							
HEWLETT PACKARD CO 3 75% DUE 12-01-2020 CUSIP 428236BF9							
30,000 000	96 8899	93 75	29,066 97	30,194 41	-1,127 44	0 00	-1,127 44
Issue Date 02 Dec 10 Rate 3 75% Yield to Maturity 4 207% Maturity Date 01 Dec 20							
HONEYWELL INTL INC 4 25% DUE 03-01-2013 CUSIP 438516AW6							
40,000 000	100 627	566 66	40,250 80	41,238 00	-987 20	0 00	-987 20
Rate 4 25% Maturity Date 01 Mar 13							
INTEL CORP 2 7% DUE 12-15-2022 CUSIP 458140AM2							
50,000 000	99 8601	75 00	49,930 05	49,936 70	-6 65	0 00	-6 65
Issue Date 11 Dec 12 Rate 2 70% Yield to Maturity 3 617% Maturity Date 15 Dec 22							
INTL BUSINESS 1 875% DUE 08-01-2022 CUSIP 459200HG9							
65,000 000	96 2306	511 19	62,549 89	63,958 70	-1,408 81	0 00	-1,408 81
Issue Date 30 Jul 12 Rate 1 875% Yield to Maturity 3 326% Maturity Date 01 Aug 22							
JPMORGAN CHASE & 4 35% DUE 08-15-2021 CUSIP 46625HJC5							
30,000 000	111 8237	492 99	33,547 11	29,980 50	3,566 61	0 00	3,566 61

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							
Issue Date 10 Aug 11 Rate 4 35% Yield to Maturity 3 818% Maturity Date 15 Aug 21							
METLIFE INC SR COMPONENT DEB SER C TRANCHE 2 STEP UP 12-15-2022 10-10-2014 CUSIP 59156RBF4							
65,000 000	102 0067	88 05	66,304 35	66,084 20	220 15	0 00	220 15
Issue Date 04 Oct 12 Rate 3 048% Call Date 10 Oct 14 Call Price 100 00 Yield to Maturity 3 663% Maturity Date 15 Dec 22							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
144,380 970	7 55	0 00	1,090,076 32	963,718 00	126,358 32	0 00	126,358 32
Issue Date 25 Aug 08							
MORGAN STANLEY 5 75% DUE 01-25-2021 CUSIP 61747WAF6							
55,000 000	114 2035	1,370 41	62,811 92	55,591 25	7,220 67	0 00	7,220 67
Issue Date 25 Jan 11 Rate 5 75% Yield to Maturity 3 999% Maturity Date 25 Jan 21							
NATL SEMICONDUCTOR 3 95% DUE 04-15-2015 CUSIP 637640AF0							
40,000 000	107 7012	333 55	43,080 48	43,600 00	-519 52	0 00	-519 52
Issue Date 06 Apr 10 Rate 3 95% Yield to Maturity 0 742% Maturity Date 15 Apr 15							
NOVARTIS CAP CORP GTD NT 4 125% DUE 02-10-2014/02-10-2009 CUSIP 66989HAA6							
40,000 000	104 0027	646 25	41,601 08	40,738 00	863 08	0 00	863 08
Issue Date 10 Feb 09 Rate 4 125% Yield to Maturity 0 488% Maturity Date 10 Feb 14							
NUCOR CORP 4 125% DUE 09-15-2022 CUSIP 670346AL9							
40,000 000	110 5925	485 83	44,237 00	44,968 40	-731 40	0 00	-731 40
Issue Date 21 Sep 10 Rate 4 125% Call Date 15 Jun 22 Call Price 100 00 Yield to Maturity 4 117% Maturity Date 15 Sep 22							
ORACLE CORP 4 95% DUE 04-15-2013 CUSIP 68389XAD7							
40,000 000	101 2833	418 00	40,513 32	42,480 00	-1,966 68	0 00	-1,966 68

