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
QUARRIE CHARITABLE TRUST #1 (02-42306)

A Employer identification number
36-6558290

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

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

City or town, state, and ZIP code
P.O. BOX 803878 CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 5,480,993.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	149,365.	149,365.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	162,996.			
	b Gross sales price for all assets on line 6a 1,306,122.				
	7 Capital gain net income (from Part IV, line 2)		162,996.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-568.			STMT 2
	12 **Total.** Add lines 1 through 11	311,793.	312,361.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	31,616.	28,454.		3,162.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 3	2,000.	1,000.	NONE	1,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT. 4	2,919.	2,919.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT. 5	15.			15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	36,550.	32,373.	NONE	4,177.
	25 Contributions, gifts, grants paid	261,341.			261,341.
	26 **Total expenses and disbursements.** Add lines 24 and 25	297,891.	32,373.	NONE	265,518.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	13,902.			
	b **Net investment income** (if negative, enter -0-)		279,988.		
	c **Adjusted net income** (if negative, enter -0-).				

JSA **For Paperwork Reduction Act Notice, see instructions.**
2E1410 1 000

Part II		**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	117,170.	108,603.	108,603.
	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)	2,730,683.	2,666,374.	3,313,300.
	c	Investments - corporate bonds (attach schedule)	1,417,244.	1,322,158.	1,396,706.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	340,279.	521,209.	662,384.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	4,605,376.	4,618,344.	5,480,993.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds	4,605,376.	4,618,344.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	4,605,376.	4,618,344.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	4,605,376.	4,618,344.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,605,376.
2	Enter amount from Part I, line 27a	2	13,902.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,619,278.
5	Decreases not included in line 2 (itemize) ▶ TAX COST ETC. ADJ.	5	934.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,618,344.

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	1,306,122.		1,143,126.	162,996.
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				162,996.
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 } 2 162,996.

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	227,995.	5,325,819.	0.042809
2010	100,708.	4,915,224.	0.020489
2009	104,917.	4,331,143.	0.024224
2008	154,979.	5,012,893.	0.030916
2007	139,447.	5,478,458.	0.025454

2	**Total** of line 1, column (d)	2	0.143892
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	0.028778
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	5,366,698.
5	Multiply line 4 by line 3	5	154,443.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,800.
7	Add lines 5 and 6	7	157,243.
8	Enter qualifying distributions from Part XII, line 4	8	265,518.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: _________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	2,800.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	2,800.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,800.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,667.		
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	2,667.
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	133.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ Refunded ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Form **990-PF** (2012)

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		
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ NORTHERN TRUST Telephone no ▶ (312)630-6000

Located at ▶ 50 SOUTH LA SALLE ST, CHICAGO, IL ZIP+4 ▶ 60675

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

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

			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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY CHICAGO, IL, ,	TRUSTEE 40	31,616.		-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,448,424.
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	5,448,424.
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	5,448,424.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,726.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,366,698.
6	**Minimum investment return.** Enter 5% of line 5	6	268,335.

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	268,335.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,800.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	2,800.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	265,535.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	265,535.
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	265,535.

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	265,518.
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	265,518.
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	2,800.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	262,718.

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					265,535.
2	Undistributed income, if any, as of the end of 2012					
a	Enter amount for 2011 only				261,341.	
b	Total for prior years: 20 10 ,20 _____ ,20 _____			NONE		
3	Excess distributions carryover, if any, to 2012:					
a	From 2007	NONE				
b	From 2008	NONE				
c	From 2009	NONE				
d	From 2010	NONE				
e	From 2011	NONE				
f	**Total** of lines 3a through e		NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 265,518.					
a	Applied to 2011, but not more than line 2a				261,341.	
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					4,177.
e	Remaining amount distributed out of corpus		NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions					
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					261,358.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9:					
a	Excess from 2008	NONE				
b	Excess from 2009	NONE				
c	Excess from 2010	NONE				
d	Excess from 2011	NONE				
e	Excess from 2012	NONE				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling . . . . ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . .					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income .					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

N/A

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

N/A

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

Check here ▶ ☒ 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*				
CHICAGO COMMUNITY TRUST	NONE	PUBLIC	GENERAL	128,057.
ART INSTITUTE	NONE	PUBLIC	GENERAL	5,227.
COLUMBIA-PRESBYTERIAN MEDICAL CENTER	NONE	PUBLIC	GENERAL	128,057.
Total . . . . ▶ 3a				261,341.
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	149,365.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-568.	
8 Gain or (loss) from sales of assets other than inventory			18	162,996.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				311,793.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 311,793.

(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 | 03/27/2013 Date | ▶ VP Title

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 990-PF (2012)

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS ETC.		149,365.	149,365.
	TOTAL	149,365.	149,365.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME ETC.		-568.
	TOTALS	-568.

STATEMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN		2,919.	2,919.
	TOTALS	2,919.	2,919.

QUARRIE CHARITABLE TRUST #1 (02-42306) 36-6558290

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
ATTORNEY GENERAL	15.	15.
TOTALS	15.	15.

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	Employer identification number
QUARRIE CHARITABLE TRUST #1 (02-42306)	36-6558290

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	5,415.
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	5,415.

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					28,121.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	129,456.
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	4.
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	157,581.

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

Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13			5,415.
14 Net long-term gain or (loss):				
a Total for year	14a			157,581.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			4.
c 28% rate gain	14c			2,422.
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15			162,996.

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
QUARRIE CHARITABLE TRUST #1 (02-42306)

Employer identification number
36-6558290

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 40. ALTERA CORP COM	09/01/2011	05/08/2012	1,327.00	1,453.00	-126.00
56. AMAZON.COM INCORPORATE STOCK	11/08/2011	02/06/2012	10,318.00	12,179.00	-1,861.00
15. AMAZON.COM INCORPORATE STOCK	09/01/2011	02/07/2012	2,750.00	3,201.00	-451.00
52. AMERICAN WTR WKS CO IN	01/31/2012	04/20/2012	1,752.00	1,747.00	5.00
20. AMERICAN WTR WKS CO IN	01/30/2012	11/02/2012	729.00	669.00	60.00
11. AMERICAN WTR WKS CO IN	01/30/2012	12/14/2012	411.00	368.00	43.00
65. AMGEN INC	01/25/2012	04/20/2012	4,414.00	4,439.00	-25.00
26. AMGEN INC	01/24/2012	11/02/2012	2,244.00	1,774.00	470.00
123. AMGEN INC	01/24/2012	11/16/2012	10,348.00	8,393.00	1,955.00
10. AMGEN INC	01/23/2012	12/14/2012	892.00	682.00	210.00
41. AUTODESK, INC	05/23/2011	04/20/2012	1,664.00	1,713.00	-49.00
38. AUTOMATIC DATA PROCESS	01/18/2012	04/20/2012	2,083.00	2,135.00	-52.00
124. AUTOMATIC DATA PROCES	01/18/2012	09/18/2012	7,242.00	6,920.00	322.00
82. AUTOMATIC DATA PROCESS	01/17/2012	09/19/2012	4,806.00	4,496.00	310.00
53. AUTOMATIC DATA PROCESS	01/13/2012	09/20/2012	3,104.00	2,903.00	201.00
99. BRISTOL MYERS SQUIBB C	11/08/2011	04/20/2012	3,373.00	3,123.00	250.00
40. CVS CORP	04/27/2012	11/02/2012	1,861.00	1,801.00	60.00
23. CVS CORP	04/27/2012	12/14/2012	1,134.00	1,035.00	99.00
49. COCA COLA CO	08/30/2011	04/20/2012	3,639.00	3,425.00	214.00
43. EXPRESS SCRIPTS HLDG C	01/25/2012	04/20/2012	2,505.00	2,233.00	272.00
28. EXPRESS SCRIPTS HLDG C	06/20/2012	11/02/2012	1,735.00	1,508.00	227.00
19. EXPRESS SCRIPTS HLDG C	06/20/2012	12/14/2012	1,039.00	1,023.00	16.00
32. H J HEINZ CO	09/01/2011	08/13/2012	1,762.00	1,677.00	85.00
13. H J HEINZ CO	09/01/2011	08/14/2012	719.00	681.00	38.00

