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Form **990-PF**

Return of Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

NAME OF FOUNDATION
JAMES T PETTUS JR FOUNDATION 02-08303

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
PO BOX 803878 CHICAGO, IL 60680

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) ▶ \$ **17,722,234.**

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

A Employer identification number
43-6029569

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 ☐

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)
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		483,497.	483,422.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		920,835.			
b Gross sales price for all assets on line 6a	5,251,532.				
7 Capital gain net income (from Part IV, line 2)			920,835.		
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)		4,087.			STMT 2
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11		1,408,419.	1,404,257.		
13 Compensation of officers, directors, trustees, etc.		113,005.	30,006.		82,999.
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)	STMT 3	2,000.	1,000.	NONE	1,000.
b Accounting fees (attach schedule)					
c Other professional fees (attach schedule)					
17 Interest					
18 Taxes (attach schedule) (see instructions)	STMT 4	15,840.	6,140.		
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	35,147.			35,147.
24 Total operating and administrative expenses. Add lines 13 through 23		165,992.	37,146.	NONE	119,146.
25 Contributions, gifts, grants paid		927,000.			927,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,092,992.	37,146.	NONE	1,046,146.
27 Subtract line 26 from line 12		315,427.			
a Excess of revenue over expenses and disbursements			1,367,111.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

7 lone

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		909,569.	517,278.	517,278.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 6.		10,123,129.	11,083,678.	14,764,391.
	c	Investments - corporate bonds (attach schedule) . STMT 7.		2,550,541.	2,293,508.	2,435,363.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)			5,202.	5,202.	
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)		13,583,239.	13,899,666.	17,722,234.	
Liabilities	17	Accounts payable and accrued expenses			1,000.	
	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)			1,000.		
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		13,583,239.	13,898,666.	
	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)		13,583,239.	13,898,666.	
	31	Total liabilities and net assets/fund balances (see instructions)		13,583,239.	13,899,666.	

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	13,583,239.
2	Enter amount from Part I, line 27a	2	315,427.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	13,898,666.
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	13,898,666.

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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 5,251,532.		4,330,697.	920,835.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			920,835.		
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	920,835.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,028,020.	17,615,702.	0.058358
2010	1,028,266.	16,813,245.	0.061158
2009	895,288.	15,616,140.	0.057331
2008	NONE	18,809,306.	NONE
2007	1,273,824.	21,621,766.	0.058914
2 Total of line 1, column (d)			0.235761
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			0.047152
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			17,517,248.
5 Multiply line 4 by line 3			825,973.
6 Enter 1% of net investment income (1% of Part I, line 27b)			13,671.
7 Add lines 5 and 6			839,644.
8 Enter qualifying distributions from Part XII, line 4			1,046,146.

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		1	13,671.
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			
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	13,671.
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	13,671.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 4,900.		
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	4,900.
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	8,771.
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		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?		X
If "Yes," attach a detailed description of the activities		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MO		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		
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, FSB Telephone no. ☐ (312) 630-6000			
Located at ☐ P.O. BOX 803878, CHICAGO, IL ZIP+4 ☐ 60680				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	☐		
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				
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.

	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

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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)? ☐ Yes ☒ NoOrganizations 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
JAMES A FINCH III ST. LOUIS, MO 63141	TRUSTEE 16	79,665.		- 0 -
NORTHERN TRUST CHICAGO, IL 60680	TRUSTEE 40	33,340.		
LISA HAMILTON 323 S DITMAR ST, OCEANSIDE, CA 92054-3127	TRUSTEE 2			

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 ☐

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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		

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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	17,784,008.
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	17,784,008.
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	17,784,008.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	266,760.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,517,248.
6	Minimum investment return. Enter 5% of line 5	6	875,862.

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	875,862.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,671.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	13,671.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	862,191.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	862,191.
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	862,191.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,046,146.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,046,146.
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	13,671.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,032,475.

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				862,191.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
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	225,018.			
b From 2008	259,716.			
c From 2009	112,572.			
d From 2010	200,704.			
e From 2011	157,029.			
f Total of lines 3a through e	955,039.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,046,146.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				862,191.
e Remaining amount distributed out of corpus	183,955.			
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	1,138,994.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	225,018.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	913,976.			
10 Analysis of line 9				
a Excess from 2008	259,716.			
b Excess from 2009	112,572.			
c Excess from 2010	200,704.			
d Excess from 2011	157,029.			
e Excess from 2012	183,955.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a 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)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
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).)

NONE

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.

NONE

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:

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year VARIOUSE SEE ATTACHED				927,000.
Total			▶ 3a	927,000.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2012)

Part XVI-A	Analysis of Income-Producing Activities
-------------------	--

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	483,497.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property .					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	920,835.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . . .					
11	Other revenue a					
b	DEFERRED INCOME			14	-2,366.	
c	TAX REFUND PRIOR Y			14	6,453.	
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,408,419.	
13	Total. Add line 12, columns (b), (d), and (e)					1,408,419.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | | |
|----------|--|--------------|----|
| 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? | Yes | No |
| | | | |
| 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. | | |

[illegible]

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

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

**Sign
Here**

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


Signature of officer or trustee

04/03/2013

Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

THE NORTHERN TRUST COMPAN

**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

PETTUS FOUNDATION GIFTS 2012

Organization	Contact	Project Title	Approved On	Granted	Paid	Balance	Fund
St. Louis Public Schools Foundation	Mr. Chris Lee (314) 436-2025	the Pettus Awards of Excellence. This is a partial payment of the budgeted amount of \$101,293.00. The remaining amount will be paid after the first of the year when it is determined how much other funders are going to contribute.	11/27/2012	\$93,336.00	\$93,336.00	\$0.00	A. St. Louis
Trailnet Inc	Ann Rivers Mack	Safe routes to school program	11/5/2012	\$7,500.00	\$7,500.00	\$0.00	A. St. Louis
Ranken Technical College	Stan H. Shoun	the fourth installment of a five year pledge for scholarships	10/22/2012	\$12,000.00	\$12,000.00	\$0.00	A. St. Louis
Crossroads School St Louis Urban Debate League	Heather Lake Missy Miller Heinemann	scholarships provide resources for teachers and students to maximize their ability to operate a successful debate program and general support	9/20/2012 9/5/2012	\$20,000.00 \$10,000.00	\$20,000.00 \$10,000.00	\$0.00 \$0.00	A. St. Louis A. St. Louis
Davenport Foundation, U Of MO	Laura L Carroz	Pettus Family Scholarships	8/30/2012	\$18,781.00	\$18,781.00	\$0.00	A. St. Louis
Wyman Center Inc Paraquad	David Hilliard Robert Funk	general support the Paraquad employment program	8/30/2012 8/30/2012	\$10,000.00 \$10,000.00	\$10,000.00 \$10,000.00	\$0.00 \$0.00	A. St. Louis A. St. Louis

International Institute Of Metropolitan St Louis	Anna E. Crosslin	teaching civic participation and citizenship preparation	8/14/2012	\$10,000.00	\$10,000.00	\$0.00 A. St. Louis
Southside Early Childhood Center	Anne Kessen Lowell (314) 865-0322	scholarships for disadvantaged children	8/14/2012	\$5,000.00	\$5,000.00	\$0.00 A. St. Louis
Near Southside Employment Coalition	Ohala Ward	Collaborative Employment Services	8/14/2012	\$5,000.00	\$5,000.00	\$0.00 A. St. Louis
College Summit, C/o St. Louis PS	Stacy Clay	general support	8/13/2012	\$10,000.00	\$10,000.00	\$0.00 A. St. Louis
Life Skills St Louis Arc	Bill Eastman John Taylor	employment services support of job training and placement	6/11/2012 6/7/2012	\$5,000.00 \$10,000.00	\$5,000.00 \$10,000.00	\$0.00 A. St. Louis \$0.00 A. St. Louis
The Little Bit Foundation	Amalia Lottes	general support	6/7/2012	\$5,000.00	\$5,000.00	\$0.00 A. St. Louis
Touchpoint Autism Services	Ron Ekstrand, Jr.	the Multimedia Portfolio Project	5/20/2012	\$10,000.00	\$10,000.00	\$0.00 A. St. Louis
Logos Teach For America	Krista Mallette Scott Baier	general support. the first payment of a three year pledge of \$30,000. The money is for general support.	4/30/2012 4/30/2012	\$7,500.00 \$10,000.00	\$7,500.00 \$10,000.00	\$0.00 A. St. Louis \$0.00 A. St. Louis
Ymca Of Greater St Louis	Shawna Brinson (314) 436-1177	the Climbing Above Conflict program	4/18/2012	\$10,000.00	\$10,000.00	\$0.00 A. St. Louis
Boys Hope Girls Hope	Jan Wacker	general operating support	4/12/2012	\$7,500.00	\$7,500.00	\$0.00 A. St. Louis
Planned Parenthood Of St. Louis	Paula M. Gianino	to underwrite education programs and initiatives.	3/30/2012	\$15,000.00	\$15,000.00	\$0.00 A. St. Louis