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							
Rate 4 95% Maturity Date 15 Apr 13							
PEPSICO INC 4 65% DUE 02-15-2013 CUSIP 713448BG2							
40,000 000	100 547	702 66	40,218 80	42,503 60	-2,284 80	0 00	-2,284 80
Rate 4 65% Maturity Date 15 Feb 13							
PNC BK N A PITTSBURGH PA 2 7 DUE 11-01-2022 CUSIP 69349LAG3							
45,000 000	100 0317	232 87	45,014 26	45,139 95	-125 69	0 00	-125 69
Issue Date 22 Oct 12 Rate 2 70% Call Date 01 Oct 22 Call Price 100 00 Yield to Maturity 3 866% Maturity Date 01 Nov 22							
U S BANCORP MEDIUM TERM SUB NTS 2 95 DUE07-15-2022 CUSIP 91159JAA4							
45,000 000	101 0226	582 62	45,460 17	46,231 25	-771 08	0 00	-771 08
Issue Date 23 Jul 12 Rate 2 95% Call Date 15 Jun 22 Call Price 100 00 Yield to Maturity 3 747% Maturity Date 15 Jul 22							
UNITED STATES TREAS NTS 25 DUE 01-15-2015 CUSIP 912828RZ5							
50,000 000	99 9688	57 74	49,984 40	49,957 20	27 20	0 00	27 20
Issue Date 15 Jan 12 Rate 0 25% Yield to Maturity 0 177% Maturity Date 15 Jan 15							
UNITED STATES TREAS NTS 625 09-30-2017 REG CUSIP 912828TS9							
50,000 000	99 8203	79 84	49,910 15	49,908 37	1 78	0 00	1 78
Issue Date 30 Sep 12 Rate 0 625% Yield to Maturity 1 063% Maturity Date 30 Sep 17							
UNITED STATES TREAS NTS 875 DUE 11-30-2016 CUSIP 912828RU6							
25,000 000	101 4141	19 23	25,353 52	24,906 33	447 19	0 00	447 19
Issue Date 30 Nov 11 Rate 0 875% Yield to Maturity 0 733% Maturity Date 30 Nov 16							
UNITED STATES TREAS NTS 2 625 DUE 11-15-2020 REG CUSIP 912828PC8							
25,000 000	109 75	85 20	27,437 50	24,440 53	2,996 97	0 00	2,996 97

◆ 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

Fixed Income Securities

Corporate/government

United States - USD

Issue Date 15 Nov 10 Rate 2 625% Yield to Maturity 2 019% Maturity Date 15 Nov 20

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
UNITED STATES TREAS NTS DTD 00225 1 75% DUE 03-31-2014 REG CUSIP 912828KJ8							
50,000 000	101 9023	223 55	50,951 15	50,775 56	175 59	0 00	175 59
Issue Date 31 Mar 09 Rate 1 75% Yield to Maturity 0 069% Maturity Date 31 Mar 14							
UNITED STATES TREAS NTS DTD 00250 2 375%DUE 08-31-2014 REG CUSIP 912828LK4							
50,000 000	103 5391	403 48	51,769 55	49,820 48	1,949 07	0 00	1,949 07
Issue Date 31 Aug 09 Rate 2 375% Yield to Maturity 0 128% Maturity Date 31 Aug 14							
UNITED STATES TREAS NTS DTD 00302 1 75% DUE 07-31-2015 REG CUSIP 912828NP1							
50,000 000	103 6562	366 16	51,828 10	50,994 31	833 79	0 00	833 79
Issue Date 31 Jul 10 Rate 1 75% Yield to Maturity 0 303% Maturity Date 31 Jul 15							
UNITED STATES TREAS NTS DTD 00306 2 625%DUE 08-15-2020 REG CUSIP 912828NT3							
25,000 000	109 8125	247 87	27,453 12	25,143 65	2,309 47	0 00	2,309 47
Issue Date 15 Aug 10 Rate 2 625% Yield to Maturity 1 943% Maturity Date 15 Aug 20							
UNITED STATES TREAS NTS DTD 00318 1 875%DUE 10-31-2017 REG CUSIP 912828PF1							
25,000 000	105 6328	80 28	26,408 20	24,690 53	1,717 67	0 00	1,717 67
Issue Date 31 Oct 10 Rate 1 875% Yield to Maturity 1 091% Maturity Date 31 Oct 17							
UNITED STATES TREAS NTS DTD 00359 2 25% DUE 07-31-2018 REG CUSIP 912828QY9							
25,000 000	107 7109	235 39	26,927 72	26,223 73	703 99	0 00	703 99
Issue Date 31 Jul 11 Rate 2 25% Yield to Maturity 1 333% Maturity Date 31 Jul 18							
UNITED STATES TREAS NTS DTD 00424 1% DUE09-30-2019 REG CUSIP 912828TR1							
25,000 000	99 3125	63 87	24,828 12	24,864 36	-36 24	0 00	-36 24