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

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

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

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
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OMB No. 1545-0092

2012

Name of estate or trust	Employer identification number
QUARRIE CHARITABLE TRUST #1 (02-42306)	36-6558290

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 109. HOME DEPOT INC	02/06/2012	04/20/2012	5,598.00	4,930.00	668.00
47. HOME DEPOT INC	02/06/2012	11/02/2012	2,914.00	2,126.00	788.00
26. HOME DEPOT INC	02/06/2012	12/14/2012	1,610.00	1,176.00	434.00
51. INTEL CORP COM	05/07/2012	11/02/2012	1,123.00	1,422.00	-299.00
29. INTEL CORP COM	05/07/2012	12/14/2012	591.00	808.00	-217.00
9. INTERCONTINENTALEXCHANG	06/07/2012	11/02/2012	1,168.00	1,154.00	14.00
5. INTERCONTINENTALEXCHANG	06/07/2012	12/14/2012	642.00	641.00	1.00
23. MCDONALDS CORP	09/22/2011	04/20/2012	2,246.00	1,997.00	249.00
7. MCKESSON HBOC INC	02/17/2011	01/24/2012	534.00	563.00	-29.00
58. MCKESSON HBOC INC	09/01/2011	01/25/2012	4,458.00	4,625.00	-167.00
39. NORFOLK SOUTHN CORP CO	08/10/2011	04/20/2012	2,696.00	2,633.00	63.00
194. MFB NORTHERN FUNDS UL FIXED INCOME FD	11/02/2012	12/14/2012	1,985.00	1,985.00	
60. ADR NOVARTIS AG SPONSO #US66987V1098	09/01/2011	01/23/2012	3,323.00	3,489.00	-166.00
44. NUCOR CORP	02/06/2012	04/20/2012	1,735.00	1,986.00	-251.00
20. NUCOR CORP	02/06/2012	11/02/2012	812.00	903.00	-91.00
10. NUCOR CORP	02/06/2012	12/14/2012	422.00	451.00	-29.00
63. PFIZER INC	12/05/2012	12/14/2012	1,584.00	1,601.00	-17.00 *
12.5 PHILLIPS 66 COM	09/01/2011	05/07/2012	371.00	409.00	-38.00
11. PRECISION CASTPARTS CO	10/24/2011	04/20/2012	1,912.00	1,892.00	20.00
80. PRINCIPAL FINANCIAL GR	09/01/2011	06/07/2012	1,964.00	2,005.00	-41.00
105. QUALCOMM INC	01/17/2012	04/20/2012	6,611.00	6,017.00	594.00
29. ST JUDE MEDICAL INC	09/24/2012	11/02/2012	1,116.00	1,248.00	-132.00
16. ST JUDE MEDICAL INC	09/24/2012	12/14/2012	565.00	689.00	-124.00
33. SALESFORCE COM INC COM	09/01/2011	01/17/2012	3,449.00	4,357.00	-908.00

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

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

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2012

Name of estate or trust
QUARRIE CHARITABLE TRUST #1 (02-42306)

Employer identification number
36-6558290

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

	(a) Description of property (Example: 100 sh. 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	30. STARBUCKS CORP	08/14/2012	11/02/2012	1,524.00	1,389.00	135.00
	17. STARBUCKS CORP	08/13/2012	12/14/2012	905.00	781.00	124.00
	50. THE TRAVELERS COMPANIE	09/01/2011	03/13/2012	2,880.00	2,525.00	355.00
	30. V F CORP	09/01/2011	04/20/2012	4,524.00	3,378.00	1,146.00
	45. VERIZON COMMUNICATIONS	09/28/2011	04/20/2012	1,745.00	1,671.00	74.00
	50. WAL MART STORES INC	09/01/2011	08/01/2012	3,706.00	2,653.00	1,053.00
	15. EATON CORP PLC COM USD	12/03/2012	12/14/2012	786.00	775.00	11.00
	22. NOBLE CORPORATION (SWI COM USD0.10	10/17/2012	12/14/2012	742.00	837.00	-95.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 5,415.00

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

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2F1221 2 000

* INDICATES WASH SALE

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
QUARRIE CHARITABLE TRUST #1 (02-42306)	36-6558290

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 32. ABBOTT LABORATORIES	11/18/2010	04/20/2012	1,906.00	1,470.00	436.00
17. ABBOTT LABORATORIES	09/01/2011	11/02/2012	1,104.00	886.00	218.00
228. ABBOTT LABORATORIES	09/01/2005	11/16/2012	14,378.00	10,294.00	4,084.00
28. ABBOTT LABORATORIES	09/01/2011	11/16/2012	1,766.00	1,459.00	307.00
1. ALTERA CORP COM	11/18/2010	04/20/2012	37.00	33.00	4.00
35. ALTERA CORP COM	02/17/2011	04/20/2012	1,295.00	1,465.00	-170.00
223. ALTERA CORP COM	11/18/2010	05/07/2012	7,479.00	4,197.00	3,282.00
96. ALTERA CORP COM	03/20/2009	05/08/2012	3,184.00	1,680.00	1,504.00
67. AMAZON.COM INCORPORATE STOCK	11/18/2010	01/26/2012	12,819.00	6,545.00	6,274.00
23. AMAZON.COM INCORPORATE STOCK	04/21/2009	02/06/2012	4,238.00	1,803.00	2,435.00
64. AMERICAN EXPRESS CO	04/26/2010	04/20/2012	3,688.00	3,038.00	650.00
35. AMERICAN EXPRESS CO	07/06/2011	11/02/2012	1,984.00	1,839.00	145.00
19. AMERICAN EXPRESS CO	07/06/2011	12/14/2012	1,076.00	999.00	77.00
8. APPLE COMPUTER INC	11/18/2010	04/20/2012	4,669.00	1,945.00	2,724.00
10. APPLE COMPUTER INC	02/17/2011	04/20/2012	5,837.00	3,583.00	2,254.00
9. APPLE COMPUTER INC	09/01/2011	11/02/2012	5,190.00	3,442.00	1,748.00
5. APPLE COMPUTER INC	09/01/2011	12/14/2012	2,534.00	1,912.00	622.00
169. AUTODESK, INC	05/23/2011	09/18/2012	5,643.00	7,061.00	-1,418.00
180. AUTODESK, INC	09/01/2011	09/19/2012	6,062.00	7,016.00	-954.00
13. BHP LTD SPONSORED ADR	11/18/2010	04/20/2012	954.00	1,101.00	-147.00
15. BHP LTD SPONSORED ADR	02/17/2011	04/20/2012	1,101.00	1,409.00	-308.00
15. BHP LTD SPONSORED ADR	09/01/2011	11/02/2012	1,063.00	1,271.00	-208.00
9. BHP LTD SPONSORED ADR	09/01/2011	12/14/2012	687.00	762.00	-75.00
52. BRISTOL MYERS SQUIBB C	09/01/2011	11/02/2012	1,724.00	1,554.00	170.00
29. BRISTOL MYERS SQUIBB C	11/08/2011	12/14/2012	946.00	915.00	31.00
6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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QUARRIE CHARITABLE TRUST #1 (02-42306)