Almost Home	Sandi Wright (314) 771-4663	purchase of DVD's to suppliment the GED instruction for teens who have dropped out of school and are clients of Almost Home.	2/15/2012	\$1,000.00	\$1,000.00	\$0.00 A. St. Louis
St. Louis Public Schools Foundation		The support of the Pettus Foundation Awards of Excellence.	2/7/2012	\$10,383.00	\$10,383.00	\$0.00 A. St. Louis
St. Louis Public Schools Foundation		Funding to be used at the discription of the chairperson of the board for reviewing possible changes to improve the effectiveness of the organization and implementing those changes.	2/7/2012	\$10,000.00	\$10,000.00	\$0.00 A. St. Louis
University Of Missouri- Columbia	Ms Lisa Schwartz	The Mizzou Black Men's Initiative	2/7/2012	\$10,000.00	\$10,000.00	\$0.00 A. St. Louis
Gateway Center For Giving	Mary McMurtrey	Funding for the St. Louis Public Schools Education Affinity group.	2/7/2012	\$4,000.00	\$4,000.00	\$0.00 A. St. Louis
Palama Settlement	Ms Jean Evans	Windows Replacement Project	9/10/2012	\$15,000.00	\$15,000.00	\$0.00 B. Hawaii
Institute For Human Services	Ms Connie Mitchell	Operating Support	9/10/2012	\$4,000.00	\$4,000.00	\$0.00 B. Hawaii
Aged To Perfection	Mr. Harrison Peters	Purchase of Equipment for Senior Day Care	9/6/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Helping Hands Hawaii	Jan Harada	Operating Support	9/6/2012	\$15,000.00	\$15,000.00	\$0.00 B. Hawaii

The Toddler Program	Ms Cynthia Kim Bortfeld	Playground Upgrade	9/6/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Malamalama Waldorf School	Kehaulani Costa	Equipment Purchase	9/6/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Hawaii Forest Institute	Ms Heather Gallo Simmons	Support for Zoo Children Project	9/6/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Armed Services YMCA	Mr. Stan Lum	Pre-School furniture: \$8,000; Support for "Operation Kid Comfort": \$3,000	9/6/2012	\$11,000.00	\$11,000.00	\$0.00 B. Hawaii
Holy Nativity School	Mr. Timothy P. Spurrier	Scholarship for Low-Income Children	9/6/2012	\$5,000.00	\$5,000.00	\$0.00 B. Hawaii
Kalihi Union Church Pre-School	Ms Joy Addiss	Gym Project Support	9/6/2012	\$20,000.00	\$20,000.00	\$0.00 B. Hawaii
Kaimuki Christian Church Pre-School	Mr. Mark Gallagher	Equipment Purchase for Early Education Center	9/6/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Christian Liberty Academy	Mr. Troy Rimel	Gym Equipment	9/6/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Hanalani Schools	Mr. Mark Sugimoto	Robotics Program Support	9/6/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Rehab Outpatient Services c/o Rehabilitation Hospital of the Pacific Foundation	Ms Gwen Ing	Staff Training	9/5/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Hawaii Literacy	Ms Suzanne Skjold	Operating Support	9/5/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
YMCA Of Honolulu	Mr. Michael Broderick	Bus Transportation Support for Youth Programs - \$2,000; General Support - \$8,000	9/5/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii

Hawaii Foodbank	Mr. Dick Grimm	Purchase of Forklift & Operations	9/5/2012	\$20,000.00	\$20,000.00	\$0.00 B. Hawaii
Manoa Heritage Center	Mr. Sam Cooke	Support for Bus Transportation for Low-Income Children	9/5/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
One Love Ministries	Ms Gill Berger	Homeless Children Pre-School Tuition Assistance	9/5/2012	\$5,000.00	\$5,000.00	\$0.00 B. Hawaii
Star Of The Sea Early Learning Ctr	Ms Lisa Foster	Equipment Purchase for Pre-School	9/5/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
St. Mark Lutheran School	Mr. David Gaudi	Library Renovation	9/5/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Catholic Charities	Mr. Jerome Rauckhorst	to finish Senior Center Kitchen and for operating support.	3/2/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Holy Nativity School	Mr. Timothy P. Spurrier	the Betty Pettus Memorial Scholarships (\$20,000) and Special pre-school tuition assistance (\$5,000)	3/2/2012	\$25,000.00	\$25,000.00	\$0.00 B. Hawaii
Planned Parenthood Of Hawaii	Andrea Anderson	operation support.	3/2/2012	\$5,000.00	\$5,000.00	\$0.00 B. Hawaii
Mediation Center of the Pacific	Tracy Wiltgen	Operating Support	3/2/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Salvation Army-Hawaii	Major John Chamness	Operating support for Family Treatment Services.	3/2/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
KCAA Pre-Schools Of Hawaii	Christina Cox	Operating Support for Pre-school sites.	3/2/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Institute For Human Services	Ms Connie Mitchell	Operating Support	3/2/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Hawaii Chapter Of American Red Cross	Coralie Chun Matayoshi, Esq.	Operating Support	3/2/2012	\$5,000.00	\$5,000.00	\$0.00 B. Hawaii

Malamalama Waldorf School	Kehaulani Costa	Planning Grant for Capital Improvements.	3/2/2012	\$7,000.00	\$7,000.00	\$0.00 B. Hawaii
Helping Hands Hawaii	Jan Harada	Program Support	3/2/2012	\$10,000.00	\$10,000.00	\$0.00 B. Hawaii
Alice Lloyd College	Development Director	General Support	11/7/2012	\$1,500.00	\$1,500.00	\$0.00 C. Josephine
Blackacre Conservancy Inc	Development Director	support of the Blackacre Foundation	11/7/2012	\$13,000.00	\$13,000.00	\$0.00 C. Josephine
Canine Support Teams Inc	Development Director	general support	11/7/2012	\$1,500.00	\$1,500.00	\$0.00 C. Josephine
Canine Companions For Independence	Development Director	general support	11/7/2012	\$1,500.00	\$1,500.00	\$0.00 C. Josephine
Crossnore School Inc	Devopment Director	general support	11/7/2012	\$1,500.00	\$1,500.00	\$0.00 C. Josephine
Pets for Vets, Inc.	Development Director	general support	11/7/2012	\$1,500.00	\$1,500.00	\$0.00 C. Josephine
Thoroughbred Retirement Fd.	Development Director	for use at the Blackburn Correctional Complex,, Lexington KY	11/7/2012	\$1,500.00	\$1,500.00	\$0.00 C. Josephine
Yew Dell, Inc	Development Director	general support	11/7/2012	\$12,000.00	\$12,000.00	\$0.00 C. Josephine
The Nature Conservancy, Ky Chapter	Suzanne Crockett	general support	9/24/2012	\$5,000.00	\$5,000.00	\$0.00 C. Josephine
Society of International Humanitarian Surgeons	Director	general support	12/12/2012	\$1,000.00	\$1,000.00	\$0.00 D. Katherine
WorldWide Fistula Fund Inc.		general support	12/12/2012	\$1,000.00	\$1,000.00	\$0.00 D. Katherine
Friends Of Hospice Africa Usa Inc	Judith Hills	the training of nurses in Uganda.	4/30/2012	\$3,000.00	\$3,000.00	\$0.00 D. Katherine

San Diego Hospice Inst.Palliative Med.	Dr. Frank Ferris (619) 688-1600	the leadership development initiative mentorship program for 2012.	3/21/2012	\$8,000.00	\$8,000.00	\$0.00 D. Katherine
Movimiento PB&J Family Services		general support.	3/21/2012	\$8,500.00	\$8,500.00	\$0.00 D. Katherine
San Diego Hospice		general support.	3/21/2012	\$10,000.00	\$10,000.00	\$0.00 D. Katherine
Inst.Palliative Med.	Dr. Frank Ferris (619) 688-1600	The mentorship program, the second part of the original grant.	2/8/2012	\$7,500.00	\$7,500.00	\$0.00 D. Katherine
Assistance League of North Coast	Helen Clark	"baby real deal" if needed at January budget assessment, otherwise for general support.	11/19/2012	\$2,000.00	\$2,000.00	\$0.00 E. Lisa
Armed Services Ymca, Camp Pendelton	George Brown	preschool programs	11/16/2012	\$3,000.00	\$3,000.00	\$0.00 E. Lisa
Brother Benno Foundation	Liz Windle	general support	11/16/2012	\$3,000.00	\$3,000.00	\$0.00 E. Lisa
YMCA of San Diego County--Residential Services	Stephanie Scolio	any family service unit or house where most needed	11/16/2012	\$4,000.00	\$4,000.00	\$0.00 E. Lisa
Injured Marine Semper Fi Fund	Susan Reid	general support	11/16/2012	\$3,500.00	\$3,500.00	\$0.00 E. Lisa
Community Resource Center, San Diego	Lauren Pause	homelessness prevention and Intervention Services	11/16/2012	\$3,000.00	\$3,000.00	\$0.00 E. Lisa

YMCA Of San Diego County	Shelley McTighe-Rippengate	scholarships (camperships) in the resident camping branch and may be used in any of the Y's 3 resident camps at any time during the year.	4/18/2012	\$7,500.00	\$7,500.00	\$0.00 E. Lisa
Meals On Wheels, Greater San Diego Inc.	Matt Toper	an unrestructured grant in memory of Jane W. Pettus.	4/18/2012	\$3,000.00	\$3,000.00	\$0.00 E. Lisa
Scripps Health Foundation	Jamie Nelson C.S.P.G.	the education fund at the Polster Breast Care Center. If there is still a matching grant program, we would like this grant matched and you can send me any paperwork necessary.	4/18/2012	\$10,000.00	\$10,000.00	\$0.00 E. Lisa
Voices Education Project		support of the Voices in Wartime documentary.	4/27/2012	\$3,500.00	\$3,500.00	\$0.00 F. Rachael
National Veterans Foundation	Todd Stenhouse	general support.	4/27/2012	\$8,000.00	\$8,000.00	\$0.00 F. Rachael
Veterans And Families Foundation	Ted Reed	general support.	4/27/2012	\$8,000.00	\$8,000.00	\$0.00 F. Rachael
The Food Project	Development	general support.	4/27/2012	\$8,000.00	\$8,000.00	\$0.00 F. Rachael
Women For Women International	Global Support Center	general support.	4/27/2012	\$3,500.00	\$3,500.00	\$0.00 F. Rachael
Maine Media Workshops		general support.	4/26/2012	\$8,000.00	\$8,000.00	\$0.00 F. Rachael
Mother Seton Academy	Director of Development	General support	12/6/2012	\$20,000.00	\$20,000.00	\$0.00 G. Ruth