◆ 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

Fixed Income Securities

Corporate/government

United States - USD

Issue Date 30 Sep 12 Rate 1 00% Yield to Maturity 1 742% Maturity Date 30 Sep 19							
UNITED STATES TREAS NTS DTD 08/15/2012 1 625% DUE 08-15-2022 REG CUSIP 912828TJ9							
25,000 000	99 3438	153 44	24,835 95	24,849 71	-13 76	0 00	-13 76
Issue Date 15 Aug 12 Rate 1 625% Yield to Maturity 2 489% Maturity Date 15 Aug 22							
UNITED STATES TREAS NTS DTD 10/31/2012 25% DUE 10-31-2014 REG CUSIP 912828TU4							
45,000 000	100 0234	19 26	45,010 53	44,957 96	52 57	0 00	52 57
Issue Date 31 Oct 12 Rate 0 25% Yield to Maturity 0 142% Maturity Date 31 Oct 14							
UNITED STATES TREAS NTS DTD 10/31/2012 75% DUE 10-31-2017 REG CUSIP 912828TW0							
50,000 000	100 3281	64 22	50,164 05	50,257 98	-93 93	0 00	-93 93
Issue Date 31 Oct 12 Rate 0 75% Yield to Maturity 1 095% Maturity Date 31 Oct 17							
UNITED STATES TREAS NTS NT 375 DUE 06-30-2013 REG CUSIP 912828RA0							
50,000 000	100 125	0 51	50,062 50	50,068 53	-6 03	0 00	-6 03
Rate 0 375% Maturity Date 30 Jun 13							
UNITED STATES TREAS NTS NT 2 25% DUE 03-31-2016 REG CUSIP 912828QA1							
25,000 000	105 9609	143 71	26,490 22	25,079 18	1,411 04	0 00	1,411 04
Issue Date 31 Mar 11 Rate 2 25% Yield to Maturity 0 453% Maturity Date 31 Mar 16							
UNITED STATES TREAS NTS NT 2 375% DUE 10-31-2014 REG CUSIP 912828LS7							
50,000 000	103 8516	203 38	51,925 80	49,892 74	2,033 06	0 00	2,033 06
Issue Date 31 Oct 09 Rate 2 375% Yield to Maturity 0 157% Maturity Date 31 Oct 14							
UNITED STATES TREAS NTS TNOTE 1 DUE 08-31-2016 REG CUSIP 912828RF9							
25,000 000	101 9062	84 94	25,476 55	25,193 44	283 11	0 00	283 11

