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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 THE HALE FAMILY FOUNDATION THE NORTHERN TRUST		A Employer identification number 43-6741329
COMPANY AS CONSULT INVESTMENT 23-58353		B Telephone number (see instructions) 312- 630-6000
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 803878		
Room/suite		
City or town, state, and ZIP code CHICAGO, IL 60680		
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change		C If exemption application is pending, check here ☐
☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,037,756.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	26,616.	26,616.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	6,752.			
b	Gross sales price for all assets on line 6a	103,898.			
7	Capital gain net income (from Part IV, line 2)		6,752.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	18.			STMT 2
12	Total. Add lines 1 through 11.	33,386.	33,368.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	2,000.	1,000.	NONE	1,000.
c	Other professional fees (attach schedule)	6,872.	6,872.		
17	Interest				
18	Taxes (attach schedule) (see instructions)	2,649.	1,250.		
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)				
24	Total operating and administrative expenses. Add lines 13 through 23	11,521.	9,122.	NONE	1,000.
25	Contributions, gifts, grants paid	50,610.			50,610.
26	Total expenses and disbursements. Add lines 24 and 25	62,131.	9,122.	NONE	51,610.
27	Subtract line 26 from line 12	-28,745.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		24,246.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		18,790.	21,332.	21,332.
	2	Savings and temporary cash investments				
	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	527,125.	489,850.	614,242.
	c	Investments - corporate bonds (attach schedule)	STMT 7	278,427.	265,064.	276,099.
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	STMT 8			
14		Land, buildings, and equipment basis				
		Less accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)		81,196.	101,249.	126,083.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		905,538.	877,495.	1,037,756.
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
Net Assets or Fund Balances	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)			NONE	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒ X				
	27	Capital stock, trust principal, or current funds		905,538.	877,495.	
	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)		905,538.	877,495.		
31	Total liabilities and net assets/fund balances (see instructions)		905,538.	877,495.		

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	905,538.
2	Enter amount from Part I, line 27a	2	-28,745.
3	Other increases not included in line 2 (itemize) ▶ TAX COST ADJ	3	702.
4	Add lines 1, 2, and 3	4	877,495.
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	877,495.

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 103,898.		97,146.	6,752.		
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			6,752.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	6,752.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	48,895.	1,043,888.	0.046839
2010	45,367.	982,787.	0.046162
2009	68,450.	895,295.	0.076455
2008	38,548.	1,048,002.	0.036782
2007	68,194.	1,210,918.	0.056316
2 Total of line 1, column (d)			2 0.262554
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.052511
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 1,031,793.
5 Multiply line 4 by line 3			5 54,180.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 242.
7 Add lines 5 and 6			7 54,422.
8 Enter qualifying distributions from Part XII, line 4			8 51,610.
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1	485.
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	485.
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	485.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,084.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,084.
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	599.
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ▶ 599. 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)? 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		X
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? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ NORTHERN TRUST F.S.B. 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	
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
SEE STATEMENT 9		-0-	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	1,047,506.
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	1,047,506.
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	1,047,506.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,713.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,031,793.
6	Minimum investment return. Enter 5% of line 5	6	51,590.

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	51,590.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	485.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	485.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,105.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	51,105.
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	51,105.

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	51,610.
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	51,610.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	51,610.

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				51,105.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			50,609.	
b Total for prior years 20 <u>10</u> , 20 <u>20</u> , 20 <u>20</u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>51,610.</u>				
a Applied to 2011, but not more than line 2a			50,609.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				1,001.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				50,104.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

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)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> SEE STATEMENT 18				50,610.
Total			▶ 3a	50,610.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated.

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
----------------------	---

[illegible]

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

- | | | | |
|--|-------|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| | 1a(1) | | X |
| | 1a(2) | | X |
| | | | |
| | 1b(1) | | X |
| | 1b(2) | | X |
| | 1b(3) | | X |
| | 1b(4) | | X |
| | 1b(5) | | X |
| | 1b(6) | | X |
| | 1c | | X |

[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, this return and the information contained herein are true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

		
Signature of officer or trustee	Date	Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name NATALIA TCHERE	Preparer's signature <i>Natalia Tchere</i>	Date 06/17/13	Check ☐ if self-employed	PTIN PO130629
Firm's name ▶ THE NORTHERN TRUST F.S.B.			Firm's EIN ▶ 36-1561860	
Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680			Phone no. 312-630-6000	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	26,616.	26,616.
	-----	-----
TOTAL	26,616.	26,616.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRRED INCOME	18.