Black Cherry Puppet Theater	Director of Development	the John Eager Howard Recreation program	12/6/2012	\$18,000.00	\$18,000.00	\$0.00 G. Ruth
Friends Of Hospice Africa Usa Inc	Judith Hills	the training of nurses in Uganda	8/8/2012	\$1,000.00	\$1,000.00	\$0.00 G. Ruth
Friends Of Hospice Africa Usa Inc	Judith Hills	training of nurses in Uganda	8/6/2012	\$0.00	\$0.00	\$0.00 G. Ruth
East Bay Community Foundation	Giles Miller	general support	11/27/2012	\$29,000.00	\$29,000.00	\$0.00 H. William
Corporate Accountability Inc.	Sarah Holzgraf	general support	10/23/2012	\$10,000.00	\$10,000.00	\$0.00 H. William
Ready Readers	Lisa Greening	general support	8/6/2012	\$7,000.00	\$7,000.00	\$0.00 I. Winston
Friends Of Hospice Africa Usa Inc	Judith Hills	the training of nurses in Uganda	8/6/2012	\$11,000.00	\$11,000.00	\$0.00 I. Winston
Black Cherry Puppet Theater	Development Director	general support	8/2/2012	\$3,000.00	\$3,000.00	\$0.00 I. Winston
Americorps St Louis	Kathleen Becherer	general support	8/2/2012	\$11,000.00	\$11,000.00	\$0.00 I. Winston
DASA	Katie Sacks	general support	8/2/2012	\$7,000.00	\$7,000.00	\$0.00 I. Winston
TOTAL					\$927,000.00	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	483,497.	483,422.
	-----	-----
TOTAL	483,497.	483,422.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	-2,366.
TAX REFUND PRIOR YEAR	6,453.

TOTALS	4,087.
	=====

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 TAX TAX PTIOR YEAR	6,140. 9,700.	6,140.
TOTALS	15,840. =====	6,140. =====

JAMES T PETTUS JR FOUNDATION 02-08303

43-6029569

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER MISC CHARGES	35,147.	35,147.
TOTALS	----- 35,147. =====	----- 35,147. =====

JAMES T PETTUS JR FOUNDATION 02-08303
FORM 990PF, PART II - CORPORATE STOCK
=====

43-6029569

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	11,083,678.	14,764,391.
	-----	-----
TOTALS	11,083,678.	14,764,391.
	=====	=====

JAMES T PETTUS JR FOUNDATION 02-08303
FORM 990PF, PART II - CORPORATE BONDS
=====

43-6029569

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	2,293,508.	2,435,363.
	-----	-----
TOTALS	2,293,508.	2,435,363.
	=====	=====

JAMES T PETTUS JR FOUNDATION 02-08303
FORM 990PF, PART XV - LINES 2a - 2d
=====

43-6029569

RECIPIENT NAME:

JAMES A. FINCH III, MANAGING TRUSTEE

ADDRESS:

1175 MILL CORSSING DRIVE #100

CREVE COEUR, MO 63141

RECIPIENT'S PHONE NUMBER: 314-605-6430

FORM, INFORMATION AND MATERIALS:

REQUEST LETTER, FINANCIAL INFORMATION AND A

COPY OF THE 501 (C) 3 APPROVAL LETTER

SUBMISSION DEADLINES:

NONE

STATEMENT 8

**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

JAMES T PETTUS JR FOUNDATION 02-08303

Employer identification number

43-6029569

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	20,082.
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	20,082.

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					11,021.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	889,706.
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	26.
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	900,753.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		20,082.
14 Net long-term gain or (loss):			
a Total for year	14a		900,753.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		26.
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14	15		920,835.

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 (Form 1041) 2012

**SCHEDULE D-1
(Form 1041)**Department of the Treasury
Internal Revenue Service**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

▶ 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

Employer identification number

JAMES T PETTUS JR FOUNDATION 02-08303

43-6029569

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 2936. ADR ALCATEL ALSTHOM ADR ISIN #US0139043055	11/09/2012	12/18/2012	4,030.00	3,350.00	680.00
150. AMAZON COM INC	11/17/2011	11/06/2012	35,525.00	31,355.00	4,170.00
108. ARM HLDGS PLC SPONSOR	11/09/2012	12/13/2012	3,911.00	3,670.00	241.00
13. ADR BUNZL PLC SPONSORE SEC # 2014278 EFF 6/6/05	10/17/2012	10/18/2012	1,141.00	1,155.00	-14.00
51. CBRE GROUP INC CL A CL	10/17/2012	12/26/2012	1,000.00	983.00	17.00
172. EXPERIAN PLC	10/17/2012	11/12/2012	2,858.00	2,989.00	-131.00
56. FRESENIUS MED CARE AG EACH REPR 1/3 NPV	10/17/2012	12/17/2012	1,919.00	2,130.00	-211.00
87. FRESENIUS MED CARE AG EACH REPR 1/3 NPV	10/17/2012	12/18/2012	3,006.00	3,309.00	-303.00
38. FRESENIUS MED CARE AG EACH REPR 1/3 NPV	10/17/2012	12/20/2012	1,307.00	1,445.00	-138.00
14. FRESENIUS MED CARE AG EACH REPR 1/3 NPV	10/17/2012	12/21/2012	481.00	532.00	-51.00
314. GOLDCORP INC NEW COMM	11/09/2012	12/20/2012	11,064.00	13,882.00	-2,818.00
727. ADR HOYA CORP SPONSOR	11/09/2012	12/04/2012	14,005.00	14,895.00	-890.00
688. PULTE HOMES INC	11/09/2012	12/26/2012	12,287.00	12,027.00	260.00
38. PULTE HOMES INC	11/09/2012	12/27/2012	678.00	643.00	35.00
39. PULTE HOMES INC	11/09/2012	12/28/2012	695.00	660.00	35.00
322. PULTE HOMES INC	11/09/2012	12/31/2012	5,739.00	5,447.00	292.00
181. ADR SAGE GROUP PLC UN ADR ADR	10/17/2012	11/01/2012	3,592.00	3,607.00	-15.00
63. SAP AKTIENGESELLSCHAFT ADR	10/17/2012	12/07/2012	4,966.00	4,517.00	449.00
500. SIMON PPTY GROUP INC	11/17/2011	11/06/2012	77,591.00	61,750.00	15,841.00
280. TESCO PLC SPONSORED A	11/09/2012	12/07/2012	4,510.00	4,345.00	165.00
400. VERIZON COMMUNICATION	11/17/2011	08/31/2012	17,208.00	14,783.00	2,425.00
187. VODAFONE GROUP PLC SP	10/17/2012	10/18/2012	5,331.00	5,288.00	43.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 20,082.00

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

Schedule D-1 (Form 1041) 2012

JSA

2F1221 2 000

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02-08303

31

-

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

JAMES T PETTUS JR FOUNDATION 02-08303

Employer identification number

43-6029569

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 2000. ABBOTT LABORATORIES	05/19/2003	08/31/2012	131,516.00	78,301.00	53,215.00
700. AMAZON COM INC	08/03/2011	11/06/2012	165,785.00	149,106.00	16,679.00
300. AMERICAN EXPRESS CO	08/03/2011	11/06/2012	17,166.00	14,565.00	2,601.00
2000. AUTOMATIC DATA PROCE	02/15/2007	08/31/2012	116,351.00	91,455.00	24,896.00
500000. CREDIT SUISSE FIRS	01/24/2002	01/17/2012	500,000.00	510,250.00	-10,250.00
NTS DTD 01/11/2002 6.5% 01/					
300. DOMINION RES INC VA N	06/07/2005	08/31/2012	15,759.00	10,770.00	4,989.00
1750. ENERGIZER HLDGS INC	03/10/2001	08/31/2012	120,979.00	44,752.00	76,227.00
500. FRANKLIN RESOURCES IN	08/26/2010	08/31/2012	58,762.00	48,120.00	10,642.00
9500. GENERAL ELEC CO COM	12/01/2004	08/31/2012	196,836.00	342,475.00	-145,639.00
5500. IMPERIAL OIL LTD NEW	04/30/1997	08/31/2012	251,899.00	27,882.00	224,017.00
1200. INTL BUSINESS MACHIN	09/09/2008	08/31/2012	233,708.00	139,749.00	93,959.00
100. INTL BUSINESS MACHINE	09/09/2008	11/06/2012	19,497.00	11,646.00	7,851.00
1500. JOHNSON & JOHNSON	12/22/1994	08/31/2012	101,510.00	20,288.00	81,222.00
2000. MCDONALDS CORP	12/31/2007	08/31/2012	178,191.00	118,527.00	59,664.00
300. MONSANTO CO COM	09/09/2008	08/31/2012	26,342.00	29,994.00	-3,652.00
2000. NATIONAL-OILWELL INC	06/13/2007	11/06/2012	145,800.00	98,989.00	46,811.00
12051.79 MFB NORTHN MID CA	08/03/2011	11/07/2012	157,999.00	145,947.00	12,052.00
FD					
52498.8 MFB NORTHERN FDS I	08/03/2011	08/31/2012	387,966.00	436,790.00	-48,824.00
EQUITY FD FUND					
69326.24 MFB NORTHN MULTI-	08/27/2009	11/07/2012	634,335.00	586,500.00	47,835.00
EQTY FD FD					
1900. ADR NOVARTIS AG SPON	04/08/2011	08/31/2012	112,527.00	105,707.00	6,820.00
ISIN #US66987V1098					
250000. NUCOR CORP 5% DUE	09/09/2008	12/03/2012	250,000.00	257,545.00	-7,545.00
5.105 5% DUE 12-01-2012/12-					
1000. ORACLE CORPORATION	02/15/2007	08/31/2012	31,469.00	16,820.00	14,649.00
500. ORACLE CORPORATION	02/15/2007	11/06/2012	15,810.00	8,410.00	7,400.00
1000. PEPSICO INC	05/19/2003	08/31/2012	72,544.00	43,256.00	29,288.00
250000. PITNEY BOWES INC P	09/09/2008	07/12/2012	262,000.00	251,238.00	10,762.00
INC NT 5.00 DUE 03-15-2015					

