Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: THOMAS B EARLE FOUNDATION 02-44068

A Employer identification number: 59-6784786

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 803878

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ 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: [X] 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)* ▶ $ 1,584,323.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

ENVELOPE POSTMARK DATE MAY 16 2013

SCANNED MAY 23 2013

RECEIVED MAY 21 2013 OGDEN, UT E2-625 IRS-OSC

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 ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	51,251.	51,414.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	53,071.			
	b Gross sales price for all assets on line 6a 468,886.				
	7 Capital gain net income (from Part IV, line 2)		53,071.		
	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)				
	12 **Total.** Add lines 1 through 11	104,322.	104,485.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,226.	13,703.		1,523.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	2,568.	633.		
	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	19,794.	15,336.	NONE	2,523.
	25 Contributions, gifts, grants paid	73,893.			73,893.
	26 **Total expenses and disbursements** Add lines 24 and 25	93,687.	15,336.	NONE	76,416.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	10,635.			
	b **Net investment income** (if negative, enter -0-)		89,149.		
	c **Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Line	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	30,040.	25,181.	25,181.
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 4	634,303.	603,803.	757,315.
c	Investments - corporate bonds (attach schedule) STMT 5	582,884.	574,400.	608,934.
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 6	32,676.	66,474.	84,869.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ SEE ATTACHMENTS)	65,050.	85,555.	108,024.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	1,344,953.	1,355,413.	1,584,323.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	1,344,953.	1,355,413.	
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)	1,344,953.	1,355,413.	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,344,953.	1,355,413.	

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	1,344,953.
2	Enter amount from Part I, line 27a	2	10,635.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,355,588.
5	Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT - WASH SALE	5	175.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,355,413.

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	468,886.		415,815.	53,071.
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				53,071.
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** 53,071.

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	72,656.	1,539,294.	0.047201
2010	67,641.	1,476,358.	0.045816
2009	76,150.	1,359,880.	0.055998
2008	84,386.	1,542,911.	0.054693
2007	75,340.	1,730,129.	0.043546

2	**Total** of line 1, column (d)	2	0.247254
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	0.049451
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,539,562.
5	Multiply line 4 by line 3	5	76,133.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	891.
7	Add lines 5 and 6	7	77,024.
8	Enter qualifying distributions from Part XII, line 4	8	76,416.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,783.
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	1,783.
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	1,783.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,590.		
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	1,590.
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	193.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (312)630-6000
Located at ▶ PO 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 |

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

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

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

		Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) *Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?* ☐ Yes ☒ No

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

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

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

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

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

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	15,226.		-0-

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,563,007.
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	1,563,007.
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	1,563,007.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	23,445.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,539,562.
6	**Minimum investment return.** Enter 5% of line 5	6	76,978.

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	76,978.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,783.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,783.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	75,195.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	75,195.
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	75,195.

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	76,416.
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	76,416.
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	76,416.

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				75,195.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			73,893.	
b	Total for prior years: 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ... NONE				
b	From 2008 ... NONE				
c	From 2009 ... NONE				
d	From 2010 ... NONE				
e	From 2011 ... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 76,416.				
a	Applied to 2011, but not more than line 2a			73,893.	
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				2,523.
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				72,672.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

59-6784786

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 11				73,893.
Total . . . . . . ▶ **3a**				73,893.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	51,251.	
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	53,071.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				104,322.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 104,322.

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

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

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

NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

[signature] | 04/03/2013 | VICE PRESIDENT

Signature of officer or trustee | Date | Title

THE NORTHERN TRUST COMPAN

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	51,414.	51,414.
ACCRUED/DEFERRED INCOME	-163.	
TOTAL	51,251.	51,414.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	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
PRIOR YEAR TAX		345.	
ESTIMATED TAX		1,590.	
FOREIGN TAX		633.	633.
	TOTALS	2,568.	633.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		603,803.	757,315.
	TOTALS	603,803.	757,315.

THOMAS B EARLE FOUNDATION 02-44068 59-6784786

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		574,400.	608,934.
	TOTALS	574,400.	608,934.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	66,474.	84,869.
TOTALS		66,474.	84,869.

RECIPIENT NAME:
BOYS & GIRLS CLUBS
OF WEST-CENTRAL WISCONSIN
ADDRESS:
BOYS & GIRLS CLUBS
TOMAH, WI
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
COMPUTER, PAINT AND PAINTING SUPPLIES, MONITO
FOUNDATION STATUS OF RECIPIENT:
PUBLICH CHARITY
AMOUNT OF GRANT PAID .... 4,800.

RECIPIENT NAME:
AREA COMMUNITY THEATER, INC
ADDRESS:
907 KILBOURN AVENUE
TOMAH, WI 54660
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ENLARGE GALLERY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
CITY OF TOMAH/KUPPER-RATSCH
SENIOR &DISABLED CENTER
ADDRESS:
CITY OF TOMAH
TOMAH, WI
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
HIGH RISE STOOLS FOR RESTROOM, ETC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WESTERN TECHNICCAL COLLEGE
ADDRESS:
400 SEVENTH STREET NORTH
LA CROSSE, WI 54601
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
TUITION, FEES, BOOKS, EDUCATIONAL SUPPLIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
FAMILIES FIRST OF MONROE
COUNTY
ADDRESS:
1118 W VETERANS STREET
TOMAH, WI 54660
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR OFFICE EXPENSE IN PROIVDING ASSISTANCE IN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
MONROE COUNTY SHELTERCARE, INC
ADDRESS:
531 DOUGLAS STREET
SPARTA, WI 54654
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE TO VICTIMS OF DOMESTIC A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,400.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
RIVERFRONT ACTIVITY CENTER, INC.
ADDRESS:
3000 SOUTH AVENUE
LA CROSSE, WI 54601
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FOR TOMAH ADULT DAY PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
TOMAH AREA SCHOOL DISTRICT
ADDRESS:
129 W CLIFTON ST.
TOMAH, WI 54660
PURPOSE OF GRANT:
EXPAND THE EXISTING PLAYGROUND EQUIPMENT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
NEIGHBOR TO NEIGHBOR, INC
ADDRESS:
.
MILWAUKEE, WI
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
ELECTRIC POWER RELINER LIFT CHAIR, ETC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,534.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
HANDISHOP INDUSTRIES, INC
ADDRESS:
HANDISHOP INDUSTRIES
TOMAH, WI
RELATIONSHIP:
NA
PURPOSE OF GRANT:
EDUCATIONAL MATERIALS,
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 16,703.

RECIPIENT NAME:
LEARNING INDEPENDENT FUTURE
ENVIRONMENTS
ADDRESS:
.
TOMAH, WI
RELATIONSHIP:
NA
PURPOSE OF GRANT:
HELP STUDENTS WITH DISABILITY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
FAITH IN ACTION
VOLUNTEERS OF MONROE COUNTY
ADDRESS:
.
TOMAH, WI
RELATIONSHIP:
NA
PURPOSE OF GRANT:
HOME REPAIRS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

STATEMENT 10

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CITY OF TOMAH - TOMAH PUBLIC LIBRARY
ADDRESS:
.
TOMAH, WI
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PURCHASE BOOKS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 656.

RECIPIENT NAME:
TOMAH HEAD START
ADDRESS:
402 PINE ST
TOMAH, WI 54660
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
EDUCATIONAL MATERIALS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,300.

TOTAL GRANTS PAID: 73,893.

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: THOMAS B EARLE FOUNDATION 02-44068

Employer identification number: 59-6784786

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	1,140.
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	1,140.

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					6,511.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	45,419.
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	51,931.

