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: D RICHARD MEAD CHARITABLE FOUNDATION 02-42233

A Employer identification number: 65-6106335

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 ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,544,115.

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

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

	Line	Description	(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	69,672.	69,786.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	61,612.			
	b	Gross sales price for all assets on line 6a 248,643.				
	7	Capital gain net income (from Part IV, line 2)		61,612.		
	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	131,284.	131,398.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	1,450.	1,305.		145.
	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	1,727.	1,312.		
	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	5,177.	3,617.	NONE	1,145.
	25	Contributions, gifts, grants paid	76,250.			76,250.
	26	**Total expenses and disbursements** Add lines 24 and 25	81,427.	3,617.	NONE	77,395.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	49,857.			
	b	**Net investment income** (if negative, enter -0-)		127,781.		
	c	**Adjusted net income** (if negative, enter -0-)				

POSTMARK DATE MAY 0 7 2013

SCANNED MAY 1 6 2013

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year (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	101,073.	84,568.	84,568.
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	1,152,701.	1,201,919.	1,457,991.
c	Investments - corporate bonds (attach schedule) STMT 5	674,732.	691,413.	716,929.
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) STMT 6	84,599.	84,599.	88,212.
14	Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶ SEE ATTACHMENTS)	162,353.	162,776.	196,415.
16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,175,458.	2,225,275.	2,544,115.
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. ▶ X			
27	Capital stock, trust principal, or current funds	2,175,458.	2,225,275.	
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)	2,175,458.	2,225,275.	
31	**Total liabilities and net assets/fund balances** (see instructions)	2,175,458.	2,225,275.	

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	2,175,458.
2	Enter amount from Part I, line 27a	2	49,857.
3	Other increases not included in line 2 (itemize) ▶ CHARITY CONTRIBUTION RECOVERY	3	500.
4	Add lines 1, 2, and 3	4	2,225,815.
5	Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT	5	540.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,225,275.

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	248,643.		187,031.	61,612.
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				61,612.
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	61,612.
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	89,497.	2,461,926.	0.036352
2010	91,580.	2,307,540.	0.039687
2009	90,820.	2,055,052.	0.044194
2008	94,719.	2,434,320.	0.038910
2007	112,643.	2,775,107.	0.040591

2 **Total** of line 1, column (d)	2	0.199734
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	0.039947
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,467,537.
5 Multiply line 4 by line 3	5	98,571.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,278.
7 Add lines 5 and 6	7	99,849.
8 Enter qualifying distributions from Part XII, line 4	8	77,395.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,556.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	2,556.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	2,556.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,335.		
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	1,335.
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	1,221.
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)*

			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

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

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

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

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

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY P O BOX 803878, CHICAGO, IL 60680	CO-TRUSTEE 40	1,450.		-0-
D RICHARD MEAD, JR , MIAMI, FLORIDA,	CO-TRUSTEE			
MARY CATHERINE HAMIL , CORAL GABLES, FLORIDA,	CO-TRUSTEE			
STANLEY BUDGE MEAD , MIAMI, FLORIDA,	CO-TRUSTEE			

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	2,505,114.
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	2,505,114.
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	2,505,114.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,577.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,467,537.
6	**Minimum investment return.** Enter 5% of line 5	6	123,377.

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	123,377.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,556.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,556.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	120,821.
4	Recoveries of amounts treated as qualifying distributions			4	500.
5	Add lines 3 and 4			5	121,321.
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	121,321.

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	77,395.
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	77,395.
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	77,395.

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				121,321.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			38,264.	
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: ▶ $ 77,395.				
a Applied to 2011, but not more than line 2a			38,264.	
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				39,131.
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				82,190.
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:

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*				
VARIOUS-SEE ATTACHED VARIOUS-SEE ATTACHED FL	N/A	PUBLIC CHA	GENERAL	76,250.
Total . . . . ▶ **3a**				76,250.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	69,672.	
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	61,612.	
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)				131,284.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 131,284.

(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] | 04/10/2013 | 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.	