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

Schedule D-1 (Form 1041) 2012

Employer identification number

43-6029569

[illegible]

Schedule D-1 (Form 1041) 2012

Reporting

31 DEC 12

Account number Multiple Accounts
02-08303,02-79761,02-79791,02-79792

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

Australia - USD

ADR BRAMBLES LTD ADR CUSIP 105105100

462 000	15 594	0 00	7,204 42	6,876 45	327 97	0 00	327 97
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ADR CSL LTD ADR CUSIP 12637N105

874 000	27 979	0 00	24,453 64	21,811 70	2,641 94	0 00	2,641 94
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Total USD		0 00	31,658 06	28,688 15	2,969 91	0 00	2,969 91
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Total Australia		0 00	31,658 06	28,688 15	2,969 91	0 00	2,969 91
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Belgium - USD

ADR ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR CUSIP 03524A108

325 000	87 41	0 00	28,408 25	27,984 95	423 30	0 00	423 30
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Total USD		0 00	28,408 25	27,984 95	423 30	0 00	423 30
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Total Belgium		0 00	28,408 25	27,984 95	423 30	0 00	423 30
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Brazil - USD

ADR CIELO SA SPONSORED ADR CUSIP 171778202

212 000	28 85	0 00	6,116 20	5,637 84	478 36	0 00	478 36
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ADR PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR CUSIP 71654V408

413 000	19 47	0 00	8,041 11	9,138 61	-1,097 50	0 00	-1,097 50
---------	-------	------	----------	----------	-----------	------	-----------

Total USD		0 00	14,157 31	14,776 45	-619 14	0 00	-619 14
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Total Brazil		0 00	14,157 31	14,776 45	-619 14	0 00	-619 14
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Canada - USD

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 2 Apr 13 B003

Reporting

31 DEC 12

◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID	Shares/PAR value							

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Equity Securities

Common stock

Canada - USD

AGRIUM INC COM CUSIP 008916108	56 000	99 91	28 00	5,594 96	5,621 84	-26 88	0 00	-26 88
BANK N S HALIFAX COM STK CUSIP 064149107								
	132 000	57 88	75 89	7,640 16	7,215 95	424 21	0 00	424 21
CANADIAN NATL RY CO COM CUSIP 136375102								
	155 000	91 01	0 00	14,106 55	13,675 83	430 72	0 00	430 72
CENOVUS ENERGY INC COM CUSIP 15135U109								
	4,205 000	33 54	0 00	141,035 70	47,927 58	93,108 12	0 00	93,108 12
CORUS ENTMT INC CL B NON VTG CUSIP 220874101								
	359 000	24 80	0 00	8,903 20	8,349 59	553 61	0 00	553 61
ENCANA CORP COM NPV CUSIP 292505104								
	4 000 000	19 76	0 00	79,040 00	44,260 08	34,779 92	0 00	34,779 92
IMPERIAL OIL LTD COM NEW CUSIP 453038408								
	276 000	43 00	33 33	11,868 00	12,699 72	-831 72	0 00	-831 72
NEW GOLD INC CDA COM CUSIP 644535106								
	1,096 000	11 03	0 00	12,088 88	12,592 54	-503 66	0 00	-503 66
POTASH CORP SASK INC COM CUSIP 73755L107								
	354 000	40 69	0 00	14,404 26	14,422 64	-18 38	0 00	-18 38

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 2 Apr 13 B003

Reporting

31 DEC 12

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

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Account number Multiple Accounts

02-08303,02-79761,02-79791,02-79792

Equity Securities

Common stock

Canada - USD

SILVER WHEATON CORP COM CUSIP 828336107

354 000	36 08	0 00	12,772 32	13,861 98	-1,089 66	0 00	-1,089 66
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Total USD

		137 22	307,454 03	180,627 75	126,826 28	0 00	126,826 28
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Total Canada

		137 22	307,454 03	180,627 75	126,826 28	0 00	126,826 28
--	--	--------	------------	------------	------------	------	------------

Chile - USD

ADR SOCIEDAD QUIMICA Y MINERA DE CHILE SA SPONSORED ADR REPSTG SER B SHS CUSIP 833635105

141 000	57 64	0 00	8,127 24	8,266 94	-139 70	0 00	-139 70
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Total USD

		0 00	8,127 24	8,266 94	-139 70	0 00	-139 70
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Total Chile

		0 00	8,127 24	8,266 94	-139 70	0 00	-139 70
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China - USD

ADR BAIDU INC SPONSORED ADR CUSIP 056752108

48 000	100 29	0 00	4,813 92	5,289 21	-475 29	0 00	-475 29
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ADR CHINA MOBILE LTD CUSIP 16941M109

171 000	58 72	0 00	10,041 12	9,351 31	689 81	0 00	689 81
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ADR CNOOC LTD SPONSORED ADR CUSIP 126132109

35 000	220 00	0 00	7,700 00	7,263 11	436 89	0 00	436 89
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ADR IND & COMM BK OF-UNSPON ADR ADR IND & COMM BK OF-UNSPON ADR CUSIP 455607107

783 000	14 192	0 00	11,112 33	10,918 36	193 97	0 00	193 97
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Total USD

		0 00	33,667 37	32,821 99	845 38	0 00	845 38
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Total China

		0 00	33,667 37	32,821 99	845 38	0 00	845 38
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Northern Trust

*Generated by Northern Trust from reviewed periodic data on 2 Apr 13 B003

Reporting

31 DEC 12

Account number Multiple Accounts

02-08303,02-79761,02-79791,02-79792

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAIR value							
Equity Securities							
Common stock							
Colombia - USD							
ADR ECOPEPETROL S A SPONSORED ADS CUSIP 279158109							
143 000	59 67	0 00	8,532 81	8,636 19	-103 38	0 00	-103 38
Total USD		0 00	8,532 81	8,636 19	-103 38	0 00	-103 38
Total Colombia		0 00	8,532 81	8,636 19	-103 38	0 00	-103 38
Denmark - USD							
ADR NOVO-NORDISKA S ADR CUSIP 670100205							
55 000	163 21	0 00	8,976 55	8,929 98	46 57	0 00	46 57
Total USD		0 00	8,976 55	8,929 98	46 57	0 00	46 57
Total Denmark		0 00	8,976 55	8,929 98	46 57	0 00	46 57
Finland - USD							
ADR NOKIAN TYRES OYJ ADR ADR CUSIP 65528V107							
552 000	19 842	0 00	10,952 78	10,844 43	108 35	0 00	108 35
Total USD		0 00	10,952 78	10,844 43	108 35	0 00	108 35
Total Finland		0 00	10,952 78	10,844 43	108 35	0 00	108 35
France - USD							
ADR AIR LIQUIDE ADR CUSIP 009126202							
1,135 000	25 45	0 00	28,885 75	27,760 65	1,125 10	0 00	1,125 10
ADR ALCATEL-LUCENT CUSIP 013904305							
2,447 000	1 39	0 00	3,401 33	2,691 70	709 63	0 00	709 63

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 2 Apr 13 B003

Reporting

31 DEC 12

Account number Multiple Accounts

02-08303,02-79761,02-79791,02-79792

◆ Asset Detail - Base Currency

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/IPAR value					Market	Translation	
Equity Securities								
Common stock								
France - USD								
ADR ARKEMA SPONSORED ADR CUSIP 041232109								
122 000	108 08	0 00	13,185 76	11,856 76	1,329 00	0 00		1,329 00
ADR DASSAULT SYS S A SPONSORED ADR CUSIP 237545108								
243 000	113 09	0 00	27,480 87	25,826 64	1,654 23	0 00		1,654 23
ADR L OREAL CO ADR CUSIP 502117203								
1,086 000	27 98	0 00	30,386 28	28,209 96	2,176 32	0 00		2,176 32
ADR LVMH MOET HENNESSY LOUIS VUITTON ADR CUSIP 502441306								
284 000	37 69	0 00	10,703 96	9,387 49	1,316 47	0 00		1,316 47
ADR PERNOD RICARD S A ADR CUSIP 714264207								
456 000	23 056	0 00	10,513 53	10,173 48	340 05	0 00		340 05
ADR SAFRAN ADR CUSIP 786584102								
141 000	43 25	0 00	6,098 25	5,536 38	561 87	0 00		561 87
ADR SCHNEIDER ELEC SA ADR CUSIP 80687P106								
2,220 000	14 79	0 00	32,833 80	28,646 17	4,187 63	0 00		4,187 63
Total USD		0 00	163,489 53	150,089 23	13,400 30	0 00		13,400 30
Total France		0 00	163,489 53	150,089 23	13,400 30	0 00		13,400 30
Germany - USD								
ADR BASF AKTIENGESELLSCHAFT - LEVEL I CUSIP 055262505								
100 000	95 00	0 00	9,500 00	8,343 40	1,156 60	0 00		1,156 60

