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Form **990-PF**

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

OMB No 1545-0052

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

ENVELOPE
POSTMARK DATE NOV 15 2013

Name of foundation
DREAMS FOUNDATION 23-52480

Number and street (or P O box number if mail is not delivered to street address) Room/suite
94 DERFUS LANE

City or town, state, and ZIP code
BLAUVELT, NY 10913

A Employer identification number
77-0602396

B Telephone number (see instructions)
845- 359-5866

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 638,943.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)					
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		16,996.	16,996.		STMT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		20,754.			
b Gross sales price for all assets on line 6a 153,162.					
7 Capital gain net income (from Part IV, line 2)			20,754.		
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)		-1,992.			STMT 2
12 Total. Add lines 1 through 11		35,758.	37,750.		
13 Compensation of officers, directors, trustees, etc.					
14 Other employee salaries and wages			NONE	NONE	
15 Pension plans, employee benefits			NONE	NONE	
16a Legal fees (attach schedule)					
b Accounting fees (attach schedule) STMT 3		2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule) STMT 4		3,524.	3,524.		
17 Interest					
18 Taxes (attach schedule) (see instructions) STMT 5		1,119.	319.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings			NONE	NONE	
22 Printing and publications			NONE	NONE	
23 Other expenses (attach schedule) STMT 6		30.			30.
24 Total operating and administrative expenses. Add lines 13 through 23		6,673.	4,843.	NONE	1,030.
25 Contributions, gifts, grants paid		30,399.			30,399.
26 Total expenses and disbursements Add lines 24 and 25		37,072.	4,843.	NONE	31,429.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		-1,314.			
b Net investment income (if negative, enter -0-)			32,907.		
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	25,530.	32,695.	32,695.
	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)	299,955.	285,331.	374,255.
	c	Investments - corporate bonds (attach schedule)	163,161.	148,677.	156,652.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	37,956.	57,600.	75,341.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	526,602.	524,303.	638,943.	
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 ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	526,602.	524,303.	
	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)	526,602.	524,303.		
31	Total liabilities and net assets/fund balances (see instructions)	526,602.	524,303.		

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)	1 526,602.
2	Enter amount from Part I, line 27a	2 -1,314.
3	Other increases not included in line 2 (itemize) ▶	3
4	Add lines 1, 2, and 3	4 525,288.
5	Decreases not included in line 2 (itemize) ▶ TAX COST EST ADJ	5 985.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 524,303.

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 153,162.		132,408.	20,754.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a			20,754.	
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 20,754.
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		{ 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	29,427.	632,403.	0.046532
2010	27,077.	600,756.	0.045072
2009	31,989.	544,158.	0.058786
2008	36,023.	648,469.	0.055551
2007	33,773.	725,423.	0.046556

2 Total of line 1, column (d)	2 0.252497
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 0.050499
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 628,937.
5 Multiply line 4 by line 3	5 31,761.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 329.
7 Add lines 5 and 6	7 32,090.
8 Enter qualifying distributions from Part XII, line 4 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.	8 31,429.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	658.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0)		2	
3 Add lines 1 and 2		3	658.
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	658.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	706.	
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	706.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	48.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 48. Refunded <input type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>IL</u>		
8b 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? <i>If "No," attach explanation</i>		
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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of 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 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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

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? Yes No

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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
SHELLY JAMESON 94 DERFUS LANE, BLAUVELT, NY 10913	PRESIDENT 20	- 0 -	- 0 -	- 0 -
JOEL JAMESON 94 DERFUS LANE, BLAUVELT, NY 10913	VP 40			

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	638,515.
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	638,515.
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	638,515.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	9,578.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	628,937.
6	Minimum investment return. Enter 5% of line 5	6	31,447.

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	31,447.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	658.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	658.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	30,789.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	30,789.
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	30,789.

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	31,429.
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	31,429.
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	31,429.

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				30,789.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			30,399.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>31,429.</u>				
a Applied to 2011, but not more than line 2a			30,399.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				1,030.
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				29,759.
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				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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				
ILLINOIS WESLEYAN UNIVERSITY 1312 NORTH PARK STREET BLOOMINGTON IL 61701	NONE	PUBLIC CHA	GENERAL	6,000.
NAURAUSSHAUN PRESBYTERIAN CHURCH PEARL RIVER NY 10965	NONE	PUBLIC CHA	GENERAL	2,000.
NYACK COLLEGE NYACK NY 10960	NONE	PUBLIC CHA	GENERAL	22,399.
Total ▶ 3a				30,399.
b Approved for future payment				
Total ▶ 3b				

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	16,996.	16,996.
TOTAL	16,996.	16,996.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
DEFERRED INCOME	-1,992.
TOTALS	----- -1,992. =====

FORM 990PF, PART I - ACCOUNTING FEES
=====

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY	3,524.	3,524.
TOTALS	3,524.	3,524.

FORM 990PF, PART I - TAXES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX PRIOR YEAR	94.	
ESTIMATED TAX	706.	
FOREIGN TAX	319.	319.
TOTALS	1,119.	319.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
ILLINOIS ATTORNEY GENERAL	30.	30.
TOTALS	30. ----- =====	30. ----- =====

DREAMS FOUNDATION 23-52480

77-0602396

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE	285,331.	374,255.
TOTALS	285,331.	374,255.
	=====	=====

DREAMS FOUNDATION 23-52480

77-0602396

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE	148,677.	156,652.
TOTALS	148,677.	156,652.
	=====	=====

DREAMS FOUNDATION 23-52480

77-0602396

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE	C	57,600.	75,341.
TOTALS		57,600.	75,341.
		=====	=====

**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

DREAMS FOUNDATION 23-52480

Employer identification number

77-0602396

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	604.
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	604.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					3,184.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	16,966.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	20,150.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		604.
14	Net long-term gain or (loss):			
a	Total for year	14a		20,150.
b	Unrecaptured section 1250 gain (see line 18 of the wrksh.)	14b		
c	28% rate gain	14c		311.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		20,754.