Charity Recipients	Purpose	Net amount	Address
MADD	IN SUPPORT OF THE HELEN MARIE HIKERS	$ (1,000.00)	7700 N. Kendall Drive, Suite 803 Miami, Florida 33156
FIRST ASSEMBLY OF GOD INC OF LEESBURG	GENERAL	$ (500.00)	4001 Picciola Rd Fruitland Park, FL 34731-6406
HIGHLANDS-CASHIERS HOS ITAL	GENERAL	$ (2,000.00)	Post Office Box 742 Highland, North Carolina 28741
NEAT STUFF, INC.	GENERAL	$ (5,000.00)	Attn: Franklin B. Monjarrez, Executive Director 2624 NW 21st Terrace Miami, FL 33142
MIAMI ROTARY FDN	GENERAL	$ (250.00)	269 Giralda Ave, Suite 302 Miami, FL 33131
FIRST UNITED METHODIST CHURCH OF CORAL GABLES	GENERAL	$ (1,000.00)	536 Coral Way Coral Gables, FL 33134
BHS IMPA	GENERAL	$ (2,000.00)	1604 Arapahoe Ave. Boulder, CO 80302
BOYS & GIRLS CLUB OF MI AMI	GENERAL	$ (1,500.00)	2805 SW 32 Avenue Miami, FL 33133
AMERICAN RED CROSS FUNDS	HARRIANE SANDY	$ (5,000.00)	American Red Cross of Greater Miami & the Keys 335 SW 27th Avenue Miami, FL 33135
CHECK PAYMENT TO BAPTIST HEALTH SOUTH FLORIDA FOUNDATION	GENERAL	$ (10,000.00)	South Miami Hospital Foundation 6250 Sunset Drive, Suite 204 Miami, FL 33134
BETTER WAY OF MIAMI, INC	GENERAL	$ (1,000.00)	Attn: Angela Palme, Chief Financial Officer 800 NW 28th Street Miami, Florida 33127

Charity Recipients	Purpose	Net amount	Address
BOY SCOUTS OF SOUTH FLORIDA	GENERAL	$ (2,000.00)	15255 NW 82nd Avenue Miami Lakes, FL 33016
CAMILLUS HOUSE	GENERAL	$ (5,000.00)	Attn: Mrs. Denise Goldson Rau Vice President of Development 336 Northwest 5th Street Miami, Florida 33128
GOODWILL	GENERAL	$ (2,000.00)	2121 NW 21 Street Miami, Florida 33142
INFORMED FAMILIES	GENERAL	$ (2,500.00)	Attn: Ana Cristina Ferro 2490 Coral Way Miami, FL 33145
KRISTI HOUSE	GENERAL	$ (2,500.00)	Orlowitz-Lee Children's Advocacy Center 1265 NW 12th Avenue Miami, FL 33136
LIBERTY BAPTISIT CHURCH	GENERAL	$ (2,000.00)	2451 Dora Avenue Tavares, FL 32778
LIGHTHOUSE FOR THE BLIND	GENERAL	$ (5,000.00)	Attn: Jessica Cerda-Antonmarchi 601 SW 8th Avenue Miami, FL 33130
BEAUX ARTS	GENERAL	$ (2,000.00)	The University of Miami 1301 Stanford Drive Coral Gables, FL 33124
LEUKEMIA & LYMPHOMA	GENERAL	$ (1,000.00)	6900 SW 80 Street Miami, Florida 33143
MIAMI RESCUE MISSION	GENERAL	$ (1,000.00)	2159 NW 1st Ct Miami, FL 33127

Charity Recipients	Purpose	Net amount	Address
MS. PORTER FARMINGTON SCHOOL	GENERAL	$ (2,500.00)	60 Main Street Farmington, CT 06032
MWEBAZA FOUNDATION	GENERAL	$ (2,000 00)	P.O. Box 353 Niwot, Colorado 80544-0353
NORTH BOULDER LITTLE LEAGUE	GENERAL	$ (1,000.00)	955 Laramie Blvd #C Boulder, CO 80304
ROXY THEATRE	GENERAL	$ (2,000.00)	1645 SW 107 Ave Miami, FL 33165
SALVATION ARMY	GENERAL	$ (2,000.00)	1907 NW 38th Street Miami, Florida 33142
SOUTH FLORIDA URBAN MINISTRY	GENERAL	$ (2,500.00)	2850 SW 27TH Ave Miami, FL 33133
Y.M.C.A.		$ (10,000.00)	Attn: Mr. Al Sanchez 730 NW 107TH Ave, Suite 200 Miami, FL 33172
TOTAL		**$ (76,250.00)**	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	69,786.	69,786.
ACCURED/DEFERRED INCOME	-114.	
TOTAL	69,672.	69,786.