Employer identification number
36-6558290

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example· 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a	20. CHEVRONTEXACO CORP	02/17/2011	04/20/2012	2,054.00	1,944.00	110.00
	23. CHEVRONTEXACO CORP	11/18/2010	04/20/2012	2,362.00	1,886.00	476.00
	22. CHEVRONTEXACO CORP	09/01/2011	11/02/2012	2,381.00	2,187.00	194.00
	12. CHEVRONTEXACO CORP	09/01/2011	12/14/2012	1,292.00	1,193.00	99.00
	39. CITRIX SYS INC	04/11/2011	04/20/2012	3,067.00	2,913.00	154.00
	86. CITRIX SYS INC	04/11/2011	05/07/2012	7,163.00	6,379.00	784.00
	53. CITRIX SYS INC	11/18/2010	05/07/2012	4,415.00	2,561.00	1,854.00
	14. CITRIX SYS INC	09/01/2011	11/02/2012	878.00	836.00	42.00
	7. CITRIX SYS INC	09/01/2011	12/14/2012	454.00	418.00	36.00
	55. COCA COLA CO	08/30/2011	11/02/2012	2,038.00	1,922.00	116.00
	32. COCA COLA CO	08/30/2011	12/14/2012	1,204.00	1,118.00	86.00
	14. CONOCOPHILLIPS	11/19/2010	04/20/2012	1,020.00	864.00	156.00
	15. CONOCOPHILLIPS	02/17/2011	04/20/2012	1,092.00	1,133.00	-41.00
	226. CONOCOPHILLIPS	11/19/2010	10/12/2012	12,708.00	10,605.00	2,103.00
	25. CONOCOPHILLIPS	09/01/2011	10/12/2012	1,406.00	1,297.00	109.00
	40. COSTCO WHSL CORP NEW	02/17/2011	04/20/2012	3,508.00	2,921.00	587.00
	21. COSTCO WHSL CORP NEW	09/01/2011	11/02/2012	2,017.00	1,679.00	338.00
	11. COSTCO WHSL CORP NEW	09/01/2011	12/14/2012	1,066.00	880.00	186.00
	35. DANAHER CORP	11/18/2010	04/20/2012	1,861.00	1,518.00	343.00
	55. DANAHER CORP	02/17/2011	04/20/2012	2,924.00	2,815.00	109.00
	48. DANAHER CORP	09/01/2011	11/02/2012	2,492.00	2,148.00	344.00
	27. DANAHER CORP	09/01/2011	12/14/2012	1,472.00	1,208.00	264.00
	51. WALT DISNEY CO	02/17/2011	04/20/2012	2,169.00	2,230.00	-61.00
	24. WALT DISNEY CO	11/18/2010	11/02/2012	1,196.00	903.00	293.00
	4. WALT DISNEY CO	02/17/2011	11/02/2012	199.00	175.00	24.00

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

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QUARRIE CHARITABLE TRUST #1 (02-42306)	36-6558290

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	16. WALT DISNEY CO	11/18/2010	12/14/2012	778.00	602.00	176.00
	29. DOMINION RES INC VA NE	09/14/2010	04/20/2012	1,470.00	1,278.00	192.00
	30. DOMINION RES INC VA NE	02/17/2011	04/20/2012	1,521.00	1,326.00	195.00
	30. DOMINION RES INC VA NE	09/01/2011	11/02/2012	1,550.00	1,464.00	86.00
	16. DOMINION RES INC VA NE	09/01/2011	12/14/2012	817.00	781.00	36.00
	305. E I DU PONT DE NEMOUR	11/18/2010	02/06/2012	15,755.00	12,086.00	3,669.00
	8. E I DU PONT DE NEMOURS	03/23/2010	04/20/2012	422.00	305.00	117.00
	40. E I DU PONT DE NEMOURS	02/17/2011	04/20/2012	2,111.00	2,225.00	-114.00
	21. E I DU PONT DE NEMOURS	09/01/2011	11/02/2012	926.00	1,010.00	-84.00
	17. E I DU PONT DE NEMOURS	09/01/2011	12/14/2012	747.00	817.00	-70.00 *
	58. E M C CORP MASS COM	11/18/2010	04/20/2012	1,618.00	1,240.00	378.00
	80. E M C CORP MASS COM	02/17/2011	04/20/2012	2,231.00	2,180.00	51.00
	73. E M C CORP MASS COM	09/01/2011	11/02/2012	1,832.00	1,625.00	207.00
	51. E M C CORP MASS COM	09/01/2011	12/14/2012	1,258.00	1,135.00	123.00
	48. EATON CORP	04/01/2011	04/20/2012	2,273.00	2,671.00	-398.00
	26. EATON CORP	03/31/2011	11/02/2012	1,278.00	1,429.00	-151.00
	416. EATON CORP	09/01/2011	12/03/2012	21,488.00	22,014.00	-526.00
	40. EXXON MOBIL CORP	02/17/2011	04/20/2012	3,404.00	3,357.00	47.00
	28. EXXON MOBIL CORP	11/18/2010	04/20/2012	2,383.00	1,966.00	417.00
	35. EXXON MOBIL CORP	09/01/2005	11/02/2012	3,158.00	2,160.00	998.00
	20. EXXON MOBIL CORP	09/01/2011	12/14/2012	1,760.00	1,480.00	280.00
	4. MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES IND	09/29/2011	11/02/2012	141.00	126.00	15.00
	57. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES IND	09/29/2011	12/14/2012	2,010.00	1,792.00	218.00
	6. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	09/29/2011	11/02/2012	152.00	149.00	3.00
	76. MFC FLEXSHARES TR TR I TARGET DURATION TIPS INDEX	09/29/2011	12/14/2012	1,936.00	1,893.00	43.00
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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QUARRIE CHARITABLE TRUST #1 (02-42306)	36-6558290