TOTALS	18.
	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT ADVISORY	6,872.	6,872.
	-----	-----
TOTALS	6,872.	6,872.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX PRIOR YEAR	315.	
ESTIMATED TAX	1,084.	
FOREIGN TAX	1,250.	1,250.
	-----	-----
TOTALS	2,649.	1,250.
	=====	=====

THE HALE FAMILY FOUNDATION THE NORTHERN TRUST

43-6741329

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED	489,850.	614,242.
	-----	-----
TOTALS	489,850.	614,242.
	=====	=====

THE HALE FAMILY FOUNDATION THE NORTHERN TRUST

43-6741329

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

SEE ATTACHED

ENDING
BOOK VALUE

ENDING
FMV

265,064.

276,099.

TOTALS

265,064.

276,099.

=====

=====

THE HALE FAMILY FOUNDATION THE NORTHERN TRUST

43-6741329

FORM 990PF, PART II - OTHER INVESTMENTS
=====

COST/
FMV
C OR F

DESCRIPTION

SEE ATTACHED

C

TOTALS

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

OFFICER NAME:

JOAN JACKSON HALE

ADDRESS:

3060 N. ATLANTIC AVE., UNIT 301

COCOA BEACH, FL 32931

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

LOU ELLEN TUFTS

ADDRESS:

C/O NORTHERN TRUST CO

P. O. BOX 803878, IL 60680

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

VAUGHAN RANDALL TUFTS

ADDRESS:

996 STRATFORD PLACE

BLOOMFIELD HILLS, MI 48304

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JENNIFER H. BOLINGER

ADDRESS:

22 HEATHERBROOK LANE

SAINT LOUIS, MO 63122

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

=====

OFFICER NAME:

L. FRANKLIN BOLLINGER

ADDRESS:

22 HEATHERBROOK LANE

SAINT LOUIS, MO 63122

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:
COCOA BEACH COMMUNITY
CHURCH
ADDRESS:
*
COCOA BEACH, FL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,579.

RECIPIENT NAME:
FOCUS ON THE FAMILY
ADDRESS:
*
COLORADO SPRINGS, CO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SHRINERS HOSPITALS
FOR CHILDREN
ADDRESS:
*
TAMPA, FL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
CRANBROOK SCHOOLS
ADDRESS:
*
BLOOMFIELD HILLS, MI
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
DETROIT PUBLIC
TELEVISION
ADDRESS:
*
DETROIT, MI
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
SALVATION ARMY
ADDRESS:
*
ALEXANDRIA, VA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 9,000.

RECIPIENT NAME:
HOSPICE OF MICHIGAN
ADDRESS:
*
DETROIT, MI
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
DETROIT ZOOLOGICAL SOCIETY
ADDRESS:
*
DETROIT, MI
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
DETROIT INSITUTE OF ARTS
ADDRESS:
*
DETROIT, MI
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:

ST LOUIS ZOO

ADDRESS:

*

ST. LOUIS, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

BJC ORGAN DONOR

ADDRESS:

*

ST. LOUIS, MO

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

PORTLAND BURYING

GROUND ASSOCIATION

ADDRESS:

*

PORTLAND, CT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,488.

RECIPIENT NAME:
GLASTONBURY FIRE
DEPARTMENT
ADDRESS:
*
GLASTONBURY, CT
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
BAY VIEW ASSOCIATION OF THE UNITED
METHODIST CHURCH
ADDRESS:
*
PETOSKEY, MI
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,350.

RECIPIENT NAME:
PARALYZED VETRANS OF AMERICA
ADDRESS:
*
WASHINGTON, DC
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
HUMANE SOCIETY OF
MISSOURI
ADDRESS:
*
ST. LOUIS, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ST. JUDE'S CHILDREN'S RESEARCH
HOSPITAL
ADDRESS:
*
MEMPHIS, TN 38105
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 943.

RECIPIENT NAME:
STRAY RESCUE
ADDRESS:
*
ST. LOUIS, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY

RECIPIENT NAME:
USO OF MISSOURI
ADDRESS:
*
ST. LOUIS, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
KIRKWOOD FIRE
DEPARTMENT
ADDRESS:
*
ST. LOUIS, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBKIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
AMERICAN DIABETES ASSOCIATION
ADDRESS:
*
ALEXANDRIA, VA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
CRANBROOK AKADEMY OF ART
ADDRESS:
*
BLOOMFIELD, MI 48304
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 500.

RECIPIENT NAME:
ALZHEIMER'S ASSOCIATION
ADDRESS:
*
CHICAGO, IL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 250.

RECIPIENT NAME:
COTTEY COLLEGE
ADDRESS:
*
NEVADA, MO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,500.