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAF value							

Equity Securities

Common stock

Germany - USD

ADR DEUTSCHE BOERSE ADR CUSIP 251542106

1,408 000	6 092	0 00	8,577 53	7,652 20	925 33	0 00	925 33
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ADR DEUTSCHE TELEKOM AG SPONSORED ADR CUSIP 251566105

751 000	11 362	0 00	8,532 86	8,532 02	0 84	0 00	0 84
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ADR SAP AG SPONSORED ADR CUSIP 803054204

562 000	80 38	0 00	45,173 56	40,091 40	5,082 16	0 00	5,082 16
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ALLIANZ SE ADR EACH REP 1/10 ORD SHS CUSIP 018805101

1,414 000	13 82	0 00	19,541 48	17,346 50	2,194 98	0 00	2,194 98
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FRESENIUS MED CARE AG & CO KGAA CUSIP 358029106

775 000	34 30	0 00	26,582 50	27,542 78	-960 28	0 00	-960 28
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LINDE AG-SPONSORED ADR CUSIP 535223200

874 000	17 403	0 00	15,210 22	14,920 87	289 35	0 00	289 35
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QIAGEN NV COM CUSIP N72482107

527 000	18 15	0 00	9,565 05	9,595 21	-30 16	0 00	-30 16
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Total USD		0 00	142,683 20	134,024 38	8,658 82	0 00	8,658 82
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Total Germany		0 00	142,683 20	134,024 38	8,658 82	0 00	8,658 82
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Hong Kong - USD

ADR AIA GROUP LTD SPONSORED ADR CUSIP 001317205

1,216 000	15 611	0 00	18,982 97	19,065 90	-82 93	0 00	-82 93
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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

Hong Kong - USD

ADR LI & FUNG LTD ADR CUSIP 501897102

8,305 000	3 53	0 00	29,316 65	27,082 12	2,234 53	0 00	2,234 53
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ADR XINYI GLASS HLDGS LTD ADS REPSTG 20 SHS CUSIP 98418R100

503 000	12 334	0 00	6,204 00	5,714 91	489 09	0 00	489 09
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Total USD

Total Hong Kong

India - USD

ADR ICICI BK LTD CUSIP 45104G104

416 000	43 61	0 00	18,141 76	16,515 54	1,626 22	0 00	1,626 22
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Total USD

Total India

Israel - USD

ADR PARTNER COMMUNICATIONS CO LTD ADR ISIN US70211M1089 CUSIP 70211M109

1,329 000	5 98	0 00	7,947 42	7,955 90	-8 48	0 00	-8 48
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CHECK PT SOFTWARE TECHNOLOGIES ORDILS 01 CUSIP M22465104

263 000	47 64	0 00	12,529 32	11,223 56	1,305 76	0 00	1,305 76
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Total USD

Total Israel

Japan - USD

		0 00	20,476 74	19,179 46	1,297 28	0 00	1,297 28
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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAIR value					Market	Translation	
Equity Securities								
Common stock								
Japan - USD								
ADR CANON INC SPONSORED ADR REPSTG 5 SHS CUSIP 138006309								
193 000	CUSIP 466140100	39 21	0 00	7,567 53	6,145 66	1,421 87	0 00	1,421 87
ADR JGC CORP								
232 000		61 898	0 00	14,360 33	15,877 96	-1,517 63	0 00	-1,517 63
ADR JUPITER TELECOMMUNICATION CO LTD ADR CUSIP 48206M102								
1,885 000		12 479	0 00	23,522 91	22,478 35	1,044 56	0 00	1,044 56
ADR TOYOTA MTR CORP SPONSORED ADR CUSIP 892331307								
112 000		93 25	0 00	10,444 00	8,766 00	1,678 00	0 00	1,678 00
FANUC CORPORATION CUSIP 307305102								
1,144 000		31 07	0 00	35,544 08	30,605 62	4,938 46	0 00	4,938 46
SYSMEX CORP ADR CUSIP 87184P109								
577 000		22 928	0 00	13,229 45	13,319 97	-90 52	0 00	-90 52
Total USD			0 00	104,668 30	97,193 56	7,474 74	0 00	7,474 74
Total Japan			0 00	104,668 30	97,193 56	7,474 74	0 00	7,474 74
KOREA, REPUBLIC OF - USD								
ADR SHINHAN FINL GROUP CO LTD SPONSORED ADR CUSIP 824596100								
215 000		36 64	0 00	7,877 60	7,253 11	624 49	0 00	624 49
Total USD			0 00	7,877 60	7,253 11	624 49	0 00	624 49
Total KOREA, REPUBLIC OF			0 00	7,877 60	7,253 11	624 49	0 00	624 49

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAIR value							

Equity Securities

Common stock

Mexico - USD

AMER MOVIL SAB DE C V SPONSORED ADR REPSTG SER L SHS CUSIP 02364W105

584 000	23 14	0 00	13,513 76	14,743 29	-1,229 53	0 00	-1,229 53
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Total USD

		0 00	13,513 76	14,743 29	-1,229 53	0 00	-1,229 53
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Total Mexico

		0 00	13,513 76	14,743 29	-1,229 53	0 00	-1,229 53
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Netherlands - USD

ADR AKZO NOBEL N V SPONSORED ADR CUSIP 010199305

592 000	22 50	0 00	13,320 00	11,086 96	2,233 04	0 00	2,233 04
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ADR KONINKLIJKE AHOLD NV SPONSORED ADR 2007 CUSIP 500467402

1,005 000	13 60	0 00	13,668 00	12,596 49	1,071 51	0 00	1,071 51
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ADR UNILEVER N V NEW YORK SHS NEW CUSIP 904784709

365 000	38 30	0 00	14,745 50	14,158 28	587 22	0 00	587 22
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Total USD

		0 00	41,733 50	37,841 73	3,891 77	0 00	3,891 77
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Total Netherlands

		0 00	41,733 50	37,841 73	3,891 77	0 00	3,891 77
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Russian Federation - USD

ADR OAO GAZPROM LEVEL 1 ADR CUSIP 368287207

525 000	9 73	0 00	5,108 25	5,116 86	-8 61	0 00	-8 61
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ADR SBERBANK RUSSIA SPONSORED ADR CUSIP 80585Y308

896 000	12 56	0 00	11,253 76	10,420 81	832 95	0 00	832 95
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Total USD

		0 00	16,362 01	15,537 67	824 34	0 00	824 34
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Total Russian Federation

		0 00	16,362 01	15,537 67	824 34	0 00	824 34
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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
Singapore - USD								
ADR DBS GROUP HLDGS LTD SPONSORED ADR CUSIP 23304Y100								
	244 000	49 06	0 00	11,970 64	11,364 67	605 97	0 00	605 97
ADR UNITED OVERSEAS BK LTD SPONSORED ADRISIN #US9112713022 CUSIP 911271302								
	301 000	32 436	0 00	9,763 23	9,265 20	498 03	0 00	498 03
Total USD			0 00	21,733 87	20,629 87	1,104 00	0 00	1,104 00
Total Singapore			0 00	21,733 87	20,629 87	1,104 00	0 00	1,104 00
South Africa - USD								
ADR MTN GROUP LTD SPONSORED ADR CUSIP 62474M108								
	403 000	20 933	0 00	8,435 99	7,625 72	810 27	0 00	810 27
ADR SASOL LTD SPONSORED ADR CUSIP 803866300								
	156 000	43 29	0 00	6,753 24	6,769 45	-16 21	0 00	-16 21
Total USD			0 00	15,189 23	14,395 17	794 06	0 00	794 06
Total South Africa			0 00	15,189 23	14,395 17	794 06	0 00	794 06
Sweden - USD								
ADR ATLAS COPCO AB SPONSORED ADR NEW REPSTG COM SER A CUSIP 049255706								
	511 000	27 408	0 00	14,005 48	12,282 04	1,723 44	0 00	1,723 44
ADR SVENSKA CELLULOZA AKTIEBOLAGET SCA SPONSORED ADR CUSIP 869587402								
	312 000	21 98	0 00	6,857 76	5,866 16	991 60	0 00	991 60