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			1,140.
14 **Net long-term gain or (loss):**				
a Total for year	14a			51,931.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			1.
c 28% rate gain	14c			1,175.
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			53,071.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2012

Name of estate or trust: THOMAS B EARLE FOUNDATION 02-44068

Employer identification number: 59-6784786

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 3. ABBOTT LABORATORIES	07/19/2012	11/16/2012	189.00	197.00	-8.00
10. ALTERA CORP	09/01/2011	05/08/2012	332.00	363.00	-31.00
14. AMAZON COM INC	11/08/2011	02/06/2012	2,579.00	3,046.00	-467.00
4. AMAZON COM INC	09/01/2011	02/07/2012	733.00	854.00	-121.00
7. AMERICAN EXPRESS CO	07/06/2011	07/06/2012	409.00	368.00	41.00
14. AMERICAN WTR WKS CO IN	01/31/2012	04/20/2012	472.00	470.00	2.00
9. AMERICAN WTR WKS CO INC	01/30/2012	11/02/2012	328.00	301.00	27.00
17. AMGEN INC	01/25/2012	04/20/2012	1,154.00	1,161.00	-7.00
6. AMGEN INC	01/24/2012	07/06/2012	443.00	409.00	34.00
6. AMGEN INC	07/19/2012	07/23/2012	463.00	479.00	-16.00
6. AMGEN INC	01/24/2012	11/02/2012	518.00	409.00	109.00
30. AMGEN INC	01/23/2012	11/16/2012	2,524.00	2,047.00	477.00
14. AUTODESK, INC	05/23/2011	04/20/2012	568.00	585.00	-17.00
2. AUTODESK, INC	03/15/2012	09/19/2012	67.00	80.00	-13.00
11. AUTOMATIC DATA PROCESS	01/18/2012	04/20/2012	603.00	618.00	-15.00
31. AUTOMATIC DATA PROCESS	01/18/2012	09/18/2012	1,810.00	1,729.00	81.00
21. AUTOMATIC DATA PROCESS	01/17/2012	09/19/2012	1,231.00	1,151.00	80.00
13. AUTOMATIC DATA PROCESS	01/13/2012	09/20/2012	761.00	712.00	49.00
28. BRISTOL MYERS SQUIBB C	11/08/2011	04/20/2012	954.00	883.00	71.00
7. BRISTOL MYERS SQUIBB CO	03/15/2012	04/20/2012	238.00	233.00	5.00
6. CVS CORP	04/27/2012	07/06/2012	288.00	270.00	18.00
6. CVS CORP	07/19/2012	07/23/2012	268.00	278.00	-10.00 *
10. CVS CORP	07/28/2012	11/02/2012	465.00	457.00	8.00
5. COCA COLA CO	03/15/2012	04/20/2012	371.00	350.00	21.00

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

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

JSA
2F1221 2 000

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No. 1545-0092

2012

Name of estate or trust: THOMAS B EARLE FOUNDATION 02-44068

Employer identification number: 59-6784786

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 14. COCA COLA CO	08/30/2011	04/20/2012	1,040.00	978.00	62.00	
5. COCA COLA CO	08/30/2011	07/06/2012	390.00	349.00	41.00	
5. COCA COLA CO	07/19/2012	07/23/2012	384.00	386.00	-2.00	
11. EXPRESS SCRIPTS HLDG C	03/15/2012	04/20/2012	641.00	574.00	67.00	
6. EXPRESS SCRIPTS HLDG CO	06/20/2012	07/06/2012	323.00	323.00		
6. EXPRESS SCRIPTS HLDG CO	07/19/2012	07/23/2012	339.00	352.00	-13.00	
7. EXPRESS SCRIPTS HLDG CO	06/20/2012	11/02/2012	434.00	377.00	57.00	
3. EXXON MOBIL CORP	03/15/2012	04/20/2012	255.00	258.00	-3.00	
1. EXXON MOBIL CORP	03/15/2012	07/06/2012	84.00	86.00	-2.00	*
6. EXXON MOBIL CORP	09/01/2011	07/06/2012	506.00	444.00	62.00	
6. EXXON MOBIL CORP	07/19/2012	07/23/2012	508.00	517.00	-9.00	
22. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES IND	04/20/2012	07/06/2012	726.00	781.00	-55.00	*
22. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES IND	05/03/2012	07/23/2012	716.00	793.00	-77.00	
29. MFC FLEXSHARES TR TR I TARGET DURATION TIPS INDEX	04/20/2012	07/06/2012	731.00	738.00	-7.00	*
29. MFC FLEXSHARES TR TR I TARGET DURATION TIPS INDEX	05/03/2012	07/23/2012	733.00	741.00	-8.00	
29. MFC FLEXSHARES TR IBOX TARGET DURATION TIPS INDEX	04/20/2012	07/06/2012	750.00	748.00	2.00	
29. MFC FLEXSHARES TR IBOX TARGET DURATION TIPS INDEX	07/19/2012	07/23/2012	753.00	754.00	-1.00	
2. FRANKLIN RESOURCES INC	07/06/2011	07/06/2012	222.00	267.00	-45.00	*
1. W W GRAINGER INC	03/15/2012	12/12/2012	193.00	215.00	-22.00	
7. H J HEINZ CO	07/19/2012	08/13/2012	385.00	381.00	4.00	
7. H J HEINZ CO	09/01/2011	08/13/2012	385.00	367.00	18.00	
3. H J HEINZ CO	09/01/2011	08/14/2012	166.00	157.00	9.00	
31. HOME DEPOT INC	03/15/2012	04/20/2012	1,592.00	1,410.00	182.00	
9. HOME DEPOT INC	02/06/2012	07/06/2012	468.00	407.00	61.00	

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: THOMAS B EARLE FOUNDATION 02-44068

Employer identification number: 59-6784786

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 9. HOME DEPOT INC	07/19/2012	07/23/2012	458.00	459.00	-1.00	
13. HOME DEPOT INC	02/06/2012	11/02/2012	806.00	588.00	218.00	
10. INTEL CORP	05/07/2012	07/06/2012	259.00	279.00	-20.00	*
10. INTEL CORP	05/20/2012	07/23/2012	251.00	280.00	-29.00	
13. INTEL CORP	05/07/2012	11/02/2012	286.00	362.00	-76.00	
1. INTERCONTINENTALEXCHANG	06/07/2012	07/06/2012	133.00	128.00	5.00	
3. INTERCONTINENTALEXCHANG	06/07/2012	11/02/2012	389.00	385.00	4.00	
2. JOHNSON & JOHNSON	03/15/2012	11/16/2012	138.00	131.00	7.00	
2. MCDONALDS CORP	03/15/2012	04/20/2012	195.00	196.00	-1.00	
8. MCDONALDS CORP	09/22/2011	04/20/2012	781.00	710.00	71.00	
2. MCDONALDS CORP	09/22/2011	07/06/2012	179.00	172.00	7.00	
2. MCDONALDS CORP	07/19/2012	07/23/2012	178.00	186.00	-8.00	*
10. MCKESSON HBOC INC	02/17/2011	01/24/2012	764.00	805.00	-41.00	
15. MCKESSON HBOC INC	09/01/2011	01/25/2012	1,153.00	1,196.00	-43.00	
15. NORFOLK SOUTHERN CORP	08/10/2011	04/20/2012	1,037.00	1,013.00	24.00	
4. NORFOLK SOUTHERN CORP	08/10/2011	07/06/2012	286.00	270.00	16.00	
4. NORFOLK SOUTHERN CORP	07/19/2012	07/23/2012	288.00	297.00	-9.00	
20. ADR NOVARTIS AG SPONSO #US66987V1098	09/01/2011	01/23/2012	1,108.00	1,158.00	-50.00	
13. NUCOR CORP	02/06/2012	04/20/2012	513.00	587.00	-74.00	
9. NUCOR CORP	02/06/2012	11/02/2012	365.00	406.00	-41.00	
5. PHILLIPS 66 COM	09/01/2011	05/07/2012	149.00	164.00	-15.00	
3. PRECISION CASTPARTS COR	10/24/2011	04/20/2012	521.00	516.00	5.00	
1. PRECISION CASTPARTS COR	10/24/2011	07/06/2012	162.00	172.00	-10.00	
30. PRINCIPAL FINANCIAL GR	09/01/2011	06/07/2012	737.00	752.00	-15.00	