TOTAL GRANTS PAID: 50,610.
=====

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

THE HALE FAMILY FOUNDATION THE NORTHERN TRUST

Employer identification number

43-6741329

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 792.
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					5 792.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo, day, yr.)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					3,592.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 2,367.
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 1.
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 5,960.

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

Schedule D (Form 1041) 2012

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		792.
14	Net long-term gain or (loss):			
a	Total for year	14a		5,960.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst.)	14b		1.
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		6,752.

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

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0092

2012

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

Name of estate or trust

THE HALE FAMILY FOUNDATION THE NORTHERN TRUST

Employer identification number

43-6741329

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

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	792.00
---	--------

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

Schedule D-1 (Form 1041) 2012

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37 -

Employer identification number

43-6741329

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	2,367.00
---	----------

Schedule D-1 (Form 1041) 2012

Reporting

31 DEC 12

Account number 2358353

Page 1 of 11

◆ 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								
Australia - USD								
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108		78.44	0.00	3,922.00	3,305.50	616.50	0.00	616.50
Total USD			0.00	3,922.00	3,305.50	616.50	0.00	616.50
Total Australia			0.00	3,922.00	3,305.50	616.50	0.00	616.50
Switzerland - USD								
ADR NOVARTIS AG CUSIP 66987V109		63.30	0.00	3,165.00	2,479.95	685.05	0.00	685.05
Total USD			0.00	3,165.00	2,479.95	685.05	0.00	685.05
Total Switzerland			0.00	3,165.00	2,479.95	685.05	0.00	685.05
United States - USD								
ABBOTT LAB COM CUSIP 002824100		65.50	0.00	3,275.00	0.00	3,275.00	0.00	3,275.00
AMAZON COM INC COM CUSIP 023135106								
25,000		251.14	0.00	6,278.50	2,333.75	3,944.75	0.00	3,944.75
AMERICAN EXPRESS CO CUSIP 025816109								
100,000		57.48	0.00	5,748.00	4,162.00	1,586.00	0.00	1,586.00
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
85,000		37.13	0.00	3,156.05	3,187.50	-31.45	0.00	-31.45

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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								
APPLE INC COM STK CUSIP 037833100								
50 000	533 03	0 00	26,651 50	3,766 00	22,885 50	0 00		22,885 50
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108								
125 000	32 59	0 00	4,073 75	4,043 50	30 25	0 00		30 25
CHEVRON CORP COM CUSIP 166764100								
80 000	108 14	0 00	8,651 20	5,591 20	3,060 00	0 00		3,060 00
CITRIX SYS INC COM CUSIP 177376100								
50 000	65 75	0 00	3,287 50	3,176 50	111 00	0 00		111 00
COCA COLA CO COM CUSIP 191216100								
160 000	36 25	0 00	5,800 00	5,352 00	448 00	0 00		448 00
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105								
50 000	98 77	0 00	4,938 50	3,058 00	1,880 50	0 00		1,880 50
COVIDIEN PLC USD0 20(POST CONSOLDTN) CUSIP G2554F113								
100 000	57 74	0 00	5,774 00	3,906 50	1,867 50	0 00		1,867 50
CUMMINS INC CUSIP 231021106								
50 000	108 35	0 00	5,417 50	3,534 50	1,883 00	0 00		1,883 00
CVS CAREMARK CORP COM STK CUSIP 126650100								
140 000	48 35	0 00	6,769 00	6,354 60	414 40	0 00		414 40

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Investment Mgr ID	Shares/PAIR value														
Equity Securities															
Common stock															
United States - USD															
DANAHER CORP COM CUSIP 235851102															
	150 000	55 90		0 00		8 385 00		4 303 74		4 081 26		0 00		4 081 26	
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109															
	125 000	44 97		0 00		5 621 25		4 512 50		1 108 75		0 00		1 108 75	
EATON CORP PLC COM USD0 50 CUSIP G29183103															
	125 000	54 20		0 00		6 775 00		6 456 88		318 12		0 00		318 12	
EMC CORP COM CUSIP 268648102															
	250 000	25 30		0 00		6 325 00		5 519 75		805 25		0 00		805 25	
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108															
	100 000	54 00		0 00		5 400 00		6 191 00		-791 00		0 00		-791 00	
EXXON MOBIL CORP COM CUSIP 30231G102															
	100 000	86 55		0 00		8 655 00		5 756 50		2 898 50		0 00		2 898 50	
FRKLN RES INC COM CUSIP 354613101															
	50 000	125 70		0 00		6 285 00		4 556 00		1 729 00		0 00		1 729 00	
GENERAL ELECTRIC CO CUSIP 369604103															
	250 000	20 98		47 50		5 247 50		4 654 00		593 50		0 00		593 50	
INTEL CORP COM CUSIP 458140100															
INTC	170 000	20 63		0 00		3 507 10		4 243 20		-736 10		0 00		-736 10	