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	6. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	09/29/2011	11/02/2012	158.00	149.00	9.00
	75. MFC FLEXSHARES TR IBOX TARGET DURATION TIPS INDEX	09/29/2011	12/14/2012	1,977.00	1,866.00	111.00
	16. FRANKLIN RESOURCES INC	11/18/2010	04/20/2012	1,968.00	1,802.00	166.00
	10. FRANKLIN RESOURCES INC	02/17/2011	04/20/2012	1,230.00	1,297.00	-67.00
	14. FRANKLIN RESOURCES INC	07/07/2011	11/02/2012	1,847.00	1,916.00	-69.00
	8. FRANKLIN RESOURCES INC	07/07/2011	12/14/2012	1,019.00	1,095.00	-76.00
	18. GENERAL ELECTRIC CO	05/05/2010	04/20/2012	348.00	329.00	19.00
	130. GENERAL ELECTRIC CO	02/17/2011	04/20/2012	2,514.00	2,802.00	-288.00
	77. GENERAL ELECTRIC CO	05/05/2010	11/02/2012	1,660.00	1,409.00	251.00
	55. GENERAL ELECTRIC CO	05/05/2010	12/14/2012	1,190.00	1,006.00	184.00
	5. GOOGLE INC CL A	02/17/2011	04/20/2012	3,025.00	3,126.00	-101.00
	5. GOOGLE INC CL A	05/27/2009	04/20/2012	3,025.00	2,044.00	981.00
	4. GOOGLE INC CL A	09/01/2011	11/02/2012	2,751.00	2,135.00	616.00
	4. GOOGLE INC CL A	09/01/2011	12/05/2012	2,758.00	2,135.00	623.00
	17. GOOGLE INC CL A	05/27/2009	12/05/2012	11,723.00	6,736.00	4,987.00
	2. GOOGLE INC CL A	04/21/2009	12/14/2012	1,402.00	757.00	645.00
	16. W W GRAINGER INC	11/18/2010	04/20/2012	3,475.00	1,941.00	1,534.00
	25. W W GRAINGER INC	09/13/2010	04/26/2012	5,188.00	2,871.00	2,317.00
	11. W W GRAINGER INC	09/13/2010	04/27/2012	2,316.00	1,263.00	1,053.00
	4. W W GRAINGER INC	09/01/2011	11/02/2012	804.00	605.00	199.00
	57. W W GRAINGER INC	09/13/2010	12/12/2012	11,015.00	6,487.00	4,528.00
	13. W W GRAINGER INC	09/01/2011	12/12/2012	2,512.00	1,966.00	546.00
	30. H J HEINZ CO	02/17/2011	04/20/2012	1,599.00	1,452.00	147.00
	18. H J HEINZ CO	11/18/2010	04/20/2012	959.00	858.00	101.00
	160. H J HEINZ CO	08/20/2010	08/08/2012	8,837.00	7,507.00	1,330.00

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QUARRIE CHARITABLE TRUST #1 (02-42306)

Employer identification number
36-6558290

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 90. H J HEINZ CO	08/18/2010	08/09/2012	4,961.00	4,216.00	745.00
85. H J HEINZ CO	08/19/2010	08/10/2012	4,671.00	3,969.00	702.00
37. H J HEINZ CO	08/19/2010	08/13/2012	2,037.00	1,725.00	312.00
84. INTL BUSINESS MACHINES	11/18/2010	01/13/2012	14,993.00	10,775.00	4,218.00
9. INTL BUSINESS MACHINES	06/13/2008	04/20/2012	1,795.00	1,134.00	661.00
15. INTL BUSINESS MACHINES	02/17/2011	04/20/2012	2,992.00	2,464.00	528.00
10. INTL BUSINESS MACHINES	09/01/2011	11/02/2012	1,934.00	1,709.00	225.00
6. INTL BUSINESS MACHINES	09/01/2011	12/14/2012	1,148.00	1,026.00	122.00
91. J P MORGAN CHASE & CO	02/29/2008	04/20/2012	3,942.00	3,716.00	226.00
55. J P MORGAN CHASE & CO	02/17/2011	04/20/2012	2,383.00	2,631.00	-248.00
62. J P MORGAN CHASE & CO	11/18/2010	11/02/2012	2,628.00	2,522.00	106.00
34. J P MORGAN CHASE & CO	11/18/2010	12/14/2012	1,452.00	1,349.00	103.00
21. JOHNSON & JOHNSON	11/18/2010	04/20/2012	1,339.00	1,331.00	8.00
12. JOHNSON & JOHNSON	09/01/2011	11/02/2012	850.00	786.00	64.00
159. JOHNSON & JOHNSON	09/01/2005	11/16/2012	10,953.00	10,049.00	904.00
23. JOHNSON & JOHNSON	09/01/2011	11/16/2012	1,584.00	1,507.00	77.00
23. JOHNSON CONTROLS INC	11/18/2010	04/20/2012	749.00	766.00	-17.00
35. JOHNSON CONTROLS INC	02/17/2011	04/20/2012	1,140.00	1,474.00	-334.00
33. JOHNSON CONTROLS INC	09/01/2011	11/02/2012	865.00	1,027.00	-162.00
18. JOHNSON CONTROLS INC	09/01/2011	12/14/2012	505.00	560.00	-55.00
22. MCDONALDS CORP	09/22/2011	11/02/2012	1,910.00	1,888.00	22.00
12. MCDONALDS CORP	09/22/2011	12/14/2012	1,063.00	1,030.00	33.00
211. MCKESSON HBOC INC	11/18/2010	01/23/2012	16,218.00	12,967.00	3,251.00
139. MCKESSON HBOC INC	12/08/2009	01/24/2012	10,613.00	8,499.00	2,114.00
25. NATIONAL-OILWELL INC	02/17/2011	04/20/2012	1,952.00	2,036.00	-84.00

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QUARRIE CHARITABLE TRUST #1 (02-42306)	36-6558290