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Investment Mgr ID	Shares/PAIR value					Market	Translation	
Equity Securities								
Common stock								
Sweden - USD								
ERICSSON CUSIP 294821608								
1,132 000	10 10	0 00	11,433 20	10,118 49	1,314 71	0 00		1,314 71
SVENSKA HANDELSBANKEN AB ADR CUSIP 86959C103								
404 000	18 03	0 00	7,284 12	7,209 44	74 68	0 00		74 68
Total USD		0 00	39,580 56	35,476 13	4,104 43	0 00		4,104 43
Total Sweden		0 00	39,580 56	35,476 13	4,104 43	0 00		4,104 43
Switzerland - USD								
ADR CREDIT SUISSE GROUP SPONSORED ADR ISIN US2254011081 CUSIP 225401108								
179 000	24 56	0 00	4,396 24	4,206 70	189 54	0 00		189 54
ADR GIVAUDAN SA ADR CUSIP 37636P108								
718 000	21 041	0 00	15,107 43	14,450 60	656 83	0 00		656 83
ADR LONZA GROUP AG ADR CUSIP 54338V101								
1,526 000	5 393	0 00	8 229 71	7,660 09	569 62	0 00		569 62
ADR NESTLE S A SPONSORED ADR REPSTG REG SH CUSIP 641069406								
630 000	65 17	0 00	41,057 10	41,430 04	-372 94	0 00		-372 94
ADR NOVARTIS AG CUSIP 66987V109								
3,883 000	63 30	0 00	245,793 90	217,228 84	28,565 06	0 00		28,565 06
ADR ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 CUSIP 771195104								
839 000	50 50	0 00	42,369 50	41,050 04	1,319 46	0 00		1,319 46

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

Switzerland - USD

ADR SONOVA HLDG AG UNSP ADR CUSIP 83569C102							
594 000	22 156	0 00	13,160 66	12,181 41	979 25	0 00	979 25

ADR SWITCH GROUP AG ADR CUSIP 870123106

587 000	25 193	0 00	14,788 29	12,743 78	2,044 51	0 00	2,044 51
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SGS SA CUSIP 818800104

797 000	22 134	0 00	17,640 79	17,342 66	298 13	0 00	298 13
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Total USD

		0 00	402,543 62	368,294 16	34,249 46	0 00	34,249 46
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Total Switzerland

Taiwan - USD

TAIWAN SEMICONDUCTOR MFG CO LTD SPONSORED ADR CUSIP 874039100

1,154 000	17 16	0 00	19,802 64	18,750 90	1,051 74	0 00	1,051 74
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Total USD

		0 00	19,802 64	18,750 90	1,051 74	0 00	1,051 74
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Total Taiwan

Turkey - USD

ADR TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS CUSIP 900148701

3,462 000	5 20	0 00	18,002 40	17,218 92	783 48	0 00	783 48
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Total USD

		0 00	18,002 40	17,218 92	783 48	0 00	783 48
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Total Turkey

United Kingdom - USD

		0 00	18,002 40	17,218 92	783 48	0 00	783 48
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Investment Mgr ID							
Shares/PAR value							

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Equity Securities

Common stock

United Kingdom - USD

#REORGWPP PLC ADR MANDATORY EXCH WPP PLC 2M1JAH1 01/02/2013 CUSIP 92933H101

274 000	72 90	0 00	19,974 60	18 298 67	1,675 93	0 00	1,675 93
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ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106

826 000	37 83	0 00	31,247 58	25,456 69	5,790 89	0 00	5,790 89
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ADR BG PLC ADR FINAL INSTMT NEW CUSIP 0556434203

1,167 000	16 71	0 00	19,500 57	22,818 20	-3,317 63	0 00	-3,317 63
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ADR BHP BILLITON PLC SPONSORED ADR CUSIP 05545E209

148 000	70 37	0 00	10,414 76	9,444 64	970 12	0 00	970 12
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ADR BUNZL PLC SPONSORED ADR NEW CUSIP 120738406

163 000	82 50	64 05	13,447 50	13,906 91	-459 41	0 00	-459 41
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ADR CAIRN ENERGY PLC ADR NEW ADR CUSIP 12776P200

571 000	8 609	0 00	4,915 73	5,266 88	-351 15	0 00	-351 15
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ADR HSBC HLDGS PLC SPONSORED ADR NEW CUSIP 404280406

174 000	53 07	0 00	9,234 18	8,502 61	731 57	0 00	731 57
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ADR ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR CUSIP 450936109

865 000	10 26	0 00	8,874 90	9,025 05	-150 15	0 00	-150 15
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ADR REED ELSEVIER P L C SPONSORED ADR NEW CUSIP 758205207

190 000	42 04	0 00	7,987 60	7,489 11	498 49	0 00	498 49
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Investment Mgr ID							
Shares/IPAR value							

Equity Securities

Common stock

United Kingdom - USD

ADR RIO TINTO PLC SPONSORED ADR CUSIP 767204100							
130 000	58 09	0 00	7,551 70	7,559 25	-7 55	0 00	-7 55
ADR TESCO PLC SPONSORED ADR CUSIP 881575302							
857 000	16 58	0 00	14,209 06	13,261 73	947 33	0 00	947 33
ADR TULLOW OIL PLC ADR ADR CUSIP 899415202							
794 000	10 249	0 00	8,137 70	9,080 69	-942 99	0 00	-942 99
ADR UNILEVER PLC SPONSORED ADR NEW CUSIP 904767704							
233 000	38 72	0 00	9,021 76	8,733 73	288 03	0 00	288 03
ADR VODAFONE GROUP PLC NEW SPONSORED ADR CUSIP 92857W209							
349 000	25 19	177 73	8,791 31	9,611 25	-819 94	0 00	-819 94
EXPERIAN PLC CUSIP 30215C101							
753 000	16 06	0 00	12,093 18	12,822 59	-729 41	0 00	-729 41
Total USD		241 78	185,402 13	181,278 00	4,124 13	0 00	4,124 13
Total United Kingdom		241 78	185,402 13	181,278 00	4,124 13	0 00	4,124 13
United States - USD							
#REORG/ JEFFERIES GROUP STOCK MERGER LEUCADIA NATL 2473545 EFF 03/01/2013 CUSIP 472319102							
343 000	18 57	0 00	6,369 51	5,098 12	1,271 39	0 00	1,271 39
3M CO COM CUSIP 88579Y101							
3,000 000	92 85	0 00	278,550 00	20,074 84	258,475 16	0 00	258,475 16

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Investment Mgr ID							
Shares/PAIR value							

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Equity Securities

Common stock

United States - USD

AARON'S INC CLASS A CUSIP 002535300

205 000	28 28	0 00	5,797 40	5,891 44	-94 04	0 00	-94 04
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ABBOTT LAB COM CUSIP 002824100

5,000 000	65 50	0 00	327,500 00	195,753 37	131,746 63	0 00	131,746 63
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ACCENTURE PLC SHS CL A NEW CUSIP G1151C101

110 000	66 50	0 00	7,315 00	7,501 11	-186 11	0 00	-186 11
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ACTIVISION BLIZZARD INC COM STK CUSIP 00507V109

490 000	10 62	0 00	5,203 80	5,447 08	-243 28	0 00	-243 28
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ADR COCHLEAR LTD ADR UNSPON CUSIP 191459205

293 000	41 061	0 00	12,030 87	11,201 23	829 64	0 00	829 64
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ADR INFORMA PLC CUSIP 45672B107

754 000	14 597	0 00	11,006 13	9,732 64	1,273 49	0 00	1,273 49
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ADR NORDEA BK AB SWEDEN CUSIP 65557A206

1,154 000	9 5458	0 00	11,015 85	10,833 80	182 05	0 00	182 05
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ADR PETROFAC LTD ADS CUSIP 716473103

846 000	13 191	0 00	11,159 58	10,814 70	344 88	0 00	344 88
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ADR SOFTBANK CORP ADR CUSIP 83404D109

526 000	18 158	0 00	9,551 10	9,007 21	543 89	0 00	543 89
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Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
ADR SUBSEA 7 S A SPONSORED ADR CUSIP 864323100								
417 000		23 737	0 00	9,898 32	9,344 87	553 45	0 00	553 45
ADR UNICHARM CORP SPONSORED ADR CUSIP 90460M204								
1,680 000		10 397	0 00	17,466 96	18,339 69	-872 73	0 00	-872 73
AGILENT TECHNOLOGIES INC COM CUSIP 00846U101								
144 000		40 94	14 40	5,895 36	5,425 57	469 79	0 00	469 79
AKAMAI TECHNOLOGIES INC COM STK CUSIP 00971T101								
227 000		40 91	0 00	9,286 57	8,501 17	785 40	0 00	785 40
AMERICAN EXPRESS CO CUSIP 025816109								
4,000 000		57 48	0 00	229,920 00	194,200 00	35,720 00	0 00	35,720 00
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
2,300 000		37 13	0 00	85,399 00	85,163 25	235 75	0 00	235 75
ANSYS INC COM CUSIP 03662Q105								
113 000		67 34	0 00	7,609 42	7,925 16	-315 74	0 00	-315 74
APPLE INC COM STK CUSIP 037833100								
1,400 000		533 03	0 00	746,242 00	221,498 34	524,743 66	0 00	524,743 66
AUTODESK INC COM CUSIP 052769106								
183 000		35 35	0 00	6,469 05	5,813 60	655 45	0 00	655 45

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
AUTOLIV INC COM STK CUSIP 052800109							
93 000	67 39	0 00	6,267 27	5,575 35	691 92	0 00	691 92
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
2,500 000	57 01	1,087 50	142,525 00	114,318 52	28,206 48	0 00	28,206 48
BIO RAD LABS INC CL A CUSIP 090572207							
49 000	105 05	0 00	5,147 45	5,104 21	43 24	0 00	43 24
BORG WARNER INC COM CUSIP 099724106							
123 000	71 62	0 00	8,809 26	8,075 16	734 10	0 00	734 10
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
6,400 000	32 59	0 00	208,576 00	186,944 96	21,631 04	0 00	21,631 04
BUNGE LTD CUSIP G16962105							
116 000	72 69	0 00	8,432 04	8,211 57	220 47	0 00	220 47
C R BARD CUSIP 067383109							
55 000	97 74	0 00	5,375 70	5,486 57	-110 87	0 00	-110 87
CBRE GROUP INC CL A CL A CUSIP 12504L109							
394 000	19 90	0 00	7,840 60	7,300 81	539 79	0 00	539 79
CHEVRON CORP COM CUSIP 166764100							
2,000 000	108 14	0 00	216,280 00	220,839 60	-4,559 60	0 00	-4,559 60