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							
Issue Date 31 Aug 11 Rate 1 00% Yield to Maturity 0 632% Maturity Date 31 Aug 16							
UNITED STATES TREAS NTS UNITED STATES TREAS NOTES 3 375% DUE 07-31-2013 REG CUSIP 912828JG6							
56,000 000	101 8633	790 92	57,043 44	60,088 63	-3,045 19	0 00	-3,045 19
Rate 3 375% Maturity Date 31 Jul 13							
UNITEDHEALTH GROUP INC 2 875 DUE 03-15-2022 REG CUSIP 91324PBV3							
60,000 000	102 5373	507 91	61,522 38	59,586 00	1,936 38	0 00	1,936 38
Issue Date 08 Mar 12 Rate 2 875% Call Date 15 Dec 21 Call Price 100 00 Yield to Maturity 3 567% Maturity Date 15 Mar 22							
UTD STATES TREAS 5% DUE 05-31-2013 CUSIP 912828QZ6							
25,000 000	100 1602	10 98	25,040 05	25,053 79	-13 74	0 00	-13 74
Rate 0 50% Maturity Date 31 May 13							
UTD STATES TREAS 75% DUE 09-15-2013 CUSIP 912828NY2							
75,000 000	100 418	167 81	75,313 50	75,324 47	-10 97	0 00	-10 97
Rate 0 75% Yield to Maturity 0 289% Maturity Date 15 Sep 13							
UTD STATES TREAS 1 25% DUE 10-31-2015 CUSIP 912828PE4							
39,000 000	102 5391	83 49	39,990 24	39,403 84	586 40	0 00	586 40
Issue Date 31 Oct 10 Rate 1 25% Yield to Maturity 0 357% Maturity Date 31 Oct 15							
UTD STATES TREAS 1 75% DUE 05-15-2022 CUSIP 912828SV3							
75,000 000	100 8672	170 40	75,650 40	76,040 34	-389 94	0 00	-389 94
Issue Date 15 May 12 Rate 1 75% Yield to Maturity 2 433% Maturity Date 15 May 22							
UTD STATES TREAS CPN 25 DUE 05-31-2014 CUSIP 912828SW1							
130,000 000	100 0469	28 57	130,060 97	129,957 46	103 51	0 00	103 51

◆ 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							
Issue Date 31 May 12 Rate 0 25% Yield to Maturity 0 086% Maturity Date 31 May 14							
WELLS FARGO & CO 3 5 DUE 03-08-2022 CUSIP 94974BFC9							
40,000 000	106 6652	439 44	42,666 08	39,912 80	2,753 28	0 00	2,753 28
Issue Date 08 Mar 12 Rate 3 50% Yield to Maturity 3 487% Maturity Date 08 Mar 22							
Total USD		19,462 27	4,409,235 12	4,237,174 00	172,061 12	0 00	172,061 12
Total United States		19,462 27	4,409,235 12	4,237,174 00	172,061 12	0 00	172,061 12
Total Corporate/Government **4,055,863.650**		**23,700.03**	**5,109,471.72**	**4,924,736.28**	**184,735.44**	**0.00**	**184,735.44**
Municipal issues							
Canada - USD							
HYDRO-QUEBEC GTD GLOBAL NT 2% DUE 06-30-2016 REG CUSIP 448814JB0							
50,000 000	104 20	2 77	52,100 00	50,038 85	2,061 15	0 00	2,061 15
Issue Date 30 Jun 11 Rate 2 00% Yield to Maturity 0 897% Maturity Date 30 Jun 16							
MAN PROV CDA 2 1 DUE 09-06-2022 BEO CUSIP 563469TX3							
40,000 000	99 428	268 33	39,771 20	39,989 20	-218 00	0 00	-218 00
Issue Date 06 Sep 12 Rate 2 10% Yield to Maturity 3 066% Maturity Date 06 Sep 22							
ONTARIO PROV CDA BD 2 45% DUE 06-29-2022REG CUSIP 68323ABK9							
50,000 000	101 3088	6 80	50,654 40	49,806 50	847 90	0 00	847 90
Issue Date 29 Jun 12 Rate 2 45% Yield to Maturity 3 286% Maturity Date 29 Jun 22							
Total USD		277 90	142,525 60	139,834 55	2,691 05	0 00	2,691 05
Total Canada		277 90	142,525 60	139,834 55	2,691 05	0 00	2,691 05

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							
Total Municipal Issues							
140,000 000		**277.90**	**142,525.60**	**139,834.55**	**2,691.05**	**0.00**	**2,691.05**
Total Fixed Income Securities							
4,195,863.650		**23,977.93**	**5,251,997.32**	**5,064,570.83**	**187,426.49**	**0.00**	**187,426.49**
Hedge Funds							
Hedge fund of funds							
United States - USD							
HF NORTHERN TRUST ALPHA STRATEGIES FUND QP CUSIP 000318790							
43,052 960	13 09	0 00	563,563 24	499,414 32	64,148 92	0 00	64,148 92
Total USD		0 00	563,563 24	499,414 32	64,148 92	0 00	64,148 92
Total United States		0 00	563,563 24	499,414 32	64,148 92	0 00	64,148 92
Total Hedge Fund of Funds							
43,052.960		**0.00**	**563,563.24**	**499,414 32**	**64,148.92**	**0.00**	**64,148.92**
Total Hedge Funds							
43,052.960		**0.00**	**563,563 24**	**499,414.32**	**64,148.92**	**0.00**	**64,148.92**
Private Equity							
Private equity							
United States - USD							
NORTHERN TRUST PRIV EQUITY FD LP-6095468 CUSIP 000182527							
617,903 920	981,039 00	0 00	981,039 00 *	617,903 92	363,135 08	0 00	363,135 08