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No. 1545-0092

2012

Name of estate or trust: THOMAS B EARLE FOUNDATION 02-44068

Employer identification number: 59-6784786

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 4. PRINCIPAL FINANCIAL GRO	03/15/2012	06/07/2012	98.00	116.00	-18.00
30. QUALCOMM INC	01/17/2012	04/20/2012	1,889.00	1,719.00	170.00
8. QUALCOMM INC	01/17/2012	07/06/2012	442.00	458.00	-16.00 *
8. ST JUDE MEDICAL INC	09/24/2012	11/02/2012	308.00	344.00	-36.00
11. SALESFORCE COM INC COM	09/01/2011	01/17/2012	1,150.00	1,474.00	-324.00
8. STARBUCKS CORP	08/14/2012	11/02/2012	406.00	370.00	36.00
10. THE TRAVELERS COMPANIE	09/01/2011	03/13/2012	576.00	505.00	71.00
9. V F CORP	09/01/2011	04/20/2012	1,357.00	1,018.00	339.00
14. VERIZON COMMUNICATIONS	09/28/2011	04/20/2012	543.00	520.00	23.00
1. VERIZON COMMUNICATIONS	03/15/2012	04/20/2012	39.00	40.00	-1.00
5. VERIZON COMMUNICATIONS	09/28/2011	07/06/2012	221.00	186.00	35.00
5. VERIZON COMMUNICATIONS	07/19/2012	07/23/2012	222.00	226.00	-4.00
5. WAL MART STORES INC	07/19/2012	08/01/2012	371.00	338.00	33.00
5. WAL MART STORES INC	09/01/2011	08/01/2012	371.00	265.00	106.00
4. WHOLE FOODS MKT INC	07/19/2012	12/14/2012	356.00	356.00	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 1,140.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side.
THOMAS B EARLE FOUNDATION 02-44068

Employer identification number
59-6784786

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 11. ABBOTT LABORATORIES	02/17/2009	04/20/2012	655.00	549.00	106.00
3. ABBOTT LABORATORIES	11/27/2006	07/06/2012	193.00	139.00	54.00
3. ABBOTT LABORATORIES	11/27/2006	07/23/2012	193.00	139.00	54.00
5. ABBOTT LABORATORIES	09/01/2011	11/02/2012	325.00	261.00	64.00
48. ABBOTT LABORATORIES	11/27/2006	11/16/2012	3,027.00	2,232.00	795.00
10. ABBOTT LABORATORIES	09/01/2011	11/16/2012	631.00	521.00	110.00
14. ALTERA CORP	02/17/2011	04/20/2012	518.00	586.00	-68.00
1. ALTERA CORP	02/17/2011	05/07/2012	34.00	42.00	-8.00
55. ALTERA CORP	11/18/2010	05/07/2012	1,845.00	1,040.00	805.00
25. ALTERA CORP	03/20/2009	05/08/2012	829.00	437.00	392.00
16. AMAZON COM INC	04/16/2009	01/26/2012	3,061.00	1,219.00	1,842.00
6. AMAZON COM INC	04/16/2009	02/06/2012	1,105.00	457.00	648.00
23. AMERICAN EXPRESS CO	04/26/2010	04/20/2012	1,325.00	1,092.00	233.00
7. AMERICAN EXPRESS CO	07/06/2011	07/23/2012	387.00	368.00	19.00
9. AMERICAN EXPRESS CO	07/06/2011	11/02/2012	510.00	473.00	37.00
1. APPLE COMPUTER INC	05/27/2009	04/20/2012	584.00	134.00	450.00
5. APPLE COMPUTER INC	02/17/2011	04/20/2012	2,918.00	1,792.00	1,126.00
2. APPLE COMPUTER INC	05/27/2009	07/06/2012	1,205.00	267.00	938.00
2. APPLE COMPUTER INC	05/27/2009	07/23/2012	1,202.00	267.00	935.00
2. APPLE COMPUTER INC	09/01/2011	11/02/2012	1,153.00	765.00	388.00
43. AUTODESK, INC	05/23/2011	09/18/2012	1,436.00	1,797.00	-361.00
43. AUTODESK, INC	09/01/2011	09/19/2012	1,448.00	1,652.00	-204.00
10. BHP LTD SPONSORED ADR	02/17/2011	04/20/2012	734.00	940.00	-206.00
3. BHP LTD SPONSORED ADR	02/22/2010	07/06/2012	194.00	226.00	-32.00 *
3. BHP LTD SPONSORED ADR	03/07/2010	07/23/2012	187.00	227.00	-40.00

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

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THOMAS B EARLE FOUNDATION 02-44068

Employer identification number
59-6784786

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 4. BHP LTD SPONSORED ADR	09/01/2011	11/02/2012	284.00	339.00	-55.00
10. BRISTOL MYERS SQUIBB C	06/24/2011	07/06/2012	344.00	291.00	53.00
10. BRISTOL MYERS SQUIBB C	06/24/2011	07/23/2012	349.00	291.00	58.00
13. BRISTOL MYERS SQUIBB C	09/01/2011	11/02/2012	431.00	389.00	42.00
4. CHEVRONTEXACO CORP	11/13/2008	04/20/2012	411.00	279.00	132.00
10. CHEVRONTEXACO CORP	02/17/2011	04/20/2012	1,027.00	972.00	55.00
5. CHEVRONTEXACO CORP	11/13/2008	07/06/2012	524.00	348.00	176.00
5. CHEVRONTEXACO CORP	11/13/2008	07/23/2012	536.00	348.00	188.00
5. CHEVRONTEXACO CORP	09/01/2011	11/02/2012	541.00	497.00	44.00
15. CITRIX SYS INC	04/11/2011	04/20/2012	1,180.00	1,120.00	60.00
14. CITRIX SYS INC	07/22/2010	05/07/2012	1,166.00	651.00	515.00
21. CITRIX SYS INC	04/11/2011	05/07/2012	1,749.00	1,546.00	203.00
3. CITRIX SYS INC	07/22/2010	07/06/2012	232.00	140.00	92.00
3. CITRIX SYS INC	07/22/2010	07/23/2012	231.00	140.00	91.00
3. CITRIX SYS INC	09/01/2011	11/02/2012	188.00	179.00	9.00
15. COCA COLA CO	08/30/2011	11/02/2012	556.00	524.00	32.00
1. CONOCOPHILLIPS	02/17/2011	03/15/2012	77.00	76.00	1.00
4. CONOCOPHILLIPS	02/17/2011	04/20/2012	291.00	302.00	-11.00
7. CONOCOPHILLIPS	11/19/2010	04/20/2012	510.00	432.00	78.00
53. CONOCOPHILLIPS	11/19/2010	10/12/2012	2,980.00	2,487.00	493.00
10. CONOCOPHILLIPS	09/01/2011	10/12/2012	562.00	519.00	43.00
14. COSTCO WHSL CORP NEW	02/02/2011	04/20/2012	1,228.00	1,007.00	221.00
4. COSTCO WHSL CORP NEW	02/02/2011	07/06/2012	374.00	288.00	86.00
4. COSTCO WHSL CORP NEW	02/02/2011	07/23/2012	376.00	288.00	88.00
6. COSTCO WHSL CORP NEW	09/01/2011	11/02/2012	576.00	480.00	96.00