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAIR value							
Equity Securities							
Common stock							
United States - USD							
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A CUSIP 192446102							
104 000	74 05	0 00	7,701 20	7,075 58	625 62	0 00	625 62
COVANCE INC COM CUSIP 222816100							
116 000	57 77	0 00	6,701 32	5,891 20	810 12	0 00	810 12
CSX CORP COM CUSIP 126408103							
425 000	19 73	0 00	8,385 25	8,824 28	-439 03	0 00	-439 03
CUMMINS INC CUSIP 231021106							
102 000	108 35	0 00	11,051 70	9,613 02	1,438 68	0 00	1,438 68
CVS CAREMARK CORP COM STK CUSIP 126650100							
4,200 000	48 35	0 00	203,070 00	191,288 58	11,781 42	0 00	11,781 42
D R HORTON INC COM CUSIP 23331A109							
690 000	19 78	0 00	13,648 20	14,650 03	-1,001 83	0 00	-1,001 83
DARDEN RESTAURANTS INC COM CUSIP 237194105							
151 000	45 07	0 00	6,805 57	8,131 44	-1,325 87	0 00	-1,325 87
DOMINION RES INC VA NEW COM CUSIP 25746U109							
3,400 000	51 80	0 00	176,120 00	122,060 00	54,060 00	0 00	54,060 00
EASTMAN CHEM CO COM CUSIP 277432100							
171 000	68 05	0 00	11,636 55	9,882 24	1,754 31	0 00	1,754 31

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
EATON VANCE CORP COM NON VTG CUSIP 278265103								
263 000	CUSIP 268648102	31.85	0.00	8,376.55	7,629.75	746.80	0.00	746.80
EMC CORP COM CUSIP 268648102								
9 000 000		25.30	0.00	227,700.00	226,170.00	1,530.00	0.00	1,530.00
EMERSON ELECTRIC CO COM CUSIP 291011104								
3 600 000		52.96	0.00	190,656.00	21,574.50	169,081.50	0.00	169,081.50
ENERGIZER HLDGS INC COM CUSIP 29266R108								
3,000 000		79.98	0.00	239,940.00	45,264.53	194,675.47	0.00	194,675.47
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108								
3,458 000		54.00	0.00	186,732.00	215,208.19	-28,476.19	0.00	-28,476.19
EXXON MOBIL CORP COM CUSIP 30231G102								
4,000 000		86.55	0.00	346,200.00	300,560.00	45,640.00	0.00	45,640.00
FRKLN RES INC COM CUSIP 354613101								
1,600 000		125.70	0.00	201,120.00	153,984.64	47,135.36	0.00	47,135.36
GATX CORP COM CUSIP 361448103								
142 000		43.30	0.00	6,148.60	6,186.53	-37.93	0.00	-37.93
GENERAL DYNAMICS CORP COM CUSIP 369550108								
85 000		69.27	0.00	5,887.95	5,657.63	230.32	0.00	230.32

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
GENERAL ELECTRIC CO	CUSIP 369604103	20.99	1,710.00	188,910.00	194,707.80	-5,797.80	0.00	-5,797.80
GLOBAL PMTS INC COM CUSIP 37940X102								
135 000		45.30	0.00	6,115.50	5,796.28	319.22	0.00	319.22
GOOGLE INC CL A CL A CUSIP 38259P508								
400 000		709.37	0.00	283,748.00	273,465.00	10,283.00	0.00	10,283.00
H J HEINZ CUSIP 423074103								
3,200 000		57.68	0.00	184,576.00	168,449.92	16,126.08	0.00	16,126.08
HARSCO CORP COM CUSIP 415864107								
185 000		23.50	0.00	4,347.50	3,758.62	588.88	0.00	588.88
HELIX ENERGY SOLUTIONS GROUP INC COM STK CUSIP 42330P107								
493 000		20.64	0.00	10,175.52	8,985.33	1,190.19	0.00	1,190.19
HOME DEPOT INC COM CUSIP 437076102								
3,200 000		61.85	0.00	197,920.00	200,479.04	-2,559.04	0.00	-2,559.04
INTEGRYS ENERGY GROUP INC COM STK CUSIP 45822P105								
153 000		52.22	0.00	7,989.66	8,303.28	-313.62	0.00	-313.62
INTEL CORP COM CUSIP 458140100								
6,000 000		20.63	0.00	123,780.00	148,705.20	-24,925.20	0.00	-24,925.20
INTC								

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100								
	71 000	123 81	0 00	8,790 51	9,281 29	-490 78	0 00	-490 78
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101								
	1,100 000	191 55	0 00	210,705 00	128,103 25	82 601 75	0 00	82,601 75
INTL GAME TECH COM CUSIP 459902102								
	378 000	14 17	0 00	5,356 26	5,090 67	265 59	0 00	265 59
INTL RECTIFIER CORP COM CUSIP 460254105								
	254 000	17 73	0 00	4,503 42	4,049 28	454 14	0 00	454 14
INTUIT COM CUSIP 461202103								
	215 000	59 50	0 00	12,792 50	13,028 46	-235 96	0 00	-235 96
JOHNSON & JOHNSON COM USD1 CUSIP 478160104								
	2,700 000	70 10	0 00	189,270 00	36,517 50	152,752 50	0 00	152,752 50
JOHNSON CTL INC COM CUSIP 478366107								
	4,200 000	30 70	0 00	128,940 00	144,396 00	-15,456 00	0 00	-15,456 00
JOY GLOBAL INC COM CUSIP 481165108								
	172 000	63 78	0 00	10,970 16	10,385 91	584 25	0 00	584 25
JPMORGAN CHASE & CO COM CUSIP 46625H100								
	7,000 000	43 97	0 00	307,790 00	233,930 60	73,859 40	0 00	73,859 40

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
KEYCORP NEW COM CUSIP 493267108								
763 000		8.42	0.00	6,424.46	6,421.06	3.40	0.00	3.40
MC DONALDS CORP COM CUSIP 580135101								
4,000 000		88.21	0.00	352,840.00	237,053.60	115,786.40	0.00	115,786.40
MEDNAX INC COM CUSIP 58502B106								
70 000		79.52	0.00	5,566.40	5,100.53	465.87	0.00	465.87
MONSANTO CO NEW COM CUSIP 61166W101								
2,000 000		94.65	0.00	189,300.00	199,960.80	-10,660.80	0.00	-10,660.80
MURPHY OIL CORP COM CUSIP 626717102								
99 000		59.55	0.00	5,895.45	6,054.03	-158.58	0.00	-158.58
NABORS INDUSTRIES COM USD0 10 CUSIP G6359F103								
399 000		14.45	0.00	5,765.55	5,779.09	-13.54	0.00	-13.54
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
4,000 000		68.35	0.00	273,400.00	197,978.80	75,421.20	0.00	75,421.20
NEWFIELD EXPLORATION CUSIP 651290108								
189 000		26.78	0.00	5,061.42	5,849.85	-788.43	0.00	-788.43
NIKE INC CL B CUSIP 654106103								
6,000 000		51.60	0.00	309,600.00	129,462.30	180,137.70	0.00	180,137.70

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
NORFOLK SOUTHN CORP COM CUSIP 655844108								
	2,700 000	61 84	0 00	166,968 00	196,737 66	-29,769 66	0 00	-29,769 66
ONEOK INC COM STK CUSIP 682680103								
	201 000	42 75	0 00	8,592 75	9,517 62	-924 87	0 00	-924 87
ORACLE CORP COM CUSIP 68389X105								
ORCL	7,500 000	33 32	0 00	249,900 00	126,150 00	123,750 00	0 00	123,750 00
PEPSICO INC COM CUSIP 713448108								
	4,000 000	68 43	2,150 00	273,720 00	173,024 00	100,696 00	0 00	100,696 00
PRAXAIR INC COM CUSIP 74005P104								
	1,500 000	109 45	0 00	164,175 00	42,929 10	121,245 90	0 00	121,245 90
PROCTER & GAMBLE COM NPV CUSIP 742718109								
	3,000 000	67 89	0 00	203,670 00	159,105 00	44,565 00	0 00	44,565 00
PROGRESSIVE CORP OH COM CUSIP 743315103								
	311 000	21 10	0 00	6,562 10	7,085 18	-523 08	0 00	-523 08
QUALCOMM INC COM CUSIP 747525103								
QCOM	4,000 000	62 02	0 00	248,080 00	215,975 40	32,104 60	0 00	32,104 60
RAYMOND JAMES FNCL INC COM STK CUSIP 754730109								
	231 000	38 53	32 34	8,900 43	8,822 41	78 02	0 00	78 02

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

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Equity Securities

Common stock

United States - USD

REINSURANCE GROUP AMER INC COM NEW STK CUSIP 759351604

121 000	53 52	0 00	6,475 92	6,853 00	-377 08	0 00	-377 08
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REPUBLIC SVCS INC COM CUSIP 760759100

355 000	29 33	83 42	10,412 15	9,883 09	529 06	0 00	529 06
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SCHLUMBERGER LTD COM COM CUSIP 806857108