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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								
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101								
	40 000	191 55	0 00	7,662 00	4,681 60	2,980 40	0 00	2,980 40
JOHNSON & JOHNSON COM USD1 CUSIP 478160104								
	100 000	70 10	0 00	7,010 00	2,996 25	4,013 75	0 00	4,013 75
JOHNSON CTL INC COM CUSIP 478366107								
	100 000	30 70	0 00	3,070 00	2,871 00	199 00	0 00	199 00
JPMORGAN CHASE & CO COM CUSIP 46625H100								
	200 000	43 97	0 00	8,794 00	8,975 75	-181 75	0 00	-181 75
MC DONALDS CORP COM CUSIP 580135101								
	75 000	88 21	0 00	6,615 75	6,683 25	-67 50	0 00	-67 50
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
	75 000	68 35	0 00	5,126 25	5,634 88	-508 63	0 00	-508 63
NIKE INC CL B CUSIP 654106103								
	200 000	51 60	0 00	10,320 00	6,869 00	3,451 00	0 00	3,451 00
NOBLE ENERGY INC COM CUSIP 655044105								
	50 000	101 74	0 00	5,087 00	3,347 50	1,739 50	0 00	1,739 50
NORFOLK SOUTHN CORP COM CUSIP 655844108								
	75 000	61 84	0 00	4,638 00	5,140 50	-502 50	0 00	-502 50

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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								
ORACLE CORP COM CUSIP 68389X105	ORCL	33.32	0.00	7,497.00	7,372.13	124.87	0.00	124.87
PG& E CORP COM CUSIP 69331C108								
100,000		40.18	45.50	4,018.00	4,480.50	-462.50	0.00	-462.50
PROCTER & GAMBLE COM NPV CUSIP 742718109								
100,000		67.89	0.00	6,789.00	4,302.91	2,486.09	0.00	2,486.09
QUALCOMM INC COM CUSIP 747525103	QCOM	62.02	0.00	8,992.90	8,438.15	554.75	0.00	554.75
SCHLUMBERGER LTD COM COM CUSIP 806857108								
55,000		69.29	15.12	3,810.95	3,723.50	87.45	0.00	87.45
SPECTRA ENERGY CORP COM STK CUSIP 847560109								
215,000		27.38	0.00	5,886.70	4,900.30	986.40	0.00	986.40
TJX COS INC COM NEW CUSIP 872540109								
200,000	TJX	42.45	0.00	8,490.00	3,718.50	4,771.50	0.00	4,771.50
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
50,000		82.01	0.00	4,100.50	2,796.00	1,304.50	0.00	1,304.50
UNITEDHEALTH GROUP INC COM CUSIP 91324P102								
75,000		54.24	0.00	4,068.00	2,310.75	1,757.25	0.00	1,757.25

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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		Total
					Market	Translation	

Equity Securities

Common stock

United States - USD

US BANCORP CUSIP 902973304 USB	200 000	31 94	39 00	6,388 00	5,216 00	1,172 00	0 00	1,172 00
WALT DISNEY CO CUSIP 254687106								
	100 000	49 79	0 00	4,979 00	1,872 00	3,107 00	0 00	3,107 00
WELLS FARGO & CO NEW COM STK CUSIP 949746101								
	200 000	34 18	0 00	6,836 00	5,162 50	1,673 50	0 00	1,673 50
WHOLE FOODS MKT INC COM CUSIP 966837106								
	75 000	91 33	0 00	6,849 75	3,608 50	3,241 25	0 00	3,241 25
Total USD			147 12	283,050 15	199,761 09	83,289 06	0 00	83,289 06
Total United States			147 12	283,050 15	199,761 09	83,289 06	0 00	83,289 06
Total Common Stock			147.12	290,137.15	205,546.54	84,590.61	0.00	84,590.61
5,140,000								

Equity funds

Emerging Markets Region - USD

MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162582	7,799 310	11 87	0 00	92,577 81	81,845 77	10,732 04	0 00	10,732 04
Total USD			0 00	92,577 81	81,845 77	10,732 04	0 00	10,732 04
Total Emerging Markets Region			0 00	92,577 81	81,845 77	10,732 04	0 00	10,732 04
International Region - USD								

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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