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

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

THOMAS B EARLE FOUNDATION 02-44068

Employer identification number 59-6784786

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 12. DANAHER CORP	11/18/2010	04/20/2012	638.00	520.00	118.00
20. DANAHER CORP	02/17/2011	04/20/2012	1,063.00	1,024.00	39.00
10. DANAHER CORP	11/18/2010	07/06/2012	511.00	384.00	127.00
10. DANAHER CORP	10/17/2008	07/23/2012	508.00	347.00	161.00
12. DANAHER CORP	09/01/2011	11/02/2012	623.00	537.00	86.00
5. WALT DISNEY CO	11/18/2010	04/20/2012	213.00	188.00	25.00
15. WALT DISNEY CO	02/17/2011	04/20/2012	638.00	656.00	-18.00
5. WALT DISNEY CO	11/18/2010	07/06/2012	239.00	188.00	51.00
5. WALT DISNEY CO	11/18/2010	07/23/2012	238.00	188.00	50.00
8. WALT DISNEY CO	09/01/2011	11/02/2012	399.00	269.00	130.00
15. DOMINION RES INC VA NE	09/14/2010	04/20/2012	760.00	661.00	99.00
5. DOMINION RES INC VA NEW	02/17/2011	04/20/2012	253.00	221.00	32.00
6. DOMINION RES INC VA NEW	09/14/2010	07/06/2012	322.00	265.00	57.00
6. DOMINION RES INC VA NEW	09/14/2010	07/23/2012	321.00	265.00	56.00
8. DOMINION RES INC VA NEW	09/01/2011	11/02/2012	413.00	390.00	23.00
80. E I DU PONT DE NEMOURS	11/18/2010	02/06/2012	4,132.00	3,181.00	951.00
1. E I DU PONT DE NEMOURS	02/17/2011	03/15/2012	53.00	56.00	-3.00
14. E I DU PONT DE NEMOURS	02/17/2011	04/20/2012	739.00	779.00	-40.00
4. E I DU PONT DE NEMOURS	03/22/2010	07/06/2012	195.00	149.00	46.00
4. E I DU PONT DE NEMOURS	03/22/2010	07/23/2012	194.00	149.00	45.00
5. E I DU PONT DE NEMOURS	09/01/2011	11/02/2012	221.00	240.00	-19.00
25. EMC CORP MASS	11/18/2010	04/20/2012	697.00	541.00	156.00
25. EMC CORP MASS	02/17/2011	04/20/2012	697.00	681.00	16.00
14. EMC CORP MASS	07/15/2010	07/06/2012	333.00	287.00	46.00
14. EMC CORP MASS	07/15/2010	07/23/2012	345.00	287.00	58.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
THOMAS B EARLE FOUNDATION 02-44068	59-6784786

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 19. EMC CORP MASS	09/01/2011	11/02/2012	477.00	423.00	54.00
18. EATON CORP	04/01/2011	04/20/2012	853.00	1,003.00	-150.00
6. EATON CORP	03/31/2011	07/06/2012	234.00	329.00	-95.00 *
6. EATON CORP	04/13/2011	07/23/2012	247.00	333.00	-86.00
7. EATON CORP	03/30/2011	11/02/2012	344.00	383.00	-39.00
10. EXXON MOBIL CORP	02/17/2011	04/20/2012	851.00	839.00	12.00
10. EXXON MOBIL CORP	11/18/2010	04/20/2012	851.00	702.00	149.00
9. EXXON MOBIL CORP	07/23/1997	11/02/2012	812.00	251.00	561.00
5. FRANKLIN RESOURCES INC	02/17/2011	04/20/2012	615.00	649.00	-34.00
4. FRANKLIN RESOURCES INC	01/12/2010	04/20/2012	492.00	442.00	50.00
2. FRANKLIN RESOURCES INC	07/07/2011	07/23/2012	218.00	274.00	-56.00
4. FRANKLIN RESOURCES INC	07/07/2011	11/02/2012	528.00	548.00	-20.00
12. GENERAL ELECTRIC CO	01/12/2010	04/20/2012	232.00	200.00	32.00
40. GENERAL ELECTRIC CO	02/17/2011	04/20/2012	774.00	862.00	-88.00
15. GENERAL ELECTRIC CO	01/12/2010	07/06/2012	300.00	250.00	50.00
15. GENERAL ELECTRIC CO	01/12/2010	07/23/2012	298.00	250.00	48.00
20. GENERAL ELECTRIC CO	01/12/2010	11/02/2012	431.00	334.00	97.00
3. GOOGLE INC CL A	05/27/2009	04/20/2012	1,815.00	1,226.00	589.00
2. GOOGLE INC CL A	09/01/2011	11/02/2012	1,376.00	1,067.00	309.00
5. GOOGLE INC CL A	04/16/2009	12/05/2012	3,448.00	1,935.00	1,513.00
4. W W GRAINGER INC	09/13/2010	04/20/2012	869.00	459.00	410.00
6. W W GRAINGER INC	09/13/2010	04/26/2012	1,245.00	689.00	556.00
3. W W GRAINGER INC	09/13/2010	04/27/2012	632.00	345.00	287.00
1. W W GRAINGER INC	09/10/2010	07/06/2012	189.00	114.00	75.00
1. W W GRAINGER INC	09/01/2011	11/02/2012	201.00	151.00	50.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: THOMAS B EARLE FOUNDATION 02-44068

Employer identification number: 59-6784786

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 6. W W GRAINGER INC	09/01/2011	12/12/2012	1,159.00	907.00	252.00
10. W W GRAINGER INC	09/10/2010	12/12/2012	1,932.00	1,135.00	797.00
10. H J HEINZ CO	02/17/2011	04/20/2012	533.00	484.00	49.00
7. H J HEINZ CO	11/18/2010	04/20/2012	373.00	335.00	38.00
5. H J HEINZ CO	08/20/2010	07/06/2012	274.00	235.00	39.00
5. H J HEINZ CO	08/20/2010	07/23/2012	273.00	235.00	38.00
38. H J HEINZ CO	08/20/2010	08/08/2012	2,099.00	1,782.00	317.00
22. H J HEINZ CO	08/19/2010	08/09/2012	1,213.00	1,030.00	183.00
20. H J HEINZ CO	08/19/2010	08/10/2012	1,099.00	933.00	166.00
3. H J HEINZ CO	08/19/2010	08/13/2012	165.00	140.00	25.00
22. INTL BUSINESS MACHINES	06/13/2008	01/13/2012	3,927.00	2,749.00	1,178.00
7. INTL BUSINESS MACHINES	02/17/2011	04/20/2012	1,396.00	1,150.00	246.00
2. INTL BUSINESS MACHINES	02/17/2011	07/06/2012	381.00	329.00	52.00
1. INTL BUSINESS MACHINES	04/25/2008	07/23/2012	191.00	123.00	68.00
1. INTL BUSINESS MACHINES	02/17/2011	07/23/2012	191.00	164.00	27.00
3. INTL BUSINESS MACHINES	09/01/2011	11/02/2012	580.00	513.00	67.00
20. J P MORGAN CHASE & CO	02/17/2011	04/20/2012	866.00	957.00	-91.00
21. J P MORGAN CHASE & CO	12/03/2010	04/20/2012	910.00	830.00	80.00
12. J P MORGAN CHASE & CO	12/03/2010	07/06/2012	408.00	468.00	-60.00 *
12. J P MORGAN CHASE & CO	12/16/2010	07/23/2012	410.00	482.00	-72.00
2. J P MORGAN CHASE & CO	12/03/2010	11/02/2012	85.00	78.00	7.00
14. J P MORGAN CHASE & CO	09/01/2011	11/02/2012	593.00	516.00	77.00
8. JOHNSON & JOHNSON	04/24/1996	04/20/2012	510.00	178.00	332.00
2. JOHNSON & JOHNSON	04/24/1996	07/23/2012	136.00	45.00	91.00
3. JOHNSON & JOHNSON	09/01/2011	11/02/2012	213.00	197.00	16.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: THOMAS B EARLE FOUNDATION 02-44068

