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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

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

Name of foundation
VOGEL CHARITABLE FOUNDATION 03-06321

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

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

A Employer identification number
36-6944462

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

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **805,210.**

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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,348.	24,348.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,731.			
	b Gross sales price for all assets on line 6a	106,917.			
	7 Capital gain (net income from Part IV, line 2)		7,731.		
	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)	-89.			STMT 2	
12 Total. Add lines 1 through 11	31,990.	32,079.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	5,940.	5,940.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	336.	336.		
	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)	39.			39.
	24 Total operating and administrative expenses. Add lines 13 through 23	6,315.	6,276.	NONE	39.
	25 Contributions, gifts, grants paid	37,470.			37,470.
26 Total expenses and disbursements Add lines 24 and 25	43,785.	6,276.	NONE	37,509.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-11,795.				
b Net investment income (if negative, enter -0-)		25,803.			
c Adjusted net income (if negative, enter -0-)					

231K

POSTMARK DATE JUL 15 2013

ENVELOPE JUL 23 2013

SCANNED

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	9,965.	4,557.	4,557.
	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)	373,158.	343,582.	393,345.
	c Investments - corporate bonds (attach schedule)	301,341.	299,621.	308,810.
	11 Investments - land, buildings, and equipment ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	68,172.	93,001.	98,498.
	14 Land, buildings, and equipment ▶ 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)	752,636.	740,761.	805,210.	
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 ▶ <u>OUTSTANDING CHECK</u>)	80.		
23 Total liabilities (add lines 17 through 22)	80.		NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	752,556.	740,761.	
	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)	752,556.	740,761.		
31 Total liabilities and net assets/fund balances (see instructions)	752,636.	740,761.		

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	752,556.
2 Enter amount from Part I, line 27a	2	-11,795.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	740,761.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	740,761.

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 106,917.		99,186.	7,731.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69						
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))			
a			7,731.			
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	7,731.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)				3		
{ If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }						

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	40,241.	762,607.	0.052768
2010	42,123.	803,433.	0.052429
2009	43,859.	843,386.	0.052003
2008	44,194.	880,500.	0.050192
2007	44,055.	889,759.	0.049513
2 Total of line 1, column (d)			0.256905
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			0.051381
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			784,400.
5 Multiply line 4 by line 3			40,303.
6 Enter 1% of net investment income (1% of Part I, line 27b)			258.
7 Add lines 5 and 6			40,561.
8 Enter qualifying distributions from Part XII, line 4			37,509.

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)

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits and payments. Total tax due is 675, with 675 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns for Yes/No. Includes questions about political activities, tax on political expenditures, and state reporting.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of NORTHERN TRUST Telephone no (312) 630-6000
Located at 50 SOUTH LA SALLE ST, CHICAGO, IL ZIP+4 60675
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No 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.

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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes No X
(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 X
(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 X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? Yes No X
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 X
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 **5b**
- 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? Yes No **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? Yes No **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
SUSAN V HAMER 8721 DEW RIDGE, FAIR OKAS RANCH, TX 78015	OFFICER	- 0 -	- 0 -	- 0 -

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	796,345.
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	796,345.
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	796,345.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	11,945.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	784,400.
6	Minimum investment return. Enter 5% of line 5	6	39,220.

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	39,220.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	516.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	516.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	38,704.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	38,704.
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	38,704.

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	37,509.
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	37,509.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	37,509.

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				38,704.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			37,472.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		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 ▶ \$ <u>37,509.</u>				
a Applied to 2011, but not more than line 2a			37,472.	
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				37.
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				38,667.
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		(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<p>a Paid during the year</p> <p>SCHEDULE ATTACHED</p>	NONE	PUBLIC	GENERAL	37,470.
Total ▶ 3a				37,470.
<p>b Approved for future payment</p>				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS ETC.	24,348.	24,348.
TOTAL	24,348.	24,348.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME ETC.	-89.

TOTALS	-89.
	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ETC. FEES	5,940.	5,940.
TOTALS	5,940.	5,940.

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN	336.	336.
TOTALS	336.	336.

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

ATTORNEY GENERAL
PRINTING

15.
24.

15.
24.

TOTALS

39.
=====

39.
=====

**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

VOGEL CHARITABLE FOUNDATION 03-06321

Employer identification number

36-6944462

Note: Form 5227 filers need to complete *only* Parts I and II.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b 2,926.
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 2,926.