* Market value based on prices received from an external manager or other client-directed pricing source

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
Private Equity							
Private equity							
United States - USD							
Total USD		0 00	981,039 00	617,903 92	363,135 08	0 00	363,135 08
Total United States		0 00	981,039 00	617,903 92	363,135 08	0 00	363,135 08
Total Private Equity **617,903.920**		**0.00**	**981,039.00**	**617,903.92**	**363,135.08**	**0.00**	**363,135.08**
Total Private Equity **617,903.920**		**0.00**	**981,039.00**	**617,903.92**	**363,135.08**	**0.00**	**363,135.08**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
18,810 690	18 31	0 00	344,423 73	254,390 06	90,033 67	0 00	90,033 67
Total USD		0 00	344,423 73	254,390 06	90,033 67	0 00	90,033 67
Total Global Region		0 00	344,423 73	254,390 06	90,033 67	0 00	90,033 67
Total Real Estate Funds **18,810.690**		**0.00**	**344,423.73**	**254,390.06**	**90,033.67**	**0.00**	**90,033.67**
Total Real Estate **18,810.690**		**0.00**	**344,423.73**	**254,390.06**	**90,033.67**	**0.00**	**90,033 67**

Commodities

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							
3,740 000	162 01	0 00	605,917 40	388,946 98	216,970 42	0 00	216,970 42
Total USD		0 00	605,917 40	388,946 98	216,970 42	0 00	216,970 42
Total Global Region		0 00	605,917 40	388,946 98	216,970 42	0 00	216,970 42
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
78,697 580	6 64	0 00	522,551 93	500,552 40	21,999 53	0 00	21,999 53
Total USD		0 00	522,551 93	500,552 40	21,999 53	0 00	21,999 53
Total United States		0 00	522,551 93	500,552 40	21,999 53	0 00	21,999 53
Total Commodities **82,437.580**		**0.00**	**1,128,469.33**	**889,499.38**	**238,969.95**	**0.00**	**238,969.95**
Total Commodities **82,437.580**		**0.00**	**1,128,469.33**	**889,499.38**	**238,969.95**	**0.00**	**238,969.95**
Other Assets							
Other assets							
United States - USD							
EXEMPTION LETTER RE, ILLINOIS RETAILER OCCUPATION TAX, ETC CUSIP 999596430							
1 000	1 00	0 00	1 00	0 00	1 00	0 00	1 00
Total USD		0 00	1 00	0 00	1 00	0 00	1 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
Other Assets							
Other assets							
Total United States		0 00	1 00	0 00	1 00	0 00	1 00
Total Other Assets **1.000**		**0.00**	**1.00**	**0.00**	**1.00**	**0.00**	**1.00**
Total Other Assets **1.000**		**0.00**	**1.00**	**0.00**	**1 00**	**0.00**	**1 00**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	63 22	629,507 68	629,507 68	0 00	0 00	0 00
Total short term - all currencies		63 22	629,507 68	629,507 68	0 00	0 00	0 00
Total short term - all countries		63 22	629,507 68	629,507 68	0 00	0 00	0 00
Total Short Term **629,507.680**		**63.22**	**629,507.68**	**629,507.68**	**0.00**	**0 00**	**0.00**
Total Cash and Short Term Investments **629,507.680**		**63 22**	**629,507.68**	**629,507 68**	**0.00**	**0.00**	**0 00**
Total **6,017,920.490**		**26,355.83**	**20,984,661.67**	**18,596,591.26**	**2,387,970.41**	**0.00**	**2,387,970.41**

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

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

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