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
ESTIMATED TAX		415.	
FOREIGN TAX		1,312.	1,312.
	TOTALS	1,727.	1,312.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		1,201,919.	1,457,991.
	TOTALS	1,201,919.	1,457,991.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		691,413.	716,929.
	TOTALS	691,413.	716,929.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	84,599.	88,212.
TOTALS		84,599.	88,212.

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: D RICHARD MEAD CHARITABLE FOUNDATION 02-42233

Employer identification number: 65-6106335

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	542.
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	542.

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					6,921.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	54,147.
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	2.
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	61,070.

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			542.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			61,070.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			2.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			61,612.

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: D RICHARD MEAD CHARITABLE FOUNDATION 02-42233

Employer identification number: 65-6106335

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 15. AMAZON COM INC	11/08/2011	02/06/2012	2,764.00	3,263.00	-499.00
6. AMAZON COM INC	11/08/2011	02/07/2012	1,100.00	1,305.00	-205.00
57. AMGEN INC	01/25/2012	11/16/2012	4,796.00	3,891.00	905.00
53. AUTOMATIC DATA PROCESS	01/18/2012	09/18/2012	3,095.00	2,964.00	131.00
35. AUTOMATIC DATA PROCESS	01/17/2012	09/19/2012	2,051.00	1,925.00	126.00
22. AUTOMATIC DATA PROCESS	01/13/2012	09/20/2012	1,289.00	1,205.00	84.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 542.00

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side	Employer identification number
D RICHARD MEAD CHARITABLE FOUNDATION 02-42233	65-6106335

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 120. ABBOTT LABORATORIES	07/07/2009	11/16/2012	7,567.00	5,489.00	2,078.00
96. ALTERA CORP	07/07/2009	05/07/2012	3,220.00	1,501.00	1,719.00
59. ALTERA CORP	07/07/2009	05/08/2012	1,957.00	923.00	1,034.00
25. AMAZON COM INC	07/07/2009	01/26/2012	4,783.00	1,907.00	2,876.00
14. AMAZON COM INC	07/07/2009	02/06/2012	2,579.00	1,068.00	1,511.00
73. AUTODESK, INC	05/23/2011	09/18/2012	2,438.00	3,050.00	-612.00
77. AUTODESK, INC	05/23/2011	09/19/2012	2,593.00	3,217.00	-624.00
15. CITRIX SYS INC	07/22/2010	05/07/2012	1,249.00	698.00	551.00
45. CITRIX SYS INC	04/11/2011	05/07/2012	3,748.00	3,361.00	387.00
110. CONOCOPHILLIPS	11/19/2010	10/12/2012	6,186.00	5,162.00	1,024.00
125. E I DU PONT DE NEMOUR	04/26/2010	02/06/2012	6,457.00	4,972.00	1,485.00
10. GOOGLE INC CL A	07/07/2009	12/04/2012	6,893.00	3,992.00	2,901.00
10. W W GRAINGER INC	09/13/2010	04/26/2012	2,075.00	1,148.00	927.00
5. W W GRAINGER INC	09/13/2010	04/27/2012	1,053.00	574.00	479.00
32. W W GRAINGER INC	09/13/2010	12/12/2012	6,184.00	3,646.00	2,538.00
69. H J HEINZ CO	08/20/2010	08/08/2012	3,811.00	3,238.00	573.00
39. H J HEINZ CO	08/18/2010	08/09/2012	2,150.00	1,827.00	323.00
37. H J HEINZ CO	08/19/2010	08/10/2012	2,033.00	1,731.00	302.00
29. H J HEINZ CO	08/19/2010	08/13/2012	1,597.00	1,352.00	245.00
6. H J HEINZ CO	08/19/2010	08/14/2012	332.00	280.00	52.00
35. INTL BUSINESS MACHINES	07/07/2009	01/13/2012	6,247.00	3,528.00	2,719.00
430. MFC ISHARES TR BARCLA FD PROTECTED SECS FD	12/23/2009	08/29/2012	51,878.00	43,152.00	8,726.00
85. JOHNSON & JOHNSON	07/07/2009	11/16/2012	5,855.00	4,814.00	1,041.00
82. MCKESSON HBOC INC	12/08/2009	01/23/2012	6,303.00	5,014.00	1,289.00
56. MCKESSON HBOC INC	12/08/2009	01/24/2012	4,276.00	3,424.00	852.00
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: D RICHARD MEAD CHARITABLE FOUNDATION 02-42233