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					1,417.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 3,388.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶					12 4,805.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		2,926.
14	Net long-term gain or (loss):			
a	Total for year	14a		4,805.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		-13.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		7,731.

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	()
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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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> 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? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> 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)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ 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

Name of estate or trust: **VOGEL CHARITABLE FOUNDATION 03-06321** Employer identification number: **36-6944462**

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 1. MFC FLEXSHARES TR MORNIGLOBAL UPSTREAM NAT RES IND	03/28/2012	06/06/2012	32.00	35.00	-3.00
2. MFC FLEXSHARES TR MORNIGLOBAL UPSTREAM NAT RES IND	03/28/2012	06/08/2012	63.00	71.00	-8.00
2. MFC FLEXSHARES TR MORNIGLOBAL UPSTREAM NAT RES IND	03/28/2012	09/11/2012	71.00	71.00	
2. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	04/20/2012	06/06/2012	50.00	51.00	-1.00
2. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	04/20/2012	06/08/2012	50.00	51.00	-1.00
2. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	04/20/2012	09/11/2012	51.00	51.00	
3. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	04/20/2012	06/08/2012	78.00	78.00	
2. MFC FLEXSHARES TR IBOXX DURATION TIPS INDEX FD	04/20/2012	09/11/2012	52.00	52.00	
222.97 MFB NORTHN MID CAP	10/24/2011	04/20/2012	2,885.00	2,627.00	258.00
5.03 MFB NORTHN MID CAP IN	03/28/2012	04/20/2012	65.00	66.00	-1.00
10. MFB NORTHN MID CAP IND	10/24/2011	06/06/2012	123.00	118.00	5.00
11. MFB NORTHN MID CAP IND	10/24/2011	06/08/2012	135.00	130.00	5.00
9. MFB NORTHN MID CAP INDE	10/24/2011	09/11/2012	120.00	106.00	14.00
49. MFB NORTHN INTL EQTY I	03/28/2012	06/06/2012	431.00	489.00	-58.00
33.41 MFB NORTHN INTL EQTY	03/28/2012	06/08/2012	294.00	333.00	-39.00
30.59 MFB NORTHN INTL EQTY	10/24/2011	06/08/2012	269.00	299.00	-30.00
47. MFB NORTHN INTL EQTY I	10/24/2011	09/11/2012	466.00	459.00	7.00
7. MFB NORTHERN FUNDS ULTRFIXED INCOME FD	11/02/2012	12/05/2012	72.00	72.00	
1605. MFB NORTHERN FUNDS B	11/23/2011	04/20/2012	17,559.00	17,591.00	-32.00
132. MFB NORTHERN FUNDS BD	11/23/2011	04/20/2012	1,444.00	1,447.00	-3.00
99. MFB NORTHERN FUNDS BD	11/23/2011	06/06/2012	1,089.00	1,085.00	4.00
122. MFB NORTHERN FUNDS BD	11/23/2011	06/08/2012	1,342.00	1,337.00	5.00
91. MFB NORTHERN FUNDS BD	11/23/2011	09/11/2012	1,008.00	997.00	11.00
10. MFB NORTHERN FDS GLOBAL ESTATE INDEX FD	04/20/2012	06/06/2012	81.00	84.00	-3.00

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)**

**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

Department of the Treasury
Internal Revenue Service

▶ 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

Name of estate or trust: **VOGEL CHARITABLE FOUNDATION 03-06321** Employer identification number: **36-6944462**