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	13. NATIONAL-OILWELL INC	11/18/2010	04/20/2012	1,015.00	731.00	284.00
	21. NATIONAL-OILWELL INC	09/01/2011	11/02/2012	1,504.00	1,385.00	119.00
	12. NATIONAL-OILWELL INC	09/01/2011	12/14/2012	778.00	792.00	-14.00
	18. NIKE INC CLASS B	02/17/2011	04/20/2012	1,996.00	1,549.00	447.00
	10. NIKE INC CLASS B	09/01/2011	11/02/2012	945.00	869.00	76.00
	6. NIKE INC CLASS B	09/01/2011	12/14/2012	582.00	521.00	61.00
	17. NOBLE ENERGY INC COM	04/21/2009	04/20/2012	1,594.00	1,001.00	593.00
	10. NOBLE ENERGY INC COM	09/01/2011	11/02/2012	950.00	881.00	69.00
	5. NOBLE ENERGY INC COM	09/01/2011	12/14/2012	498.00	440.00	58.00
	22. NORFOLK SOUTHN CORP CO	08/10/2011	11/02/2012	1,344.00	1,485.00	-141.00
	13. NORFOLK SOUTHN CORP CO	08/10/2011	12/14/2012	798.00	878.00	-80.00
	11448. MFB NORTHERN FUNDS MANAGER HIGH YIELD OPPORTUN	08/31/2011	11/02/2012	123,295.00	118,571.00	4,724.00
	2029. MFB NORTHERN FUNDS M HIGH YIELD OPPORTUNITY FUND	11/04/2011	12/14/2012	22,177.00	20,843.00	1,334.00
	566. MFB NORTHN FDS MULTI-GLOBAL REALESTATE FD	09/01/2011	12/14/2012	10,709.00	9,860.00	849.00
	1372. MFB NORTHN FDS MULTI EMERGING MKTS EQTY FD	12/21/2010	12/14/2012	25,986.00	30,897.00	-4,911.00
	194. MFB NORTHN MULTI-MANA EQTY FD FD	02/17/2011	11/02/2012	1,791.00	1,990.00	-199.00
	3044. MFB NORTHN MULTI-MAN EQTY FD FD	09/01/2011	12/14/2012	29,192.00	29,136.00	56.00
	1011. MFB NORTHN MULTIMGR	04/26/2010	04/20/2012	9,645.00	9,645.00	
	28. MFB NORTHN MULTIMGR SM	06/06/2011	11/02/2012	269.00	295.00	-26.00
	98.69 MFB NORTHN MULTIMGR	11/04/2011	12/14/2012	961.00	1,033.00	-72.00 *
	260.31 MFB NORTHN MULTIMGR FD	04/26/2010	12/14/2012	2,535.00	2,483.00	52.00
	2047. MFB NORTHN MULTIMGR	02/17/2011	04/20/2012	24,953.00	23,590.00	1,363.00
	44. MFB NORTHN MULTIMGR MI	09/01/2011	11/02/2012	534.00	485.00	49.00
	564. MFB NORTHN MULTIMGR M	11/04/2011	12/14/2012	6,915.00	6,232.00	683.00
	769. MFB NORTHN FDS SMALL	02/17/2011	04/20/2012	11,858.00	11,299.00	559.00
6b	**Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b					

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 17. MFB NORTHN FDS SMALL C	12/16/2010	11/02/2012	270.00	246.00	24.00
222. MFB NORTHN FDS SMALL	12/16/2010	12/14/2012	3,576.00	3,212.00	364.00
14968. MFB NORTHERN FDS FI FD	12/21/2010	04/20/2012	157,763.00	152,821.00	4,942.00
169. MFB NORTHERN FDS FIXE	09/29/2011	11/02/2012	1,835.00	1,764.00	71.00
2212. MFB NORTHERN FDS FIX	11/04/2011	12/14/2012	24,022.00	23,337.00	685.00
340. ADR NOVARTIS AG SPONS ISIN #US66987V1098	11/18/2010	01/23/2012	18,832.00	18,476.00	356.00
35. OMNICOM GRP INC COM	02/17/2011	04/20/2012	1,746.00	1,758.00	-12.00
21. OMNICOM GRP INC COM	12/21/2010	04/20/2012	1,047.00	981.00	66.00
30. OMNICOM GRP INC COM	12/21/2010	11/02/2012	1,444.00	1,400.00	44.00
16. OMNICOM GRP INC COM	12/20/2010	12/14/2012	787.00	747.00	40.00
55. ORACLE CORPORATION	11/18/2010	04/20/2012	1,616.00	1,543.00	73.00
75. ORACLE CORPORATION	02/17/2011	04/20/2012	2,204.00	2,478.00	-274.00
67. ORACLE CORPORATION	09/01/2011	11/02/2012	2,088.00	1,873.00	215.00
37. ORACLE CORPORATION	09/01/2011	12/14/2012	1,182.00	1,034.00	148.00
.5 PHILLIPS 66 COM	11/19/2010	05/01/2012	16.00	15.00	1.00
112.5 PHILLIPS 66 COM	11/19/2010	05/07/2012	3,343.00	3,329.00	14.00
6. PIMCO COMMODITY REALRET FUND	02/17/2011	11/02/2012	41.00	56.00	-15.00
84.39741 PIMCO COMMODITY R STRATEGY FUND	02/17/2011	12/17/2012	568.00	791.00	-223.00 *
295.60259 PIMCO COMMODITY STRATEGY FUND	12/07/2011	12/17/2012	1,989.00	2,291.00	-302.00
8. PRECISION CASTPARTS COR	10/25/2011	11/02/2012	1,383.00	1,376.00	7.00
4. PRECISION CASTPARTS COR	10/25/2011	12/14/2012	736.00	688.00	48.00
33. PRINCIPAL FINANCIAL GR	12/06/2010	04/20/2012	934.00	991.00	-57.00
55. PRINCIPAL FINANCIAL GR	02/17/2011	04/20/2012	1,557.00	1,879.00	-322.00
65. PRINCIPAL FINANCIAL GR	05/07/2010	06/05/2012	1,520.00	1,834.00	-314.00
220. PRINCIPAL FINANCIAL G	12/06/2010	06/05/2012	5,149.00	6,441.00	-1,292.00
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: QUARRIE CHARITABLE TRUST #1 (02-42306)

Employer identification number: 36-6558290

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 299. PRINCIPAL FINANCIAL G	05/07/2010	06/06/2012	7,186.00	8,438.00	-1,252.00
118. PRINCIPAL FINANCIAL G	05/07/2010	06/07/2012	2,897.00	3,330.00	-433.00
20. PROCTER & GAMBLE CO	11/18/2010	04/20/2012	1,347.00	1,281.00	66.00
30. PROCTER & GAMBLE CO	02/17/2011	04/20/2012	2,021.00	1,921.00	100.00
28. PROCTER & GAMBLE CO	09/01/2011	11/02/2012	1,936.00	1,780.00	156.00
183. PROCTER & GAMBLE CO	04/08/2010	12/05/2012	12,693.00	11,196.00	1,497.00
27. PROCTER & GAMBLE CO	09/01/2011	12/05/2012	1,873.00	1,714.00	159.00
8. PROCTER & GAMBLE CO	09/01/2005	12/14/2012	560.00	447.00	113.00
44. QUALCOMM INC	07/15/2011	11/02/2012	2,607.00	2,414.00	193.00
24. QUALCOMM INC	07/15/2011	12/14/2012	1,436.00	1,317.00	119.00
5. MFC SPDR GOLD TR GOLD S	02/17/2011	11/02/2012	813.00	675.00	138.00
73. MFC SPDR GOLD TR GOLD	02/17/2011	12/14/2012	11,993.00	9,709.00	2,284.00
106. SALESFORCE COM INC CO	11/18/2010	01/13/2012	11,006.00	10,189.00	817.00
74. SALESFORCE COM INC COM	06/11/2010	01/17/2012	7,734.00	7,028.00	706.00
28. SCHLUMBERGER LTD ISIN 6	02/28/2011	04/20/2012	2,041.00	2,595.00	-554.00 *
19. SCHLUMBERGER LTD ISIN 6	02/28/2011	11/02/2012	1,306.00	1,761.00	-455.00
11. SCHLUMBERGER LTD ISIN 6	02/28/2011	12/14/2012	758.00	1,020.00	-262.00
30. SIMON PPTY GROUP INC N	02/17/2011	04/20/2012	4,506.00	3,124.00	1,382.00
63. SIMON PPTY GROUP INC N	09/01/2011	10/12/2012	9,625.00	6,763.00	2,862.00
10. SIMON PPTY GROUP INC N	11/02/2010	11/02/2012	1,557.00	996.00	561.00
7. SIMON PPTY GROUP INC NE	11/02/2010	12/14/2012	1,078.00	697.00	381.00
88. SPECTRA ENERGY CORP CO	08/13/2008	03/01/2012	2,770.00	2,257.00	513.00
80. SPECTRA ENERGY CORP CO	02/17/2011	03/01/2012	2,518.00	2,119.00	399.00
138. SPECTRA ENERGY CORP C	08/13/2008	03/02/2012	4,333.00	3,539.00	794.00
89. SPECTRA ENERGY CORP CO	08/13/2008	03/05/2012	2,776.00	2,283.00	493.00