Employer identification number 65-6106335

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 22. MCKESSON HBOC INC	12/08/2009	01/25/2012	1,691.00	1,345.00	346.00
155. ADR NOVARTIS AG SPONS ISIN #US66987V1098	02/04/2010	01/23/2012	8,585.00	8,405.00	180.00
55. PHILLIPS 66 COM	11/19/2010	05/07/2012	1,635.00	1,628.00	7.00
94. PRINCIPAL FINANCIAL GR	12/06/2010	06/05/2012	2,200.00	2,750.00	-550.00
28. PRINCIPAL FINANCIAL GR	12/06/2010	06/05/2012	655.00	840.00	-185.00
128. PRINCIPAL FINANCIAL G	05/07/2010	06/06/2012	3,076.00	3,611.00	-535.00
85. PRINCIPAL FINANCIAL GR	05/07/2010	06/07/2012	2,087.00	2,398.00	-311.00
97. PROCTER & GAMBLE CO	04/08/2010	12/04/2012	6,738.00	5,685.00	1,053.00
42. SALESFORCE COM INC COM	07/15/2010	01/13/2012	4,361.00	3,996.00	365.00
43. SALESFORCE COM INC COM	06/11/2010	01/17/2012	4,494.00	4,084.00	410.00
29. SIMON PPTY GROUP INC N	11/03/2010	10/12/2012	4,431.00	2,892.00	1,539.00
68. SPECTRA ENERGY CORP CO	07/07/2009	03/01/2012	2,140.00	1,098.00	1,042.00
57. SPECTRA ENERGY CORP CO	07/07/2009	03/02/2012	1,790.00	920.00	870.00
36. SPECTRA ENERGY CORP CO	07/07/2009	03/05/2012	1,123.00	581.00	542.00
49. SPECTRA ENERGY CORP CO	07/07/2009	03/06/2012	1,518.00	791.00	727.00
89. THE TRAVELERS COMPANIE	11/09/2009	03/12/2012	5,135.00	4,762.00	373.00
26. THE TRAVELERS COMPANIE	11/09/2009	03/13/2012	1,497.00	1,391.00	106.00
25. UNITEDHEALTH GROUP INC	12/15/2009	04/26/2012	1,445.00	781.00	664.00
10. UNITEDHEALTH GROUP INC	12/15/2009	04/27/2012	579.00	312.00	267.00
58. UNITEDHEALTH GROUP INC	12/15/2009	06/20/2012	3,458.00	1,811.00	1,647.00
17. UNITEDHEALTH GROUP INC	12/15/2009	06/21/2012	1,013.00	531.00	482.00
110. WAL MART STORES INC	07/07/2009	08/01/2012	8,153.00	5,271.00	2,882.00
34. WHOLE FOODS MKT INC	02/02/2011	04/26/2012	2,820.00	1,765.00	1,055.00
14. WHOLE FOODS MKT INC	06/02/2010	04/27/2012	1,167.00	559.00	608.00
11. WHOLE FOODS MKT INC	02/02/2011	04/27/2012	917.00	571.00	346.00

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
D RICHARD MEAD CHARITABLE FOUNDATION 02-42233	65-6106335

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 45. WHOLE FOODS MKT INC	06/02/2010	12/12/2012	4,095.00	1,797.00	2,298.00
41. WHOLE FOODS MKT INC	06/02/2010	12/13/2012	3,687.00	1,637.00	2,050.00
30. WHOLE FOODS MKT INC	06/02/2010	12/14/2012	2,671.00	1,198.00	1,473.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 54,147.00