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 37. MFB NORTHERN FDS GLOBAL ESTATE INDEX FD	04/20/2012	06/08/2012	299.00	311.00	-12.00
27. MFB NORTHERN FDS GLOBAL ESTATE INDEX FD	04/20/2012	09/11/2012	239.00	227.00	12.00
30. MFB NORTHN FUNDS EMERG EQTY EQTY INDEX FD	04/20/2012	06/06/2012	308.00	348.00	-40.00
37. MFB NORTHN FUNDS EMERG EQTY EQTY INDEX FD	04/20/2012	06/08/2012	381.00	424.00	-43.00
28. MFB NORTHN FUNDS EMERG EQTY EQTY INDEX FD	04/20/2012	09/11/2012	311.00	321.00	-10.00
102. MFB NORTHN HI YIELD F	03/28/2012	06/06/2012	724.00	746.00	-22.00
125. MFB NORTHN HI YIELD F	04/20/2012	06/08/2012	891.00	912.00	-21.00
93. MFB NORTHN HI YIELD FX	04/20/2012	09/11/2012	692.00	677.00	15.00
1.01 MFB NORTHN FDS SMALL	03/28/2012	04/20/2012	9.00	9.00	
327.99 MFB NORTHN FDS SMALL FD	10/24/2011	04/20/2012	2,913.00	2,670.00	243.00
14. MFB NORTHN FDS SMALL C	10/24/2011	06/06/2012	118.00	114.00	4.00
17. MFB NORTHN FDS SMALL C	10/24/2011	06/08/2012	145.00	138.00	7.00
13. MFB NORTHN FDS SMALL C	10/24/2011	09/11/2012	121.00	106.00	15.00
66.3 MFB NORTHERN FDS STK	03/28/2012	04/20/2012	1,134.00	1,155.00	-21.00
1587.7 MFB NORTHERN FDS ST	10/24/2011	04/20/2012	27,150.00	24,689.00	2,461.00
72. MFB NORTHERN FDS STK I	10/24/2011	06/06/2012	1,179.00	1,120.00	59.00
89. MFB NORTHERN FDS STK I	10/24/2011	06/08/2012	1,469.00	1,384.00	85.00
67. MFB NORTHERN FDS STK I	10/24/2011	09/11/2012	1,196.00	1,042.00	154.00
5. PIMCO COMMODITY REALRET FUND	11/10/2011	06/06/2012	31.00	40.00	-9.00
10. PIMCO COMMODITY REALRE STRATEGY FUND	11/10/2011	06/08/2012	62.00	80.00	-18.00
6. PIMCO COMMODITY REALRET FUND	11/10/2011	09/11/2012	43.00	48.00	-5.00
2. MFC SPDR GOLD TR GOLD S	11/10/2011	06/06/2012	318.00	341.00	-23.00
2. MFC SPDR GOLD TR GOLD S	11/10/2011	06/08/2012	308.00	341.00	-33.00
2. MFC SPDR GOLD TR GOLD S	11/10/2011	09/11/2012	336.00	341.00	-5.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b **2,926.00**