International Region - USD

MFB NORTHN MULTIMANAGER INTL EQTY FD CUSIP 665162558

15,329 370	9 56	0 00	146,548 77	134,454 55	12,094 22	0 00	12,094 22
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Total USD

Total International Region

United States - USD

MFB NORTHN MULTIMANAGER MID CAP FD CUSIP 665162574

3,257 300	11 89	0 00	38,729 29	29,188 73	9,540 56	0 00	9,540 56
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MFB NORTHN MULTIMANAGER SMALL CAP FD CUSIP 665162566

3,936 760	9 74	0 00	38,344 04	31,962 20	6,381 84	0 00	6,381 84
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Total USD

Total United States

Total Equity Funds

30,322,740		0.00	316,199.91	277,451.25	38,748.66	0.00	38,748.66
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Other equity

United States - USD

SIMON PROPERTY GROUP INC COM CUSIP 828806109

50 000	158 09	0 00	7,904 50	6,852 00	1,052 50	0 00	1,052 50
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Total USD

Total United States

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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							
Total Other Equity		0.00	7,904.50	6,852.00	1,052.50	0.00	1,052.50
50,000							
Total Equity Securities		147.12	614,241.56	489,849.79	124,391.77	0.00	124,391.77
35,512.740							
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533							
17,519,320	10 96	0.00	192,011.74	182,315.27	9,696.47	0.00	9,696.47
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
5,579,920	7 55	0.00	42,128.39	40,468.38	1,660.01	0.00	1,660.01
Issue Date 25 Aug 08							
MFO FRKLN INVS SECS TR FLTGT RATE DAILY ACCESS FD ADVISOR CUSIP 353612781							
4,595,730	9 13	0.00	41,959.01	42,280.69	-321.68	0.00	-321.68
Total USD		0.00	276,099.14	265,064.34	11,034.80	0.00	11,034.80
Total United States		0.00	276,099.14	265,064.34	11,034.80	0.00	11,034.80
Total Corporate/Government		0.00	276,099.14	265,064.34	11,034.80	0.00	11,034.80
27,694,970							
Total Fixed Income Securities		0.00	276,099.14	265,064.34	11,034.80	0.00	11,034.80
27,694,970							

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
						Market	Translation	
Real Estate								
Real estate funds								
United States - USD								
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541								
6 084 020		9 23	0 00	56,155 50	46,687 27	9,468 23	0 00	9,468 23
Total USD			0 00	56,155 50	46,687 27	9,468 23	0 00	9,468 23
Total United States			0 00	56,155 50	46,687 27	9,468 23	0 00	9,468 23
Total Real Estate Funds								
6,084,020			0.00	56,155.50	46,687.27	9,468.23	0.00	9,468.23
Total Real Estate								
6,084,020			0.00	56,155.50	46,687.27	9,468.23	0.00	9,468.23

Commodities

Commodities

Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 79463V107								
340 000		162 01	0 00	55,083 40	37,655 40	17,428 00	0 00	17,428 00
Total USD			0 00	55,083 40	37,655 40	17,428 00	0 00	17,428 00
Total Global Region			0 00	55,083 40	37,655 40	17,428 00	0 00	17,428 00
United States - USD								
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667								
2,235 600		6 64	0 00	14,844 38	16,906 57	-2,062 19	0 00	-2,062 19
Total USD			0 00	14,844 38	16,906 57	-2,062 19	0 00	-2,062 19

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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/PAF value							

Commodities

Commodities							
Total United States		0.00	14,844.38	16,906.57	-2,062.19	0.00	-2,062.19
Total Commodities							
2,575,600		0.00	69,927.78	54,561.97	15,365.81	0.00	15,365.81
Total Commodities							
2,575,600		0.00	69,927.78	54,561.97	15,365.81	0.00	15,365.81

Cash and Short Term Investments

Short term

USD - United States dollar							
	1.00	0.27	21,331.84	21,331.84	0.00	0.00	0.00
Total short term - all currencies		0.27	21,331.84	21,331.84	0.00	0.00	0.00
Total short term - all countries		0.27	21,331.84	21,331.84	0.00	0.00	0.00
Total Short Term							
21,331.840		0.27	21,331.84	21,331.84	0.00	0.00	0.00
Total Cash and Short Term Investments							
21,331.840		0.27	21,331.84	21,331.84	0.00	0.00	0.00
Total							
93,199,170		147.39	1,037,755.82	877,495.21	160,260.61	0.00	160,260.61

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<u>Investment Mgr ID</u>	<u>Shares/PAR value</u>	<u>local market price</u>	<u>income/expense</u>				<u>Market</u>	<u>Translation</u>	

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