◆ 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
Equity Securities							
Common stock							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
105 000	78 44	0 00	8,236 20	5,782 31	2,453 89	0 00	2,453 89
Total USD		0 00	8,236 20	5,782 31	2,453 89	0 00	2,453 89
Total Australia		0 00	8,236 20	5,782 31	2,453 89	0 00	2,453 89
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
245 000	57 48	0 00	14,082 60	11,521 25	2,561 35	0 00	2,561 35
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
145 000	37 13	0 00	5,383 85	4,844 36	539 49	0 00	539 49
AMGEN INC COM CUSIP 031162100							
128 000	86 32	0 00	11,048 96	8,650 16	2,398 80	0 00	2,398 80
APPLE INC COM STK CUSIP 037833100							
68 000	533 03	0 00	36,246 04	11,453 07	24,792 97	0 00	24,792 97
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
370 000	32 59	0 00	12,058 30	11,010 58	1,047 72	0 00	1,047 72
CHEVRON CORP COM CUSIP 166764100							
155 000	108 14	0 00	16,761 70	9,817 70	6,944 00	0 00	6,944 00
CITRIX SYS INC COM CUSIP 177376100							
95 000	65 75	0 00	6,246 25	4,420 25	1,826 00	0 00	1,826 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
Equity Securities							
Common stock							
United States - USD							
COCA COLA CO COM CUSIP 191216100							
400 000	36 25	0 00	14,500 00	13,862 00	638 00	0 00	638 00
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
145 000	98 77	0 00	14,321 65	7,442 72	6,878 93	0 00	6,878 93
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
160 000	57 74	0 00	9,238 40	6,554 52	2,683 88	0 00	2,683 88
CVS CAREMARK CORP COM STK CUSIP 126650100							
292 000	48 35	0 00	14,118 20	13,077 98	1,040 22	0 00	1,040 22
DANAHER CORP COM CUSIP 235851102							
340 000	55 90	0 00	19,006 00	9,970 50	9,035 50	0 00	9,035 50
DOMINION RES INC VA NEW COM CUSIP 25746U109							
215 000	51 80	0 00	11,137 00	9,452 11	1,684 89	0 00	1,684 89
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
220 000	44 97	0 00	9,893 40	8,794 50	1,098 90	0 00	1,098 90
EATON CORP PLC COM USD0 50 CUSIP G29183103							
190 000	54 20	0 00	10,298 00	9,814 45	483 55	0 00	483 55
EMC CORP COM CUSIP 268648102							
654 000	25 30	0 00	16,546 20	13,498 98	3,047 22	0 00	3,047 22

◆ 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							
196 000	52 96	0 00	10,380 16	10,161 60	218 56	0 00	218 56
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
239 000	54 00	0 00	12,906 00	12,529 50	376 50	0 00	376 50
EXXON MOBIL CORP COM CUSIP 30231G102							
250 000	86 55	0 00	21,637 50	16,740 00	4,897 50	0 00	4,897 50
FRKLN RES INC COM CUSIP 354613101							
97 000	125 70	0 00	12,192 90	11,265 08	927 82	0 00	927 82
GENERAL ELECTRIC CO CUSIP 369604103							
699 000	20 99	132 81	14,672 01	10,720 30	3,951 71	0 00	3,951 71
GOOGLE INC CL A CL A CUSIP 38259P508							
19 000	709 37	0 00	13,478 03	9,164 30	4,313 73	0 00	4,313 73
HOME DEPOT INC COM CUSIP 437076102							
330 000	61 85	0 00	20,410 50	14,790 28	5,620 22	0 00	5,620 22
INTEL CORP COM CUSIP 458140100 INTC							
362 000	20 63	0 00	7,468 06	10,041 34	-2,573 28	0 00	-2,573 28
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
65 000	123 81	0 00	8,047 65	8,232 80	-185 15	0 00	-185 15

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
71 000	191 55	0 00	13,600 05	7,156 78	6,443 27	0 00	6,443 27
JOHNSON CTL INC COM CUSIP 478366107							
235 000	30 70	0 00	7,214 50	6,256 59	957 91	0 00	957 91
JPMORGAN CHASE & CO COM CUSIP 46625H100							
432 000	43 97	0 00	18,995 04	14,989 44	4,005 60	0 00	4,005 60
MC DONALDS CORP COM CUSIP 580135101							
161 000	88 21	0 00	14,201 81	13,977 58	224 23	0 00	224 23
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
150 000	68 35	0 00	10,252 50	4,414 50	5,838 00	0 00	5,838 00
NIKE INC CL B CUSIP 654106103							
150 000	51 60	0 00	7,740 00	4,786 48	2,953 52	0 00	2,953 52
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103							
287 000	34 82	0 00	9,993 34	10,543 56	-550 22	0 00	-550 22
NOBLE ENERGY INC COM CUSIP 655044105							
75 000	101 74	0 00	7,630 50	4,016 25	3,614 25	0 00	3,614 25
NORFOLK SOUTHN CORP COM CUSIP 655844108							
155 000	61 84	0 00	9,585 20	10,463 23	-878 03	0 00	-878 03