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

Schedule D-1 (Form 1041) 2012

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* INDICATES WASH SALE

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03-06321

2012 Charitable Payments Made from Vogel Charitable Foundation - Last year

1/1/2012 through 12/31/2012

5/21/2013

Page 1

Date	Account	Num	Description	Category	Amount
BALANCE 12/31/2011					0.00
5/15/2012	Vogel Charitable Trust 1499		Simpson College	Charity Susan	-2 333 34
5/15/2012	Vogel Charitable Trust 1500		YMCA - San Antonio	Charity Susan	-1,500 00
5/15/2012	Vogel Charitable Trust 1501		High Museum Of Art	Charity Cindy	35 00
5/15/2012	Vogel Charitable Trust 1502		Ashford Numwoody YMCA	Charity Cindy	500 00
5/15/2012	Vogel Charitable Trust 1503		Rockford College	Charity Cindy	-250 00
5/29/2012	Vogel Charitable Trust 1504		Glenview Community Church	Charity Francis	3 000 00
5/29/2012	Vogel Charitable Trust 1505		Peachtree Presbyterian Gloval Ministry	Charity Cindy	-1 000 00
5/29/2012	Vogel Charitable Trust 1506		Peachtree Community Church	Charity Cindy	-5,000 00
6/13/2012	Vogel Charitable Trust 1507		Oregon College Of Oriental Medicine	Charity Kirk	1,500 00
6/13/2012	Vogel Charitable Trust 1508		Himalayan Institute	Charity Kirk	-1,500 00
6/13/2012	Vogel Charitable Trust 1509		Cascade Raptor Center	Charity Kirk	-125 00
6/13/2012	Vogel Charitable Trust 1510		Idaho Black Bear Rehabilitation Inc	Charity Kirk	-500 00
6/13/2012	Vogel Charitable Trust 1511		Naples Botanic Garden	Charity Kirk	-95 00
6/13/2012	Vogel Charitable Trust 1512		Naples Zoo	Charity Kirk	250 00
7/25/2012	Vogel Charitable Trust 1513		National Louis University	Charity Cindy	-250 00
7/25/2012	Vogel Charitable Trust 1514		High Museum Of Art	Charity Cindy	-80 00
8/22/2012	Vogel Charitable Trust 1515		San Antonir Humane Society	Charity Susan	500 00
8/22/2012	Vogel Charitable Trust 1516		I Care San Antonio	Charity Susan	1 000 00
8/22/2012	Vogel Charitable Trust 1517		Oregon Museum Of Science & Industry	Charity Kirk	-145 00
8/22/2012	Vogel Charitable Trust 1518		Pittock Mansion	Charity Kirk	100 00
8/22/2012	Vogel Charitable Trust 1519		World Forestry Center	Charity Kirk	100 00
8/22/2012	Vogel Charitable Trust 1520		Portland Japanese Garden	Charity Kirk	-150 00
8/22/2012	Vogel Charitable Trust 1521		Oregon Coast Aquarium	Charity Kirk	75 00
8/22/2012	Vogel Charitable Trust 1522		Evergreen Aviation & Space Museum	Charity Kirk	-145 00
8/22/2012	Vogel Charitable Trust 1523		High Desert Museum	Charity Kirk	-90 00
8/22/2012	Vogel Charitable Trust 1524		Lan Su Chinese Garden	Charity Kirk	60 00
8/22/2012	Vogel Charitable Trust 1525		Oregon Historical Society	Charity Kirk	-80 00
8/22/2012	Vogel Charitable Trust 1526		Friends Of Tryon Creek State Park	Charity Kirk	-75 00
8/22/2012	Vogel Charitable Trust 1527		Portland Art Museum	Charity Kirk	-125 00
8/22/2012	Vogel Charitable Trust 1528		Oregon Zoo	Charity Kirk	-250 00
8/22/2012	Vogel Charitable Trust 1529		Audubon Society Of Portland	Charity Kirk	-100 00
8/22/2012	Vogel Charitable Trust 1530		Acupuncture Relief Project, Inc	Charity Kirk	1 000 00
10/16/2012	Vogel Charitable Trust 1531		Atlanta History Center	Charity Cindy	-125 00
10/16/2012	Vogel Charitable Trust 1532		Peachtree Community Church	Charity Cindy	0 00
10/16/2012	Vogel Charitable Trust 1533		Anti-Cruelty Socity	Charity Francis	150 00
10/16/2012	Vogel Charitable Trust 1534		American Air Museum	Charity Francis	-100 00
10/16/2012	Vogel Charitable Trust 1535		Greater Chicago Food Depository	Charity Francis	100 00
10/16/2012	Vogel Charitable Trust 1536		Lambs Farm	Charity Francis	200 00
10/16/2012	Vogel Charitable Trust 1537		Misericordia	Charity Francis	-200 00
10/16/2012	Vogel Charitable Trust 1538		St Judes Children's Research Hospital	Charity Francis	400 00
10/16/2012	Vogel Charitable Trust 1539		Salvation Army	Charity Francis	200 00
10/16/2012	Vogel Charitable Trust 1540		Shriners Hospital For Children	Charity Francis	200 00
10/31/2012	Vogel Charitable Trust 1541		Sanctity Of Hope	Charity Kirk	500 00
10/31/2012	Vogel Charitable Trust 1542		Portland Rescue Mission	Charity Kirk	300 00
10/31/2012	Vogel Charitable Trust 1543		Oregon Friends Of Shelter Animals	Charity Kirk	229 00
11/14/2012	Vogel Charitable Trust 1544		Simpson College	Charity Susan	1 000 00
11/14/2012	Vogel Charitable Trust 1545		Heifer International	Charity Susan	-80 00
11/14/2012	Vogel Charitable Trust 1546		Hear Foundation	Charity Susan	1,000 00
11/14/2012	Vogel Charitable Trust 1547		Doctors Without Borders	Charity Susan	-80 66
11/28/2012	Vogel Charitable Trust 1548		Lambs Farm	Charity Francis	-500 00
11/28/2012	Vogel Charitable Trust 1549		Salvation Army	Charity Francis	500 00
11/28/2012	Vogel Charitable Trust 1550		Smile Train	Charity Francis	500 00
11/28/2012	Vogel Charitable Trust 1551		Void		0 00
11/28/2012	Vogel Charitable Trust 1552		Misericordia	Charity Francis	-500 00
11/28/2012	Vogel Charitable Trust 1553		St Judes Children's Research Hospital	Charity Francis	500 00
11/28/2012	Vogel Charitable Trust 1554		Easy K Foundation	Charity Francis	300 00
11/28/2012	Vogel Charitable Trust 1555		United Way	Charity Francis	144 00