Employer identification number: 59-6784786

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 35. JOHNSON & JOHNSON	04/24/1996	11/16/2012	2,411.00	781.00	1,630.00
7. JOHNSON & JOHNSON	09/01/2011	11/16/2012	482.00	459.00	23.00
12. JOHNSON CONTROLS INC	11/18/2010	04/20/2012	391.00	422.00	-31.00
10. JOHNSON CONTROLS INC	02/17/2011	04/20/2012	326.00	421.00	-95.00
7. JOHNSON CONTROLS INC	09/10/2009	07/06/2012	188.00	186.00	2.00
7. JOHNSON CONTROLS INC	09/10/2009	07/23/2012	171.00	186.00	-15.00 *
8. JOHNSON CONTROLS INC	09/01/2011	11/02/2012	210.00	249.00	-39.00
50000. ELI LILLY & CO NTS 03/18/2002 6% 03/	04/26/2002	03/15/2012	50,000.00	50,665.00	-665.00
6. MCDONALDS CORP	09/22/2011	11/02/2012	521.00	515.00	6.00
53. MCKESSON HBOC INC	12/08/2009	01/23/2012	4,074.00	3,240.00	834.00
27. MCKESSON HBOC INC	12/08/2009	01/24/2012	2,061.00	1,651.00	410.00
10. NATIONAL-OILWELL INC	02/17/2011	04/20/2012	781.00	814.00	-33.00
4. NATIONAL-OILWELL INC	11/18/2010	04/20/2012	312.00	248.00	64.00
4. NATIONAL-OILWELL INC	11/18/2010	07/06/2012	265.00	167.00	98.00
4. NATIONAL-OILWELL INC	03/02/2007	07/23/2012	272.00	141.00	131.00
6. NATIONAL-OILWELL INC	09/01/2011	11/02/2012	430.00	396.00	34.00
7. NIKE INC CLASS B	02/17/2011	04/20/2012	776.00	603.00	173.00
2. NIKE INC CLASS B	02/17/2011	07/06/2012	182.00	172.00	10.00
1. NIKE INC CLASS B	11/18/2010	07/23/2012	93.00	83.00	10.00
1. NIKE INC CLASS B	02/17/2011	07/23/2012	93.00	86.00	7.00
3. NIKE INC CLASS B	11/18/2010	11/02/2012	284.00	248.00	36.00
8. NOBLE ENERGY INC	04/16/2009	04/20/2012	750.00	474.00	276.00
4. NOBLE ENERGY INC	09/01/2011	11/02/2012	380.00	352.00	28.00
6. NORFOLK SOUTHERN CORP	08/10/2011	11/02/2012	367.00	405.00	-38.00
109. MFB NORTHN FDS MULTI-GLOBAL REALESTATE FD	12/21/2010	03/15/2012	1,902.00	1,897.00	5.00

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Employer identification number 59-6784786

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 198. MFB NORTHN FDS MULTI-GLOBAL REALESTATE FD	12/21/2010	07/06/2012	3,491.00	2,608.00	883.00	
218. MFB NORTHN FDS MULTI-GLOBAL REALESTATE FD	11/19/2008	07/23/2012	3,804.00	2,180.00	1,624.00	
674. MFB NORTHN FDS MULTI-EMERGING MKTS EQTY FD	12/21/2010	03/15/2012	12,799.00	13,898.00	-1,099.00	
285. MFB NORTHN FDS MULTI-EMERGING MKTS EQTY FD	04/09/2009	07/06/2012	4,871.00	3,819.00	1,052.00	
283. MFB NORTHN FDS MULTI-EMERGING MKTS EQTY FD	04/09/2009	07/23/2012	4,686.00	3,611.00	1,075.00	
824.28856 MFB NORTHN MULTI INTL EQTY FD FD	02/17/2011	07/06/2012	6,998.00	8,237.00	-1,239.00	*
7.71144 MFB NORTHN MULTI-M EQTY FD FD	02/17/2011	07/06/2012	65.00	79.00	-14.00	
824. MFB NORTHN MULTI-MANA EQTY FD FD	03/02/2011	07/23/2012	6,880.00	8,349.00	-1,469.00	
183. MFB NORTHN MULTIMGR S	04/26/2010	03/15/2012	1,804.00	1,746.00	58.00	
33. MFB NORTHN MULTIMGR SM	04/26/2010	04/20/2012	315.00	315.00		
98.20781 MFB NORTHN MULTIM FD	06/06/2011	07/06/2012	935.00	976.00	-41.00	*
.79219 MFB NORTHN MULTIMGR FD	06/06/2011	07/06/2012	8.00	8.00		
98. MFB NORTHN MULTIMGR SM	06/19/2011	07/23/2012	898.00	972.00	-74.00	
29. MFB NORTHN MULTIMGR MI	02/17/2011	03/15/2012	362.00	365.00	-3.00	
416. MFB NORTHN MULTIMGR M	02/17/2011	04/20/2012	5,071.00	4,850.00	221.00	
156. MFB NORTHN MULTIMGR M	12/16/2010	07/06/2012	1,805.00	1,803.00	2.00	
120.7 MFB NORTHN MULTIMGR	04/26/2010	07/23/2012	1,371.00	1,306.00	65.00	
33.3 MFB NORTHN MULTIMGR M	12/16/2010	07/23/2012	378.00	385.00	-7.00	*
204. MFB NORTHN FDS SMALL	12/16/2010	04/20/2012	3,146.00	2,952.00	194.00	
61. MFB NORTHN FDS SMALL C	12/16/2010	07/06/2012	947.00	883.00	64.00	
61. MFB NORTHN FDS SMALL C	12/16/2010	07/23/2012	917.00	883.00	34.00	
10.10009 MFB NORTHN HI YIE FD	06/02/2006	07/06/2012	73.00	80.00	-7.00	
1533.89991 MFB NORTHN HI Y FD	06/02/2006	07/06/2012	11,136.00	12,210.00	-1,074.00	*
1534. MFB NORTHN HI YIELD	06/15/2006	07/23/2012	11,168.00	12,272.00	-1,104.00	
4280. MFB NORTHN HI YIELD	08/31/2011	11/02/2012	32,014.00	31,966.00	48.00	

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THOMAS B EARLE FOUNDATION 02-44068	59-6784786

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 3871. MFB NORTHERN FDS FIX	12/21/2010	04/20/2012	40,800.00	39,014.00	1,786.00	
1524. MFB NORTHERN FDS FIX	03/13/2009	07/06/2012	16,276.00	14,752.00	1,524.00	
1548. MFB NORTHERN FDS FIX	03/13/2009	07/23/2012	16,687.00	14,985.00	1,702.00	
85. ADR NOVARTIS AG SPONSO #US66987V1098	11/18/2010	01/23/2012	4,708.00	4,622.00	86.00	
5. OMNICOM GROUP	02/17/2011	04/20/2012	249.00	251.00	-2.00	
15. OMNICOM GROUP	12/21/2010	04/20/2012	748.00	700.00	48.00	
6. OMNICOM GROUP	12/20/2010	07/06/2012	288.00	279.00	9.00	
6. OMNICOM GROUP	12/17/2010	07/23/2012	291.00	278.00	13.00	
7. OMNICOM GROUP	12/17/2010	11/02/2012	337.00	325.00	12.00	
35. ORACLE CORPORATION	11/18/2010	04/20/2012	1,028.00	982.00	46.00	
10. ORACLE CORPORATION	02/17/2011	04/20/2012	294.00	330.00	-36.00	
13. ORACLE CORPORATION	10/04/2010	07/06/2012	378.00	354.00	24.00	
13. ORACLE CORPORATION	10/04/2010	07/23/2012	385.00	354.00	31.00	
18. ORACLE CORPORATION	09/01/2011	11/02/2012	561.00	503.00	58.00	
.5 PHILLIPS 66 COM	11/19/2010	05/01/2012	16.00	15.00	1.00	
26. PHILLIPS 66 COM	11/19/2010	05/07/2012	773.00	769.00	4.00	
110. PIMCO COMMODITY REALR STRATEGY FUND	02/17/2011	07/06/2012	716.00	1,002.00	-286.00	*
109.80176 PIMCO COMMODITY STRATEGY FUND	03/02/2011	07/23/2012	752.00	1,049.00	-297.00	
2.19824 PIMCO COMMODITY RE STRATEGY FUND	12/01/2010	07/23/2012	15.00	19.00	-4.00	*
2. PRECISION CASTPARTS COR	10/25/2011	11/02/2012	346.00	344.00	2.00	
17. PRINCIPAL FINANCIAL GR	12/06/2010	04/20/2012	481.00	510.00	-29.00	
15. PRINCIPAL FINANCIAL GR	02/17/2011	04/20/2012	425.00	512.00	-87.00	
16. PRINCIPAL FINANCIAL GR	12/06/2010	06/05/2012	374.00	474.00	-100.00	
56. PRINCIPAL FINANCIAL GR	12/03/2010	06/05/2012	1,311.00	1,621.00	-310.00	
75. PRINCIPAL FINANCIAL GR	11/18/2010	06/06/2012	1,802.00	2,091.00	-289.00	