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							
NUCOR CORP COM CUSIP 670346105							
140 000	43 18	51 45	6,045 20	6,319 66	-274 46	0 00	-274 46
OMNICOM GROUP INC COM CUSIP 681919106							
210 000	49 96	0 00	10,491 60	9,662 90	828 70	0 00	828 70
ORACLE CORP COM CUSIP 68389X105 ORCL							
480 000	33 32	0 00	15,993 60	13,071 79	2,921 81	0 00	2,921 81
PFIZER INC COM CUSIP 717081103							
802 000	25 08	0 00	20,114 16	19,443 20	670 96	0 00	670 96
PRECISION CASTPARTS CORP COM CUSIP 740189105							
53 000	189 42	0 00	10,039 26	8,805 17	1,234 09	0 00	1,234 09
PROCTER & GAMBLE COM NPV CUSIP 742718109							
103 000	67 89	0 00	6,992 67	5,375 57	1,617 10	0 00	1,617 10
QUALCOMM INC COM CUSIP 747525103 QCOM							
305 000	62 02	0 00	18,916 10	16,361 84	2,554 26	0 00	2,554 26
SCHLUMBERGER LTD COM COM CUSIP 806857108							
135 000	69 29	37 12	9,354 15	11,889 24	-2,535 09	0 00	-2,535 09
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
305 000	27 38	0 00	8,350 90	4,922 70	3,428 20	0 00	3,428 20

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
ST JUDE MED INC COM CUSIP 790849103							
206 000	36 14	47 38	7,444 84	8,833 65	-1,388 81	0 00	-1,388 81
STARBUCKS CORP COM CUSIP 855244109							
218 000	53 62	0 00	11,689 16	9,902 22	1,786 94	0 00	1,786 94
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
95 000	82 01	0 00	7,790 95	4,707 24	3,083 71	0 00	3,083 71
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
212 000	54 24	0 00	11,498 88	7,894 78	3,604 10	0 00	3,604 10
US BANCORP CUSIP 902973304 USB							
380 000	31 94	74 10	12,137 20	8,057 32	4,079 88	0 00	4,079 88
V F CORP COM CUSIP 918204108							
108 000	150 97	0 00	16,304 76	11,405 35	4,899 41	0 00	4,899 41
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
165 000	43 27	0 00	7,139 55	6,118 99	1,020 56	0 00	1,020 56
WALT DISNEY CO CUSIP 254687106							
200 000	49 79	0 00	9,958 00	4,634 00	5,324 00	0 00	5,324 00
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
540 000	34 18	0 00	18,457 20	13,727 26	4,729 94	0 00	4,729 94
Total USD		342 86	650,010 48	505,567 62	144,442 86	0 00	144,442 86

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		342 86	650,010 48	505,567 62	144,442 86	0 00	144,442 86
Total Common Stock							
12,557 000		**342 86**	**658,246.68**	**511,349.93**	**146,896.75**	**0.00**	**146,896.75**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162582							
21,249 970	11 87	0 00	252,237 14	209,201 56	43,035 58	0 00	43,035 58
Total USD		0 00	252,237 14	209,201 56	43,035 58	0 00	43,035 58
Total Emerging Markets Region		0 00	252,237 14	209,201 56	43,035 58	0 00	43,035 58
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
37,641 920	9 56	0 00	359,856 75	341,274 76	18,581 99	0 00	18,581 99
Total USD		0 00	359,856 75	341,274 76	18,581 99	0 00	18,581 99
Total International Region		0 00	359,856 75	341,274 76	18,581 99	0 00	18,581 99
United States - USD							
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
7,287 680	11 89	0 00	86,650 51	60,397 12	26,253 39	0 00	26,253 39
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
9,087 330	9 74	0 00	88,510 59	72,727 80	15,782 79	0 00	15,782 79
Total USD		0 00	175,161 10	133,124 92	42,036 18	0 00	42,036 18
Total United States		0 00	175,161 10	133,124 92	42,036 18	0 00	42,036 18