2012 Charitable Payments Made from Vogel Charitable Foundation - Last year

1/1/2012 through 12/31/2012

5/21/2013

Page 2

Date	Account	Num	Description	Category	Amount
12/12/2012	Vogel Charitable Trust 1556		Void		0 00
12/12/2012	Vogel Charitable Trust 1557		Peachtree Community Church	Charity Cindy	-254 00
12/12/2012	Vogel Charitable Trust 1558		Planned Parenthood	Charity Diffy	1,070 57
12/12/2012	Vogel Charitable Trust 1559		Angel Horses	Charity Diffy	-1,070 57
12/12/2012	Vogel Charitable Trust 1560		Kentucky Horse Park Foundation	Charity Diffy	-1,070 57
12/12/2012	Vogel Charitable Trust 1561		US Equestrian Team Foundation, Inc	Charity Diffy	1,070 57
12/12/2012	Vogel Charitable Trust 1562		Rocky Mountain PBS	Charity Diffy	-1,070 57
12/12/2012	Vogel Charitable Trust 1563		American Cancer Society	Charity Diffy	-1 070 57
12/12/2012	Vogel Charitable Trust 1564		Planned Parenthood CO	Charity Diffy	-1 070 58
5/1/2012	Vogel Charitable Trust		Opening Balance	[Vogel Charita .	37,470 00
1/1/2012 - 12/31/2012					0.00
BALANCE 12/31/2012					0.00
TOTAL INFLOWS					37,470.00
TOTAL OUTFLOWS					-37,470.00
NET TOTAL					0.00

Foundation

31 DEC 12

Account number Multiple Accounts

03-06321,23-53392

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Equity funds								
Emerging Markets Region - USD								
MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162582								
6 334 120		11 87	0 00	75,186 00	68,279 81	6,906 19	0 00	6,906 19
Total USD			0 00	75,186 00	68,279 81	6,906 19	0 00	6,906 19
Total Emerging Markets Region			0 00	75,186 00	68,279 81	6,906 19	0 00	6,906 19
Global Region - USD								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407								
225 000		35 62	82 78	8,014 50	7,601 23	413 27	0 00	413 27
Total USD			82 78	8,014 50	7,601 23	413 27	0 00	413 27
Total Global Region			82 78	8,014 50	7,601 23	413 27	0 00	413 27
International Region - USD								
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209								
8,135 540		10 34	0 00	84,121 48	77,146 32	6,975 16	0 00	6,975 16
Total USD			0 00	84,121 48	77,146 32	6,975 16	0 00	6,975 16
Total International Region			0 00	84,121 48	77,146 32	6,975 16	0 00	6,975 16
United States - USD								
MFB NORTHN FDS SMALL CAP INDEX FD CUSIP 665162723								
2,220 580		9 27	0 00	20,584 77	17,248 49	3,336 28	0 00	3,336 28
Total USD			0 00	20,584 77	17,248 49	3,336 28	0 00	3,336 28
Total United States Region			0 00	20,584 77	17,248 49	3,336 28	0 00	3,336 28
MFB NORTHN FDS STK INDEX FD CUSIP 665162772								
10,461 680		17 68	0 00	184,962 50	155,804 38	29,158 12	0 00	29,158 12
Total USD			0 00	184,962 50	155,804 38	29,158 12	0 00	29,158 12
Total United States Region			0 00	184,962 50	155,804 38	29,158 12	0 00	29,158 12

*Generated by Northern Trust from reviewed periodic data on 18 Apr 13 B003

Northern Trust

Foundation

31 DEC 12

Account number Multiple Accounts

03-06321,23-53392

Page 2 of 6

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities									
Equity funds									
United States - USD									
MFB NORTHN MID CAP INDEX FD	CUSIP 665130100	1,551,220	13.20	0.00	20,476.10	17,502.02	2,974.08	0.00	2,974.08
Total USD				0.00	226,023.37	190,554.89	35,468.48	0.00	35,468.48
Total United States				0.00	226,023.37	190,554.89	35,468.48	0.00	35,468.48
Total Equity Funds				82.78	393,345.35	343,582.25	49,763.10	0.00	49,763.10
Total Equity Securities				82.78	393,345.35	343,582.25	49,763.10	0.00	49,763.10