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

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
QUARRIE CHARITABLE TRUST #1 (02-42306)	36-6558290

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 120. SPECTRA ENERGY CORP C	11/18/2010	03/06/2012	3,718.00	2,924.00	794.00
103. SPECTRA ENERGY CORP C	02/29/2008	04/20/2012	3,133.00	2,388.00	745.00
43. SPECTRA ENERGY CORP CO	09/01/2011	11/02/2012	1,206.00	1,119.00	87.00
24. SPECTRA ENERGY CORP CO	09/01/2011	12/14/2012	654.00	624.00	30.00
198. THE TRAVELERS COMPANI	11/18/2010	03/12/2012	11,423.00	10,651.00	772.00
30. THE TRAVELERS COMPANIE	02/17/2011	03/12/2012	1,731.00	1,794.00	-63.00
17. THE TRAVELERS COMPANIE	11/09/2009	03/13/2012	979.00	910.00	69.00
104. US BANCORP DEL NEW	04/25/2008	04/20/2012	3,237.00	3,593.00	-356.00
54. US BANCORP DEL NEW	04/25/2008	11/02/2012	1,804.00	1,866.00	-62.00
30. US BANCORP DEL NEW	04/25/2008	12/14/2012	939.00	1,036.00	-97.00
11. UNITED TECHNOLOGIES CO	11/18/2010	04/20/2012	895.00	677.00	218.00
15. UNITED TECHNOLOGIES CO	02/17/2011	04/20/2012	1,220.00	1,269.00	-49.00
14. UNITED TECHNOLOGIES CO	09/01/2011	11/02/2012	1,093.00	1,029.00	64.00
7. UNITED TECHNOLOGIES COR	09/01/2011	12/14/2012	559.00	515.00	44.00
50. UNITEDHEALTH GROUP INC	02/17/2011	04/20/2012	2,973.00	2,131.00	842.00
17. UNITEDHEALTH GROUP INC	11/18/2010	04/20/2012	1,011.00	606.00	405.00
56. UNITEDHEALTH GROUP INC	11/18/2010	04/26/2012	3,237.00	1,851.00	1,386.00
23. UNITEDHEALTH GROUP INC	12/15/2009	04/27/2012	1,331.00	718.00	613.00
137. UNITEDHEALTH GROUP IN	12/15/2009	06/20/2012	8,168.00	4,278.00	3,890.00
39. UNITEDHEALTH GROUP INC	12/15/2009	06/21/2012	2,324.00	1,218.00	1,106.00
21. UNITEDHEALTH GROUP INC	09/01/2011	11/02/2012	1,176.00	998.00	178.00
17. UNITEDHEALTH GROUP INC	09/01/2011	12/14/2012	918.00	808.00	110.00
15. V F CORP	04/28/2011	11/02/2012	2,369.00	1,613.00	756.00
9. V F CORP	04/28/2011	12/14/2012	1,338.00	968.00	370.00
23. VERIZON COMMUNICATIONS	09/28/2011	11/02/2012	1,023.00	854.00	169.00

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: QUARRIE CHARITABLE TRUST #1 (02-42306)

Employer identification number: 36-6558290

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 13. VERIZON COMMUNICATIONS	09/28/2011	12/14/2012	575.00	483.00	92.00
27. WAL MART STORES INC	10/06/2008	04/20/2012	1,677.00	1,541.00	136.00
213. WAL MART STORES INC	11/18/2010	08/01/2012	15,788.00	12,113.00	3,675.00
112. WELLS FARGO & CO NEW	02/29/2008	04/20/2012	3,717.00	3,278.00	439.00
70. WELLS FARGO & CO NEW	02/17/2011	04/20/2012	2,323.00	2,309.00	14.00
76. WELLS FARGO & CO NEW	02/29/2008	11/02/2012	2,584.00	2,225.00	359.00
43. WELLS FARGO & CO NEW	12/03/2010	12/14/2012	1,420.00	1,238.00	182.00
46. WHOLE FOODS MKT INC	02/17/2011	04/20/2012	3,907.00	2,603.00	1,304.00
83. WHOLE FOODS MKT INC	02/02/2011	04/26/2012	6,883.00	4,309.00	2,574.00
49. WHOLE FOODS MKT INC	06/02/2010	04/27/2012	4,085.00	1,957.00	2,128.00
11. WHOLE FOODS MKT INC	02/02/2011	04/27/2012	917.00	571.00	346.00
16. WHOLE FOODS MKT INC	09/01/2011	11/02/2012	1,554.00	1,047.00	507.00
29. WHOLE FOODS MKT INC	09/01/2011	12/12/2012	2,639.00	1,898.00	741.00
70. WHOLE FOODS MKT INC	06/02/2010	12/12/2012	6,370.00	2,795.00	3,575.00
89. WHOLE FOODS MKT INC	06/02/2010	12/13/2012	8,003.00	3,554.00	4,449.00
67. WHOLE FOODS MKT INC	06/02/2010	12/14/2012	5,965.00	2,676.00	3,289.00
43. COVIDIEN PLC USD0.20(P CONSLDTN)	09/30/2008	04/20/2012	2,337.00	2,291.00	46.00
22. COVIDIEN PLC USD0.20(P CONSLDTN)	09/30/2008	11/02/2012	1,219.00	1,172.00	47.00
13. COVIDIEN PLC USD0.20(P CONSLDTN)	09/30/2008	12/14/2012	744.00	693.00	51.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 129,456.00