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							
Total Equity Funds							
75,266.900		**0.00**	**787,254 99**	**683,601 24**	**103,653.75**	**0.00**	**103,653.75**
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
79 000	158 09	0 00	12,489 11	6,967 63	5,521 48	0 00	5,521 48
Total USD		0 00	12,489 11	6,967 63	5,521 48	0 00	5,521 48
Total United States		0 00	12,489 11	6,967 63	5,521 48	0 00	5,521 48
Total Other Equity							
79.000		**0.00**	**12,489.11**	**6,967 63**	**5,521.48**	**0.00**	**5,521.48**
Total Equity Securities							
87,902.900		**342.86**	**1,457,990.78**	**1,201,918.80**	**256,071.98**	**0 00**	**256,071.98**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
24,778 260	10 63	0 00	263,392 90	246,384 96	17,007 94	0 00	17,007 94
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
33,081 160	7 55	0 00	249,762 75	238,310 69	11,452 06	0 00	11,452 06
Issue Date 25 Aug 08							

◆ 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							
MFB NORTHN SHORT INTERMEDIATE US GOVT CUSIP 665162756							
15,295 460	10 02	0 00	153,260 50	156,583 56	-3,323 06	0 00	-3,323 06
Issue Date 25 Aug 08							
Total USD		0 00	666,416 15	641,279 21	25,136 94	0 00	25,136 94
Total United States		0 00	666,416 15	641,279 21	25,136 94	0 00	25,136 94
Total Corporate/Government							
73,164.880		**0.00**	**666,416.15**	**641,279.21**	**25,136.94**	**0.00**	**25,136.94**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
960 000	26 30	95 77	25,248 00	25,017 60	230 40	0 00	230 40
Issue Date 07 Dec 12							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
990 000	25 52	6 42	25,264 80	25,116 30	148 50	0 00	148 50
Issue Date 07 Dec 12							
Total USD		102 19	50,512 80	50,133 90	378 90	0 00	378 90
Total United States		102 19	50,512 80	50,133 90	378 90	0 00	378 90
Total Other Bonds							
1,950.000		**102.19**	**50,512.80**	**50,133.90**	**378.90**	**0.00**	**378.90**
Total Fixed Income Securities							
75,104.880		**102.19**	**716,928 95**	**691,413 11**	**25,515.84**	**0.00**	**25,515.84**

◆ 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
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
9,557 140	9 23	0 00	88,212 40	84,599 14	3,613 26	0 00	3,613 26
Total USD		0 00	88,212 40	84,599 14	3,613 26	0 00	3,613 26
Total United States		0 00	88,212 40	84,599 14	3,613 26	0 00	3,613 26
Total Real Estate Funds							
9,557.140		**0.00**	**88,212 40**	**84,599.14**	**3,613 26**	**0.00**	**3,613.26**
Total Real Estate							
9,557.140		**0.00**	**88,212.40**	**84,599.14**	**3,613.26**	**0.00**	**3,613.26**
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
960 000	162 01	0 00	155,529 60	111,438 30	44,091 30	0 00	44,091 30
Total USD		0 00	155,529 60	111,438 30	44,091 30	0 00	44,091 30
Total Global Region		0 00	155,529 60	111,438 30	44,091 30	0 00	44,091 30
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
6,157 500	6 64	0 00	40,885 80	51,337 62	-10,451 82	0 00	-10,451 82
Total USD		0 00	40,885 80	51,337 62	-10,451 82	0 00	-10,451 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	Translation	Total
Commodities							
Commodities							
Total United States		0 00	40,885 80	51,337 62	-10,451 82	0 00	-10,451 82
Total Commodities **7,117.500**		**0.00**	**196,415 40**	**162,775.92**	**33,639.48**	**0.00**	**33,639.48**
Total Commodities **7,117.500**		**0.00**	**196,415.40**	**162,775.92**	**33,639.48**	**0.00**	**33,639.48**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	26 67	84,567 78	84,567 78	0 00	0 00	0 00
Total short term - all currencies		26 67	84,567 78	84,567 78	0 00	0 00	0 00
Total short term - all countries		26 67	84,567 78	84,567 78	0 00	0 00	0 00
Total Short Term **84,567.780**		**26.67**	**84,567.78**	**84,567.78**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments **84,567.780**		**26.67**	**84,567.78**	**84,567.78**	**0.00**	**0.00**	**0.00**
Total **264,250.200**		**471.72**	**2,544,115.31**	**2,225,274.75**	**318,840.56**	**0.00**	**318,840.56**

◆ 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

Please note that this report has been prepared using best available data This report may also contain information provided by third parties, derived by third parties or derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction - Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team

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