Fixed Income Securities

Corporate/government									
United States - USD									
MFB NORTHN FDS BD INDEX FD	CUSIP 665162533	15,732,930	10.96	0.00	172,432.91	171,599.66	833.25	0.00	833.25
Total USD				0.00	172,432.91	171,599.66	833.25	0.00	833.25
Total Fixed Income Securities				0.00	172,432.91	171,599.66	833.25	0.00	833.25
Fixed Income Securities									
MFB NORTHN FDS ULTRA SHORT FIXED INCOME FD	CUSIP 665162467	1,560,900	10.21	0.00	15,936.78	15,968.00	-31.22	0.00	-31.22
Total USD				0.00	15,936.78	15,968.00	-31.22	0.00	-31.22
Total Fixed Income Securities				0.00	15,936.78	15,968.00	-31.22	0.00	-31.22

Northern Trust

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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Fixed Income Securities

Corporate/government								
Total USD			0 00	293,136 88	284,430 59	8,706 29	0 00	8,706 29
Total United States			0 00	293,136 88	284,430 59	8,706 29	0 00	8,706 29
Total Corporate/Government			0 00	293,136 88	284,430 59	8,706 29	0 00	8,706 29

Other bonds

United States - USD								
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605								
Issue Date 07 Dec 12	300 000	26 30	29 93	7,890 00	7,532 02	357 98	0 00	357 98

MFC FLEXSHARES TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506								
Issue Date 07 Dec 12	305 000	25 52	1 97	7,783 60	7,658 75	124 85	0 00	124 85

Total USD			31 90	15,673 60	15,190 77	482 83	0 00	482 83
Total United States			31 90	15,673 60	15,190 77	482 83	0 00	482 83
Total Other Bonds	605,000		31 90	15,673.60	15,190.77	482 83	0 00	482.83

Total Fixed Income Securities			31 90	308,810 48	299,621 36	9,189 12	0 00	9,189 12
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Real Estate

Real estate funds

United States - USD

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◆ Asset Detail - Base Currency

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541	9.23	0.00	43,247.35	36,353.32	6,894.03	0.00	6,894.03
Total USD		0.00	43,247.35	36,353.32	6,894.03	0.00	6,894.03
Total United States		0.00	43,247.35	36,353.32	6,894.03	0.00	6,894.03
Total Real Estate Funds							
4,685.520		0.00	43,247.35	36,353.32	6,894.03	0.00	6,894.03
Total Real Estate							
4,685.520		0.00	43,247.35	36,353.32	6,894.03	0.00	6,894.03
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107	162.01	0.00	47,306.92	47,786.54	-479.62	0.00	-479.62
Total USD		0.00	47,306.92	47,786.54	-479.62	0.00	-479.62
Total Global Region		0.00	47,306.92	47,786.54	-479.62	0.00	-479.62
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667	6.64	0.00	7,943.96	8,861.27	-917.31	0.00	-917.31
Total USD		0.00	7,943.96	8,861.27	-917.31	0.00	-917.31

Northern Trust

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◆ Asset Detail - Base Currency

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Commodities								
Total United States		7,943.96	0.00	7,943.96	8,861.27	-917.31	0.00	-917.31
Total Commodities	1,488.380	55,250.88	0.00	56,647.81	56,647.81	-1,396.93	0.00	-1,396.93
Total Commodities	1,488.380	55,250.88	0.00	56,647.81	56,647.81	-1,396.93	0.00	-1,396.93

Cash and Short Term Investments

Short term

USD - United States dollar								
	1.00	4,557.00	0.00	4,557.00	4,557.00	0.00	0.00	0.00
Total short term - all currencies		4,557.00	0.00	4,557.00	4,557.00	0.00	0.00	0.00
Total short term - all countries		4,557.00	0.00	4,557.00	4,557.00	0.00	0.00	0.00
Total Short Term	4,557.000	4,557.00	0.00	4,557.00	4,557.00	0.00	0.00	0.00
Total Cash and Short Term Investments								
4,557.000		4,557.00	0.00	4,557.00	4,557.00	0.00	0.00	0.00
Total	71,434.320	805,211.06	114.68	740,761.74	740,761.74	64,449.32	0.00	64,449.32