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Employer identification number: 59-6784786

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

(a) Description of property (Example. 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
6a 16. PRINCIPAL FINANCIAL GR	07/02/2010	06/07/2012	393.00	364.00	29.00	
10. PROCTER & GAMBLE CO	02/17/2011	04/20/2012	674.00	640.00	34.00	
9. PROCTER & GAMBLE CO	11/18/2010	04/20/2012	606.00	570.00	36.00	
5. PROCTER & GAMBLE CO	04/08/2010	07/06/2012	305.00	313.00	-8.00	*
5. PROCTER & GAMBLE CO	04/21/2010	07/23/2012	322.00	331.00	-9.00	
7. PROCTER & GAMBLE CO	09/01/2011	11/02/2012	484.00	444.00	40.00	
8. PROCTER & GAMBLE CO	09/01/2011	12/05/2012	555.00	508.00	47.00	
43. PROCTER & GAMBLE CO	04/08/2010	12/05/2012	2,982.00	2,247.00	735.00	
8. QUALCOMM INC	07/15/2011	07/23/2012	458.00	439.00	19.00	
11. QUALCOMM INC	07/15/2011	11/02/2012	652.00	604.00	48.00	
28. MFC SPDR GOLD TR GOLD	02/17/2011	07/06/2012	4,310.00	3,736.00	574.00	
28. MFC SPDR GOLD TR GOLD	11/19/2010	07/23/2012	4,285.00	3,684.00	601.00	
28. SALESFORCE COM INC COM	07/15/2010	01/13/2012	2,907.00	2,663.00	244.00	
17. SALESFORCE COM INC COM	06/11/2010	01/17/2012	1,777.00	1,614.00	163.00	
11. SCHLUMBERGER LTD ISIN 6	02/28/2011	04/20/2012	802.00	1,019.00	-217.00	*
4. SCHLUMBERGER LTD ISIN #	02/28/2011	07/06/2012	262.00	371.00	-109.00	*
4. SCHLUMBERGER LTD ISIN #	03/13/2011	07/23/2012	276.00	385.00	-109.00	
5. SCHLUMBERGER LTD ISIN #	02/28/2011	11/02/2012	344.00	463.00	-119.00	
11. SIMON PPTY GROUP INC N	02/17/2011	04/20/2012	1,652.00	1,182.00	470.00	
3. SIMON PPTY GROUP INC NE	11/03/2010	07/06/2012	471.00	301.00	170.00	
3. SIMON PPTY GROUP INC NE	11/03/2010	07/23/2012	466.00	300.00	166.00	
14. SIMON PPTY GROUP INC N	09/01/2011	10/12/2012	2,139.00	1,503.00	636.00	
3. SIMON PPTY GROUP INC NE	11/02/2010	11/02/2012	467.00	299.00	168.00	
21. SPECTRA ENERGY CORP CO	11/18/2010	03/01/2012	661.00	506.00	155.00	
25. SPECTRA ENERGY CORP CO	02/17/2011	03/01/2012	787.00	662.00	125.00	

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THOMAS B EARLE FOUNDATION 02-44068	59-6784786

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 37. SPECTRA ENERGY CORP CO	11/18/2010	03/02/2012	1,162.00	872.00	290.00
24. SPECTRA ENERGY CORP CO	02/19/2008	03/05/2012	749.00	564.00	185.00
33. SPECTRA ENERGY CORP CO	02/19/2008	03/06/2012	1,023.00	776.00	247.00
29. SPECTRA ENERGY CORP CO	02/19/2008	04/20/2012	882.00	682.00	200.00
8. SPECTRA ENERGY CORP COM	02/19/2008	07/06/2012	232.00	188.00	44.00
8. SPECTRA ENERGY CORP COM	02/19/2008	07/23/2012	240.00	188.00	52.00
11. SPECTRA ENERGY CORP CO	09/01/2011	11/02/2012	308.00	286.00	22.00
48. THE TRAVELERS COMPANIE	11/18/2010	03/12/2012	2,769.00	2,591.00	178.00
10. THE TRAVELERS COMPANIE	02/17/2011	03/12/2012	577.00	598.00	-21.00
7. THE TRAVELERS COMPANIES	11/09/2009	03/13/2012	403.00	375.00	28.00
20. US BANCORP DEL NEW	02/17/2011	04/20/2012	623.00	568.00	55.00
16. US BANCORP DEL NEW	12/20/2010	04/20/2012	498.00	419.00	79.00
11. US BANCORP DEL NEW	12/17/2010	07/06/2012	351.00	288.00	63.00
10. US BANCORP DEL NEW	12/17/2010	07/23/2012	331.00	262.00	69.00
14. US BANCORP DEL NEW	12/17/2010	11/02/2012	468.00	366.00	102.00
9. UNITED TECHNOLOGIES COR	02/17/2011	04/20/2012	732.00	761.00	-29.00
1. UNITED TECHNOLOGIES COR	02/17/2009	07/06/2012	74.00	46.00	28.00
1. UNITED TECHNOLOGIES COR	02/17/2011	07/06/2012	74.00	85.00	-11.00
4. UNITED TECHNOLOGIES COR	02/17/2009	11/02/2012	312.00	182.00	130.00
9. UNITEDHEALTH GROUP INC	11/18/2010	04/20/2012	535.00	321.00	214.00
15. UNITEDHEALTH GROUP INC	02/17/2011	04/20/2012	892.00	639.00	253.00
14. UNITEDHEALTH GROUP INC	11/18/2010	04/26/2012	809.00	464.00	345.00
6. UNITEDHEALTH GROUP INC	12/15/2009	04/27/2012	347.00	187.00	160.00
35. UNITEDHEALTH GROUP INC	12/15/2009	06/20/2012	2,087.00	1,093.00	994.00
10. UNITEDHEALTH GROUP INC	12/15/2009	06/21/2012	596.00	312.00	284.00

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6a 4. UNITEDHEALTH GROUP INC	12/15/2009	07/06/2012	221.00	125.00	96.00
4. UNITEDHEALTH GROUP INC	12/15/2009	07/23/2012	216.00	125.00	91.00
5. UNITEDHEALTH GROUP INC	09/01/2011	11/02/2012	280.00	238.00	42.00
3. V F CORP	04/28/2011	07/06/2012	401.00	323.00	78.00
2. V F CORP	04/28/2011	07/23/2012	299.00	215.00	84.00
4. V F CORP	04/28/2011	11/02/2012	632.00	430.00	202.00
6. VERIZON COMMUNICATIONS	09/28/2011	11/02/2012	267.00	223.00	44.00
11. WAL MART STORES INC	10/06/2008	04/20/2012	683.00	628.00	55.00
3. WAL MART STORES INC	10/06/2008	07/06/2012	213.00	171.00	42.00
3. WAL MART STORES INC	10/06/2008	07/23/2012	215.00	171.00	44.00
10. WAL MART STORES INC	02/17/2011	08/01/2012	741.00	548.00	193.00
43. WAL MART STORES INC	10/06/2008	08/01/2012	3,187.00	2,454.00	733.00
27. WELLS FARGO & CO NEW	12/03/2010	04/20/2012	896.00	777.00	119.00
25. WELLS FARGO & CO NEW	02/17/2011	04/20/2012	830.00	825.00	5.00
15. WELLS FARGO & CO NEW	12/03/2010	07/06/2012	495.00	423.00	72.00
15. WELLS FARGO & CO NEW	11/18/2010	07/23/2012	499.00	396.00	103.00
19. WELLS FARGO & CO NEW	09/01/2011	11/02/2012	646.00	486.00	160.00
17. WHOLE FOODS MKT INC	02/17/2011	04/20/2012	1,444.00	968.00	476.00
21. WHOLE FOODS MKT INC	02/02/2011	04/26/2012	1,742.00	1,090.00	652.00
2. WHOLE FOODS MKT INC	02/02/2011	04/27/2012	167.00	104.00	63.00
13. WHOLE FOODS MKT INC	06/02/2010	04/27/2012	1,084.00	519.00	565.00
3. WHOLE FOODS MKT INC	06/02/2010	07/06/2012	284.00	120.00	164.00
3. WHOLE FOODS MKT INC	06/02/2010	07/23/2012	251.00	120.00	131.00
4. WHOLE FOODS MKT INC	09/01/2011	11/02/2012	388.00	262.00	126.00
6. WHOLE FOODS MKT INC	09/01/2011	12/12/2012	546.00	393.00	153.00