* INDICATES WASH SALE

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
223 000	78 44	0 00	17,492 12	14,634 89	2,857 23	0 00	2,857 23
Total USD		0 00	17,492 12	14,634 89	2,857 23	0 00	2,857 23
Total Australia		0 00	17,492 12	14,634 89	2,857 23	0 00	2,857 23
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
517 000	57 48	0 00	29,717 16	23,956 94	5,760 22	0 00	5,760 22
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
301 000	37 13	0 00	11 176 13	10 046 21	1,129 92	0 00	1,129 92
AMGEN INC COM CUSIP 031162100							
271 000	86 32	0 00	23,392 72	18,265 80	5,126 92	0 00	5,126 92
APPLE INC COM STK CUSIP 037833100							
145 000	533 03	0 00	77,289 35	18,287 43	59,001 92	0 00	59,001 92
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
780 000	32 59	0 00	25,420 20	22,977 15	2 443 05	0 00	2 443 05
CHEVRON CORP COM CUSIP 166764100							
329 000	108 14	0 00	35,578 06	23,133 94	12,444 12	0 00	12,444 12
CITRIX SYS INC COM CUSIP 177376100							
201 000	65 75	0 00	13,215 75	9,602 26	3,613 49	0 00	3,613 49

◆ 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							
COCA COLA CO COM CUSIP 191216100							
835 000	36 25	0 00	30 268 75	28,887 39	1,381 36	0 00	1,381 36
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
308 000	98 77	0 00	30,421 16	19,938 04	10 483 12	0 00	10,483 12
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
337 000	57 74	0 00	19,458 38	17,197 95	2,260 43	0 00	2 260 43
CVS CAREMARK CORP COM STK CUSIP 126650100							
619 000	48 35	0 00	29,928 65	27,709 47	2 219 18	0 00	2,219 18
DANAHER CORP COM CUSIP 235851102							
720 000	55 90	0 00	40 248 00	20,416 99	19,831 01	0 00	19 831 01
DOMINION RES INC VA NEW COM CUSIP 25746U109							
445 000	51 80	0 00	23,051 00	19,558 08	3 492 92	0 00	3,492 92
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
468 000	44 97	0 00	21,045 96	19,051 89	1,994 07	0 00	1,994 07
EATON CORP PLC COM USD0 50 CUSIP G29183103							
401 000	54 20	0 00	21 734 20	20,713 65	1,020 55	0 00	1,020 55
EMC CORP COM CUSIP 268648102							
1,390 000	25 30	0 00	35,167 00	28 902 70	6,264 30	0 00	6,264 30

◆ 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							
EMERSON ELECTRIC CO COM CUSIP 291011104							
432 000	52 96	0 00	22,878 72	22,396 68	482 04	0 00	482 04
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
508 000	54 00	0 00	27,432 00	26,559 09	872 91	0 00	872 91
EXXON MOBIL CORP COM CUSIP 30231G102							
522 000	86 55	0 00	45,179 10	32,800 58	12,378 52	0 00	12,378 52
FRKLN RES INC COM CUSIP 354613101							
206 000	125 70	0 00	25,894 20	23,791 68	2,102 52	0 00	2 102 52
GENERAL ELECTRIC CO CUSIP 369604103							
1,485 000	20 99	282 15	31,170 15	26,570 45	4,599 70	0 00	4,599 70
GOOGLE INC CL A CL A CUSIP 38259P508							
41 000	709 37	0 00	29,084 17	19,948 28	9,135 89	0 00	9,135 89
HOME DEPOT INC COM CUSIP 437076102							
703 000	61 85	0 00	43,480 55	31,434 37	12,046 18	0 00	12,046 18
INTEL CORP COM CUSIP 458140100 INTC							
768 000	20 63	0 00	15,843 84	21,292 85	-5,449 01	0 00	-5,449 01
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
138 000	123 81	0 00	17,085 78	17 455 02	-369 24	0 00	-369 24

Foundation

31 DEC 12

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		
					Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
151 000	191 55	0 00	28,924 05	19,126 19	9,797 86	0 00	9,797 86
JOHNSON CTL INC COM CUSIP 478366107							
491 000	30 70	0 00	15,073 70	13,112 82	1,960 88	0 00	1,960 88
JPMORGAN CHASE & CO COM CUSIP 46625H100							
916 000	43 97	0 00	40,276 52	30,825 62	9,450 90	0 00	9 450 90
MC DONALDS CORP COM CUSIP 580135101							
342 000	88 21	0 00	30,167 82	29 737 80	430 02	0 00	430 02
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
319 000	68 35	0 00	21,803 65	11 709 88	10,093 77	0 00	10,093 77
NIKE INC CL B CUSIP 654106103							
308 000	51 60	0 00	15,892 80	10,359 01	5,533 79	0 00	5,533 79
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103							
609 000	34 82	0 00	21,205 38	22,310 77	-1,105 39	0 00	-1,105 39
NOBLE ENERGY INC COM CUSIP 655044105							
153 000	101 74	0 00	15,566 22	9,446 35	6,119 87	0 00	6,119 87
NORFOLK SOUTHN CORP COM CUSIP 655844108							
331 000	61 84	0 00	20,469 04	22,338 06	-1,869 02	0 00	-1,869 02

◆ 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							
NUCOR CORP COM CUSIP 670346105							
296 000	43 18	108 78	12,781 28	13,361 56	-580 28	0 00	-580 28
OMNICOM GROUP INC COM CUSIP 681919106							
443 000	49 96	0 00	22,132 28	20,003 29	2,128 99	0 00	2,128 99
ORACLE CORP COM CUSIP 68389X105 ORCL							
1,001 000	33 32	0 00	33,353 32	27,268 11	6,085 21	0 00	6 085 21
PFIZER INC COM CUSIP 717081103							
1,703 000	25 08	0 00	42 711 24	41,336 11	1,375 13	0 00	1,375 13
PRECISION CASTPARTS CORP COM CUSIP 740189105							
112 000	189 42	0 00	21 215 04	18,523 40	2,691 64	0 00	2,691 64
PROCTER & GAMBLE COM NPV CUSIP 742718109							
219 000	67 89	0 00	14 867 91	12 242 10	2,625 81	0 00	2,625 81
QUALCOMM INC COM CUSIP 747525103 QCOM							
647 000	62 02	0 00	40,126 94	34,232 64	5,894 30	0 00	5,894 30
SCHLUMBERGER LTD COM COM CUSIP 806857108							
287 000	69 29	81 95	19,886 23	24,673 77	-4,787 54	0 00	-4,787 54
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
640 000	27 38	0 00	17,523 20	14,999 74	2,523 46	0 00	2,523 46

◆ 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							
437 000	36 14	100 51	15,793 18	18,732 58	-2 939 40	0 00	-2,939 40
STARBUCKS CORP COM CUSIP 855244109							
462 000	53 62	0 00	24,772 44	20 950 22	3,822 22	0 00	3 822 22
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
198 000	82 01	0 00	16,237 98	10,019 25	6,218 73	0 00	6,218 73
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
450 000	54 24	0 00	24,408 00	17,655 97	6,752 03	0 00	6,752 03
US BANCORP CUSIP 902973304 USB							
802 000	31 94	156 39	25,615 88	22,616 18	2,999 70	0 00	2,999 70
V F CORP COM CUSIP 918204108							
228 000	150 97	0 00	34,421 16	24 008 46	10,412 70	0 00	10,412 70
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
344 000	43 27	0 00	14,884 88	12 753 26	2,131 62	0 00	2,131 62
WALT DISNEY CO CUSIP 254687106							
425 000	49 79	0 00	21,160 75	13,873 42	7,287 33	0 00	7,287 33
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
1,143 000	34 18	0 00	39,067 74	31,344 24	7,723 50	0 00	7 723 50
Total USD		729 78	1,375,499 61	1,098,455 69	277,043 92	0 00	277,043 92