3,316 000	69 29	911 90	229,765 64	152,920 65	76,844 99	0 00	76,844 99
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SCOTTS MIRACLE-GRO CLASS A COM NPV CUSIP 810186106

125 000	44 05	0 00	5,506 25	5,381 14	125 11	0 00	125 11
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SEALED AIR CORP NEW COM STK CUSIP 81211K100

390 000	17 51	0 00	6,828 90	6,509 05	319 85	0 00	319 85
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SNAP-ON INC COM CUSIP 833034101

142 000	78 99	0 00	11,216 58	10,712 76	503 82	0 00	503 82
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SODEXO CUSIP 833792104

179 000	85 29	0 00	15,266 91	14,213 17	1,053 74	0 00	1,053 74
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ST JUDE MED INC COM CUSIP 790849103

3,400 000	36 14	782 00	122,876 00	132,285 16	-9,409 16	0 00	-9,409 16
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STARBUCKS CORP COM CUSIP 855244109

3,300 000	53 62	0 00	176,946 00	164,689 80	12,256 20	0 00	12,256 20
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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAIR value							

Equity Securities

Common stock

United States - USD

TJX COS INC COM NEW CUSIP 872540109							
TJX	323 000	42 45	0 00	13 628 41	82 94	0 00	82 94
TRAVELERS COS INC COM STK CUSIP 89417E109							
	2,000 000	71 82	0 00	98,338 00	45,302 00	0 00	45,302 00
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
	3,400 000	82 01	0 00	194,763 50	84,070 50	0 00	84,070 50
URS CORP NEW COM CUSIP 903236107							
	136 000	39 26	27 20	4,802 79	536 57	0 00	536 57
US BANCORP CUSIP 902973304							
USB	6,700 000	31 94	1,306 50	168,773 00	45,225 00	0 00	45,225 00
V F CORP COM CUSIP 918204108							
	1,400 000	150 97	0 00	213,778 18	-2,420 18	0 00	-2,420 18
VALSPAR CORP COM CUSIP 920355104							
	200 000	62 40	0 00	11,679 49	800 51	0 00	800 51
VERIZON COMMUNICATIONS COM CUSIP 92343V104							
VZ	2,600 000	43 27	0 00	96,087 68	16,414 32	0 00	16,414 32
WALT DISNEY CO CUSIP 254687106							
	3,300 000	49 79	0 00	164,307 00	208 23	0 00	208 23

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAIR value							

Equity Securities

Common stock

United States - USD

WELLS FARGO & CO NEW COM STK CUSIP 949746101	34 18	0.00	259,768.00	178,347.03	81,420.97	0.00	81,420.97
WHITING PETE CORP COM STK CUSIP 966387102							
	43 37	0.00	5,898.32	6,370.34	-472.02	0.00	-472.02
WILLIS GROUP HOLDINGS COM USD0 000115 (NEW) CUSIP G96666105							
	33 53	113.94	14,149.66	14,909.91	-760.25	0.00	-760.25
XILINX INC COM CUSIP 983919101							
	35 90	0.00	9,082.70	8,567.78	514.92	0.00	514.92
Total USD		8,219.20	10,672,284.46	7,777,108.64	2,895,175.82	0.00	2,895,175.82
Total United States		8,219.20	10,672,284.46	7,777,108.64	2,895,175.82	0.00	2,895,175.82
Total Common Stock		8,598.20	12,409,923.33	9,298,969.52	3,110,953.81	0.00	3,110,953.81

Preferred stock

Brazil - USD

ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD PFD ADR CUSIP 465562106	16 46	7.06	19,801.38	17,970.90	1,830.48	0.00	1,830.48
Total USD		7.06	19,801.38	17,970.90	1,830.48	0.00	1,830.48
Total Brazil		7.06	19,801.38	17,970.90	1,830.48	0.00	1,830.48
Total Preferred Stock		7.06	19,801.38	17,970.90	1,830.48	0.00	1,830.48

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Equity funds

Emerging Markets Region - USD

MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162592

111,991 190	11 87	0 00	1,329,335 42	872,599 00	456,736 42	0 00	456,736 42
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Total USD

Total Emerging Markets Region

United States - USD

MFB NORTHERN FDS SMALL CAP INDEX FD CUSIP 665162723

38,788 600	9 27	0 00	359,570 32	327,333 16	32,237 16	0 00	32,237 16
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MFB NORTHN MID CAP INDEX FD CUSIP 665130100

31,540 110	13 20	0 00	416,329 45	382,735 34	33,594 11	0 00	33,594 11
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Total USD

Total United States

Total Equity Funds

182,319,900		0 00	2,105,235.19	1,582,667.50	522,567.69	0 00	522,567.69
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Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

215 000	77 27	0 00	16,613 05	16,085 17	527 88	0 00	527 88
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BSTN PPTY'S INC CUSIP 101121101

69 000	105 81	44 85	7,300 89	7,435 71	-134 82	0 00	-134 82
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Investment Mgr ID							
Shares/PAR value							
<i>Equity Securities</i>							
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109	158 09	0 00	205,517 00	160,548 70	44,968 30	0 00	44,968 30
1,300,000							
Total USD		44 85	229,430 94	184,069 58	45,361 36	0 00	45,361 36
Total United States		44 85	229,430 94	184,069 58	45,361 36	0 00	45,361 36
Total Other Equity		44.85	229,430.94	184,069.58	45,361.36	0.00	45,361.36
1,584,000							
Total Equity Securities		8,650.11	14,764,390.84	11,083,677.50	3,680,713.34	0.00	3,680,713.34
449,594,900							

Fixed Income Securities

Corporate/government

United States - USD

BELLSOUTH CORP 5 2% DUE 09-15-2014 CUSIP 079860AG7							
300,000 000	107 4116	4,593 33	322,234 80	300,303 00	21,931 80	0 00	21,931 80
Issue Date 13 Sep 04 Rate 5 20% Yield to Maturity 0 781% Maturity Date 15 Sep 14							
DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOKTRANCHE 00355 4 9 DUE 09-09-2013 CUSIP 24422EQ06							
250,000 000	103 0686	3,845 13	257,671 50	250,360 00	7,311 50	0 00	7,311 50
Issue Date 08 Sep 08 Rate 4 90% Yield to Maturity 0 497% Maturity Date 09 Sep 13							
MFB NORTHERN HI YIELD FXD INC FD CUSIP 665162699							
103,627 070	7 55	0 00	782,384 37	700,000 00	82,384 37	0 00	82,384 37
Issue Date 25 Aug 08							

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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
Fixed Income Securities						
Corporate/government						
United States - USD						
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841						
28,081,460	9.64	0.00	270,705.27	262,000.00	8,705.27	0.00
Issue Date 29 Aug 08						
MORGAN STANLEY 7% DUE 10-01-2013 CUSIP 617446AS8						
500,000,000	103.893	8,750.00	519,465.00	530,260.00	-10,795.00	0.00
Issue Date 01 Oct 93 Rate 7.00% Yield to Maturity 0.632% Maturity Date 01 Oct 13						
ORACLE CORP 5.25% DUE 01-15-2016 CUSIP 68402LAC8						
250,000,000	113.161	6,052.08	282,902.50	250,585.00	32,317.50	0.00
Issue Date 13 Jan 06 Rate 5.25% Yield to Maturity 0.716% Maturity Date 15 Jan 16						
Total USD		23,240.54	2,435,363.44	2,293,508.00	141,855.44	0.00
Total United States		23,240.54	2,435,363.44	2,293,508.00	141,855.44	0.00
Total Corporate/Government						
1,431,708.530		23,240.54	2,435,363.44	2,293,508.00	141,855.44	0.00
Total Fixed Income Securities						
1,431,708.530		23,240.54	2,435,363.44	2,293,508.00	141,855.44	0.00

Cash and Short Term Investments

Short term

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Cash and Short Term Investments

Short term

USD - United States dollar	1.00	14.14	517,277.64	517,277.64	0.00	0.00	0.00
Total short term - all currencies		14.14	517,277.64	517,277.64	0.00	0.00	0.00
Total short term - all countries		14.14	517,277.64	517,277.64	0.00	0.00	0.00
Total Short Term		14.14	517,277.64	517,277.64	0.00	0.00	0.00
517,277.640							
Total Cash and Short Term Investments		14.14	517,277.64	517,277.64	0.00	0.00	0.00
517,277.640							

Adjustments To Cash

Pending trade purchases

USD - United States dollar	1.00	0.00	-1,910.55	-1,910.55	0.00	0.00	0.00
Total pending trade purchases - all currencies		0.00	-1,910.55	-1,910.55	0.00	0.00	0.00
Total pending trade purchases - all countries		0.00	-1,910.55	-1,910.55	0.00	0.00	0.00
Total Pending trade purchases 0.000		0.00	-1,910.55	-1,910.55	0.00	0.00	0.00
Pending trade sales							

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Adjustments To Cash

Pending trade sales

USD - United States dollar	1 00	0 00	7,112 45	7,112 45	0 00	0 00	0 00
Total pending trade sales - all currencies		0 00	7,112 45	7,112 45	0 00	0 00	0 00
Total pending trade sales - all countries		0 00	7,112 45	7,112 45	0 00	0 00	0 00
Total Pending trade sales 0.000		0.00	7,112.45	7,112.45	0.00	0.00	0.00
Total Adjustments To Cash 0.000		0.00	5,201.90	5,201.90	0.00	0.00	0.00
Total		31,904.79	17,722,233.82	13,999,665.04	3,822,568.78	0.00	3,822,568.78

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