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THOMAS B EARLE FOUNDATION 02-44068

Employer identification number

59-6784786

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	18. WHOLE FOODS MKT INC	06/02/2010	12/12/2012	1,638.00	719.00	919.00	
	21. WHOLE FOODS MKT INC	06/02/2010	12/13/2012	1,888.00	839.00	1,049.00	
	12. WHOLE FOODS MKT INC	06/02/2010	12/14/2012	1,068.00	479.00	589.00	
	16. COVIDIEN PLC USD0.20(P CONSLDTN)	09/30/2008	04/20/2012	869.00	852.00	17.00	
	4. COVIDIEN PLC USD0.20(PO	09/30/2008	07/06/2012	212.00	213.00	-1.00	*
	4. COVIDIEN PLC USD0.20(PO	10/13/2008	07/23/2012	206.00	215.00	-9.00	
	6. COVIDIEN PLC USD0.20(PO	09/30/2008	11/02/2012	333.00	320.00	13.00	

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 45,419.00

* INDICATES WASH SALE

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
55 000	78 44	0 00	4,314 20	3,608 56	705 64	0 00	705 64
Total USD		0 00	4,314 20	3,608 56	705 64	0 00	705 64
Total Australia		0 00	4,314 20	3,608 56	705 64	0 00	705 64
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
128 000	57 48	0 00	7,357 44	6,062 71	1,294 73	0 00	1,294 73
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
75 000	37 13	0 00	2,784 75	2,503 11	281 64	0 00	281 64
AMGEN INC COM CUSIP 031162100							
67 000	86 32	0 00	5,783 44	4,513 69	1,269 75	0 00	1,269 75
APPLE INC COM STK CUSIP 037833100							
36 000	533 03	0 00	19,189 08	6,904 86	12,284 22	0 00	12,284 22
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
194 000	32 59	0 00	6,322 46	5,809 04	513 42	0 00	513 42
CHEVRON CORP COM CUSIP 166764100							
82 000	108 14	0 00	8,867 48	6,000 17	2,867 31	0 00	2,867 31
CITRIX SYS INC COM CUSIP 177376100							
50 000	65 75	0 00	3,287 50	2,523 95	763 55	0 00	763 55

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
COCA COLA CO COM CUSIP 191216100							
207 000	36 25	0 00	7,503 75	7,163 43	340 32	0 00	340 32
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
76 000	98 77	0 00	7,506 52	4,652 14	2,854 38	0 00	2,854 38
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
84 000	57 74	0 00	4,850 16	4,296 09	554 07	0 00	554 07
CVS CAREMARK CORP COM STK CUSIP 126650100							
154 000	48 35	0 00	7,445 90	6,894 08	551 82	0 00	551 82
DANAHER CORP COM CUSIP 235851102							
179 000	55 90	0 00	10,006 10	5,659 23	4,346 87	0 00	4,346 87
DOMINION RES INC VA NEW COM CUSIP 25746U109							
110 000	51 80	0 00	5,698 00	4 942 40	755 60	0 00	755 60
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
116 000	44 97	0 00	5,216 52	4,884 39	332 13	0 00	332 13
EATON CORP PLC COM USD0 50 CUSIP G29183103							
99 000	54 20	0 00	5,365 80	5,113 85	251 95	0 00	251 95
EMC CORP COM CUSIP 268648102							
345 000	25 30	0 00	8,728 50	7,356 57	1,371 93	0 00	1,371 93

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
EMERSON ELECTRIC CO COM CUSIP 291011104							
103 000	52 96	0 00	5,454 88	5,340 02	114 86	0 00	114 86
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
126 000	54 00	0 00	6,804 00	6,586 59	217 41	0 00	217 41
EXXON MOBIL CORP COM CUSIP 30231G102							
130 000	86 55	0 00	11,251 50	3,068 55	8,182 95	0 00	8,182 95
FRKLN RES INC COM CUSIP 354613101							
51 000	125 70	0 00	6,410 70	5,808 67	602 03	0 00	602 03
GENERAL ELECTRIC CO CUSIP 369604103							
369 000	20 99	70 11	7,745 31	5 605 05	2,140 26	0 00	2,140 26
GOOGLE INC CL A CL A CUSIP 38259P508							
10 000	709 37	0 00	7,093 70	5,058 40	2,035 30	0 00	2,035 30
HOME DEPOT INC COM CUSIP 437076102							
174 000	61 85	0 00	10,761 90	7,778 54	2,983 36	0 00	2,983 36
INTEL CORP COM CUSIP 458140100 INTC							
191 000	20 63	0 00	3,940 33	5,276 73	-1,336 40	0 00	-1,336 40
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
34 000	123 81	0 00	4,209 54	4,298 13	-88 59	0 00	-88 59

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
37 000	191 55	0 00	7,087 35	3 891 52	3,195 83	0 00	3,195 83
JOHNSON CTL INC COM CUSIP 478366107							
122 000	30 70	0 00	3,745 40	3,302 01	443 39	0 00	443 39
JPMORGAN CHASE & CO COM CUSIP 46625H100							
227 000	43 97	0 00	9,981 19	6,945 44	3,035 75	0 00	3,035 75
MC DONALDS CORP COM CUSIP 580135101							
85 000	88 21	0 00	7,497 85	7,388 60	109 25	0 00	109 25
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
79 000	68 35	0 00	5,399 65	2,903 27	2,496 38	0 00	2,496 38
NIKE INC CL B CUSIP 654106103							
76 000	51 60	0 00	3,921 60	2,741 56	1,180 04	0 00	1,180 04
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103							
151 000	34 82	0 00	5,257 82	5,537 93	-280 11	0 00	-280 11
NOBLE ENERGY INC COM CUSIP 655044105							
38 000	101 74	0 00	3,866 12	2,425 26	1,440 86	0 00	1,440 86
NORFOLK SOUTHN CORP COM CUSIP 655844108							
82 000	61 84	0 00	5,070 88	5,532 74	-461 86	0 00	-461 86

◆ Asset Detail - Base Currency

Equity Securities

Common stock

United States - USD

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
NUCOR CORP COM CUSIP 670346105							
73 000	43 18	26 82	3,152 14	3,295 25	-143 11	0 00	-143 11
OMNICOM GROUP INC COM CUSIP 681919106							
110 000	49 96	0 00	5,495 60	4,993 41	502 19	0 00	502 19
ORACLE CORP COM CUSIP 68389X105 ORCL							
248 000	33 32	0 00	8,263 36	6,829 08	1,434 28	0 00	1,434 28
PFIZER INC COM CUSIP 717081103							
423 000	25 08	0 00	10,608 84	10,285 18	323 66	0 00	323 66
PRECISION CASTPARTS CORP COM CUSIP 740189105							
28 000	189 42	0 00	5,303 76	4,634 20	669 56	0 00	669 56
PROCTER & GAMBLE COM NPV CUSIP 742718109							
54 000	67 89	0 00	3,666 06	2,143 49	1,522 57	0 00	1,522 57
QUALCOMM INC COM CUSIP 747525103 QCOM							
161 000	62 02	0 00	9,985 22	8,481 18	1,504 04	0 00	1,504 04
SCHLUMBERGER LTD COM COM CUSIP 806857108							
71 000	69 29	19 52	4,919 59	5,973 51	-1,053 92	0 00	-1,053 92
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
159 000	27 38	0 00	4,353 42	2,769 60	1,583 82	0 00	1,583 82