**Generated by Northern Trust from reviewed periodic data on 27 Mar 13 B003*

◆ 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		729 78	1,375,499 61	1,098,455 69	277,043 92	0 00	277,043 92
Total Common Stock **26,550.000**		**729.78**	**1,392,991.73**	**1,113,090.58**	**279,901.15**	**0 00**	**279,901.15**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
35,359 950	19 18	0 00	678,203 84	587,104 38	91,099 46	0 00	91,099 46
Total USD		0 00	678,203 84	587,104 38	91,099 46	0 00	91,099 46
Total Emerging Markets Region		0 00	678,203 84	587,104 38	91,099 46	0 00	91,099 46
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
1,509 000	35 62	555 17	53,750 58	48,196 43	5,554 15	0 00	5,554 15
Total USD		555 17	53,750 58	48,196 43	5,554 15	0 00	5,554 15
Total Global Region		555 17	53,750 58	48,196 43	5,554 15	0 00	5,554 15
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
81,676 680	9 56	0 00	780,829 06	609,331 44	171,497 62	0 00	171,497 62
Total USD		0 00	780,829 06	609,331 44	171,497 62	0 00	171,497 62
Total International Region		0 00	780,829 06	609,331 44	171,497 62	0 00	171,497 62
United States - USD							

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
5,966 160	16 37	0 00	97,666 03	85,859 10	11,806 93	0 00	11,806 93
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
15,796 920	11 89	0 00	187,825 37	130,171 37	57,654 00	0 00	57,654 00
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
9,818 530	9 74	0 00	95,632 48	77,821 74	17,810 74	0 00	17,810 74
Total USD		0 00	381,123 88	293,852 21	87,271 67	0 00	87,271 67
Total United States		0 00	381,123 88	293,852 21	87,271 67	0 00	87,271 67
Total Equity Funds **150,127.240**		**555 17**	**1,893,907 36**	**1,538,484.46**	**355,422.90**	**0.00**	**355,422 90**
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
167 000	158 09	0 00	26,401 03	14,799 06	11,601 97	0 00	11,601 97
Total USD		0 00	26,401 03	14,799 06	11,601 97	0 00	11,601 97
Total United States		0 00	26,401 03	14,799 06	11,601 97	0 00	11,601 97
Total Other Equity **167.000**		**0.00**	**26,401.03**	**14,799 06**	**11,601 97**	**0 00**	**11,601.97**
Total Equity Securities **176,844.240**		**1,284.95**	**3,313,300 12**	**2,666,374.10**	**646,926.02**	**0 00**	**646,926.02**

◆ Asset Detail - Base Currency

Fixed Income Securities

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
Corporate/government							
United States - USD							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
60,648 650	10 63	0 00	644,695 15	612,160 02	32,535 13	0 00	32,535 13
Issue Date 25 Aug 08							
MFB NORTHERN FDS ULTRA SHORT FIXED INCOME FD CUSIP 665162467							
5,213 360	10 21	0 00	53,228 40	53,332 49	-104 09	0 00	-104 09
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442							
54,897 780	10 81	0 00	593,445 00	555,225 37	38,219 63	0 00	38,219 63
Total USD		0 00	1,291,368 55	1,220,717 88	70,650 67	0 00	70,650 67
Total United States		0 00	1,291,368 55	1,220,717 88	70,650 67	0 00	70,650 67
Total Corporate/Government **120,759.790**		**0 00**	**1,291,368.55**	**1,220,717.88**	**70,650.67**	**0.00**	**70,650.67**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
2,017 000	26 30	201 23	53,047 10	50,308 81	2,738 29	0 00	2,738 29
Issue Date 07 Dec 12							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
2,049 000	25 52	13 29	52,290 48	51,130 87	1,159 61	0 00	1,159 61
Issue Date 07 Dec 12							
Total USD		214 52	105,337 58	101,439 68	3,897 90	0 00	3,897 90

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Fixed Income Securities							
Other bonds							
Total United States		214 52	105,337 58	101,439 68	3,897 90	0 00	3,897 90
Total Other Bonds							
4,066.000		**214.52**	**105,337.58**	**101,439 68**	**3,897.90**	**0 00**	**3,897 90**
Total Fixed Income Securities							
124,825.790		**214 52**	**1,396,706.13**	**1,322,157 56**	**74,548.57**	**0.00**	**74,548.57**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
15,931 760	18 31	0 00	291,710 52	233,852 15	57,858 37	0 00	57,858 37
Total USD		0 00	291,710 52	233,852 15	57,858 37	0 00	57,858 37
Total Global Region		0 00	291,710 52	233,852 15	57,858 37	0 00	57,858 37
Total Real Estate Funds							
15,931.760		**0 00**	**291,710 52**	**233,852.15**	**57,858.37**	**0.00**	**57,858 37**
Total Real Estate							
15,931 760		**0.00**	**291,710.52**	**233,852.15**	**57,858.37**	**0.00**	**57,858.37**
Commodities							
Commodities							
Global Region - USD							

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
1,962 000	162 01	0 00	317,863 62	235,984 83	81,878 79	0 00	81,878 79
Total USD		0 00	317,863 62	235,984 83	81,878 79	0 00	81,878 79
Total Global Region		0 00	317,863 62	235,984 83	81,878 79	0 00	81,878 79
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
7,953 270	6 64	0 00	52,809 71	51,371 74	1,437 97	0 00	1,437 97
Total USD		0 00	52,809 71	51,371 74	1,437 97	0 00	1,437 97
Total United States		0 00	52,809 71	51,371 74	1,437 97	0 00	1,437 97
Total Commodities **9,915.270**		**0.00**	**370,673 33**	**287,356.57**	**83,316 76**	**0.00**	**83,316 76**
Total Commodities **9,915.270**		**0.00**	**370,673.33**	**287,356 57**	**83,316.76**	**0.00**	**83,316.76**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	17 27	108,602 62	108,602 62	0 00	0 00	0 00
Total short term - all currencies		17 27	108,602 62	108,602 62	0 00	0 00	0 00

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Cash and Short Term Investments							
Short term							
Total short term - all countnes		17 27	108,602 62	108,602 62	0 00	0 00	0 00
Total Short Term							
108,602.620		**17.27**	**108,602.62**	**108,602.62**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments							
108,602.620		**17.27**	**108,602.62**	**108,602.62**	**0.00**	**0 00**	**0.00**
Total							
436,119.680		**1,516.74**	**5,480,992 72**	**4,618,343 00**	**862,649 72**	**0.00**	**862,649 72**