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
ST JUDE MED INC COM CUSIP 790849103							
108 000	36 14	24 84	3,903 12	4,630 14	-727 02	0 00	-727 02
STARBUCKS CORP COM CUSIP 855244109							
115 000	53 62	0 00	6,166 30	5,217 19	949 11	0 00	949 11
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
49 000	82 01	0 00	4,018 49	1,832 52	2,185 97	0 00	2,185 97
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
112 000	54 24	0 00	6,074 88	4,642 53	1,432 35	0 00	1,432 35
US BANCORP CUSIP 902973304 USB							
199 000	31 94	38 80	6,356 06	3,748 61	2,607 45	0 00	2,607 45
V F CORP COM CUSIP 918204108							
57 000	150 97	0 00	8,605 29	6,087 59	2,517 70	0 00	2,517 70
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
85 000	43 27	0 00	3,677 95	3,151 16	526 79	0 00	526 79
WALT DISNEY CO CUSIP 254687106							
105 000	49 79	0 00	5,227 95	3,512 76	1,715 19	0 00	1,715 19
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
284 000	34 18	0 00	9,707 12	7,049 23	2,657 89	0 00	2,657 89
Total USD		180 09	340,898 27	264,045 35	76,852 92	0 00	76,852 92

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
Total United States		180 09	340,898 27	264,045 35	76,852 92	0 00	76,852 92
Total Common Stock							
6,583.000		**180.09**	**345,212 47**	**267,653.91**	**77,558 56**	**0.00**	**77,558.56**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
7,735 970	19 18	0 00	148,375 90	117,458 52	30,917 38	0 00	30,917 38
Total USD		0 00	148,375 90	117,458 52	30,917 38	0 00	30,917 38
Total Emerging Markets Region		0 00	148,375 90	117,458 52	30,917 38	0 00	30,917 38
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
439 000	35 62	161 51	15,637 18	13,927 49	1,709 69	0 00	1,709 69
Total USD		161 51	15,637 18	13,927 49	1,709 69	0 00	1,709 69
Total Global Region		161 51	15,637 18	13,927 49	1,709 69	0 00	1,709 69
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
16,972 530	9 56	0 00	162,257 38	136,199 88	26,057 50	0 00	26,057 50
Total USD		0 00	162,257 38	136,199 88	26,057 50	0 00	26,057 50
Total International Region		0 00	162,257 38	136,199 88	26,057 50	0 00	26,057 50
United States - USD							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Equity funds							
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
1,239 690	16 37	0 00	20,293 72	17,937 71	2,356 01	0 00	2 356 01
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
3,282 710	11 89	0 00	39,031 42	28,868 99	10,162 43	0 00	10,162 43
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
2,039 750	9 74	0 00	19,867 16	17,731 88	2,135 28	0 00	2,135 28
Total USD		0 00	79,192 30	64,538 58	14,653 72	0 00	14,653 72
Total United States		0 00	79,192 30	64,538 58	14,653 72	0 00	14,653 72
Total Equity Funds **31,709.650**		**161.51**	**405,462.76**	**332,124.47**	**73,338.29**	**0.00**	**73,338.29**
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
42 000	158 09	0 00	6,639 78	4,024 30	2,615 48	0 00	2,615 48
Total USD		0 00	6,639 78	4,024 30	2,615 48	0 00	2,615 48
Total United States		0 00	6,639 78	4,024 30	2,615 48	0 00	2,615 48
Total Other Equity **42.000**		**0.00**	**6,639.78**	**4,024.30**	**2,615.48**	**0.00**	**2,615.48**
Total Equity Securities **38,334.650**		**341.60**	**757,315.01**	**603,802.68**	**153,512.33**	**0.00**	**153,512.33**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
BANK AMER CORP 4 875% DUE 01-15-2013 CUSIP 060505AX2							
25,000 000	100 1342	561 97	25,033 55	25,159 25	-125 70	0 00	-125 70
Rate 4 875% Maturity Date 15 Jan 13							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
30,171 190	10 63	0 00	320,719 75	310,581 69	10,138 06	0 00	10,138 06
Issue Date 25 Aug 08							
MFB NORTHERN FDS ULTRA SHORT FIXED INCOME FD CUSIP 665162467							
2,827 440	10 21	0 00	28,868 16	28,924 70	-56 54	0 00	-56 54
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
26,975 490	7 55	0 00	203,664 95	180,263 42	23,401 53	0 00	23,401 53
Issue Date 25 Aug 08							
Total USD		561 97	578,286 41	544,929 06	33,357 35	0 00	33,357 35
Total United States		561 97	578,286 41	544,929 06	33,357 35	0 00	33,357 35
Total Corporate/Government **84,974.120**		**561.97**	**578,286.41**	**544,929.06**	**33,357.35**	**0.00**	**33,357.35**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
587 000	26 30	58 56	15,438.10	14,614 29	823 81	0 00	823 81
Issue Date 07 Dec 12							

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Fixed Income Securities							
Other bonds							
United States - USD							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
596 000	25 52	3 86	15,209 92	14,856 53	353 39	0 00	353 39
Issue Date 07 Dec 12							
Total USD		62 42	30,648 02	29,470 82	1,177 20	0 00	1,177 20
Total United States		62 42	30,648 02	29,470 82	1,177 20	0 00	1,177 20
Total Other Bonds							
1,183 000		**62 42**	**30,648 02**	**29,470.82**	**1,177.20**	**0.00**	**1,177.20**
Total Fixed Income Securities							
86,157.120		**624 39**	**608,934.43**	**574,399.88**	**34,534.55**	**0.00**	**34,534.55**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
4,635 100	18 31	0 00	84,868 68	66,474 00	18,394 68	0 00	18,394 68
Total USD		0 00	84,868 68	66,474 00	18,394 68	0 00	18,394 68
Total Global Region		0 00	84,868 68	66,474 00	18,394 68	0 00	18,394 68
Total Real Estate Funds							
4,635.100		**0.00**	**84,868.68**	**66,474.00**	**18,394.68**	**0.00**	**18,394.68**
Total Real Estate							
4,635.100		**0.00**	**84,868.68**	**66,474.00**	**18,394.68**	**0.00**	**18,394.68**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
571 000	162 01	0 00	92,507 71	69,811 65	22,696 06	0 00	22,696 06
Total USD		0 00	92,507 71	69,811 65	22,696 06	0 00	22,696 06
Total Global Region		0 00	92,507 71	69,811 65	22,696 06	0 00	22,696 06
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
2,336 820	6 64	0 00	15,516 48	15,743 38	-226 90	0 00	-226 90
Total USD		0 00	15,516 48	15,743 38	-226 90	0 00	-226 90
Total United States		0 00	15,516 48	15,743 38	-226 90	0 00	-226 90
Total Commodities **2,907 820**		**0.00**	**108,024.19**	**85,555 03**	**22,469.16**	**0.00**	**22,469.16**
Total Commodities **2,907.820**		**0.00**	**108,024.19**	**85,555 03**	**22,469.16**	**0.00**	**22,469.16**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 18	25,181 06	25,181 06	0 00	0 00	0 00
Total short term - all currencies		0 18	25,181 06	25,181 06	0 00	0 00	0 00

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Short Term Investments							
Short term							
Total short term - all countries		0 18	25,181 06	25,181 06	0 00	0 00	0 00
Total Short Term							
25,181.060		**0.18**	**25,181.06**	**25,181.06**	**0 00**	**0.00**	**0.00**
Total Cash and Short Term Investments							
25,181.060		**0 18**	**25,181.06**	**25,181.06**	**0 00**	**0 00**	**0.00**
Total							
157,215.750		**966.17**	**1,584,323.37**	**1,355,412.65**	**228,910.72**	**0.00**	**228,910.72**