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? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)			30
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)			34

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0092

2012

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

Name of estate or trust: **DREAMS FOUNDATION 23-52480** Employer identification number: **77-0602396**

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 7. AMAZON.COM INCORPORATED STOCK	11/08/2011	02/06/2012	1,290.00	1,519.00	-229.00
2. AMAZON.COM INCORPORATED STOCK	09/01/2011	02/07/2012	367.00	427.00	-60.00
6. AMERICAN WTR WKS CO INC	01/31/2012	04/20/2012	202.00	202.00	
2. AMERICAN WTR WKS CO INC	01/30/2012	11/02/2012	73.00	67.00	6.00
2. AMERICAN WTR WKS CO INC	01/30/2012	11/13/2012	74.00	67.00	7.00
6. AMGEN INC	01/25/2012	04/20/2012	407.00	410.00	-3.00
3. AMGEN INC	01/24/2012	11/02/2012	259.00	205.00	54.00
2. AMGEN INC	01/24/2012	11/13/2012	172.00	136.00	36.00
13. AMGEN INC	01/24/2012	11/16/2012	1,094.00	887.00	207.00
5. AUTODESK, INC	05/23/2011	04/20/2012	203.00	209.00	-6.00
4. AUTOMATIC DATA PROCESSI	01/18/2012	04/20/2012	219.00	225.00	-6.00
14. AUTOMATIC DATA PROCESS	01/18/2012	09/18/2012	818.00	781.00	37.00
10. AUTOMATIC DATA PROCESS	01/17/2012	09/19/2012	586.00	549.00	37.00
6. AUTOMATIC DATA PROCESSI	01/13/2012	09/20/2012	351.00	329.00	22.00
11. BRISTOL MYERS SQUIBB C	11/08/2011	04/20/2012	375.00	347.00	28.00
4. CVS CORP	04/27/2012	11/02/2012	186.00	180.00	6.00
4. CVS CORP	04/27/2012	11/13/2012	185.00	180.00	5.00
7. COCA COLA CO	08/30/2011	04/20/2012	520.00	489.00	31.00
3. EXPRESS SCRIPTS HLDG CO	01/25/2012	04/20/2012	175.00	156.00	19.00
3. EXPRESS SCRIPTS HLDG CO	06/20/2012	11/02/2012	186.00	162.00	24.00
3. EXPRESS SCRIPTS HLDG CO	06/20/2012	11/13/2012	154.00	162.00	-8.00
4. EXXON MOBIL CORP	09/01/2011	04/20/2012	340.00	296.00	44.00
3. H J HEINZ CO	09/01/2011	08/13/2012	165.00	157.00	8.00
2. H J HEINZ CO	09/01/2011	08/14/2012	111.00	105.00	6.00

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

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

Schedule D-1 (Form 1041) 2012

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**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0092

2012

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

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

Name of estate or trust

DREAMS FOUNDATION 23-52480

Employer identification number

77-0602396

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 11. HOME DEPOT INC	02/06/2012	04/20/2012	565.00	498.00	67.00
5. HOME DEPOT INC	02/06/2012	11/02/2012	310.00	226.00	84.00
4. HOME DEPOT INC	02/06/2012	11/13/2012	254.00	181.00	73.00
6. INTEL CORP COM	05/07/2012	11/02/2012	132.00	167.00	-35.00
4. INTEL CORP COM	05/07/2012	11/13/2012	82.00	111.00	-29.00
1. INTERCONTINENTALEXCHANG	06/07/2012	11/13/2012	129.00	128.00	1.00
4. MCDONALDS CORP	09/22/2011	04/20/2012	391.00	343.00	48.00
5. MCKESSON HBOC INC	09/01/2011	01/25/2012	384.00	397.00	-13.00
3. NORFOLK SOUTHN CORP COM	08/10/2011	04/20/2012	207.00	203.00	4.00
30. MFB NORTHERN FUNDS ULT FIXED INCOME FD	11/02/2012	11/13/2012	307.00	307.00	
10. ADR NOVARTIS AG SPONSO #US66987V1098	09/01/2011	01/23/2012	554.00	587.00	-33.00
8. NUCOR CORP	02/06/2012	04/20/2012	315.00	361.00	-46.00
2. NUCOR CORP	02/06/2012	11/02/2012	81.00	90.00	-9.00
2. NUCOR CORP	02/06/2012	11/13/2012	80.00	90.00	-10.00
2. PRECISION CASTPARTS COR	10/24/2011	04/20/2012	348.00	344.00	4.00
10. PRINCIPAL FINANCIAL GR	09/01/2011	06/07/2012	246.00	251.00	-5.00
12. QUALCOMM INC	01/17/2012	04/20/2012	755.00	688.00	67.00
3. ST JUDE MEDICAL INC	09/24/2012	11/02/2012	115.00	129.00	-14.00
3. ST JUDE MEDICAL INC	09/24/2012	11/13/2012	108.00	129.00	-21.00
1. SALESFORCE COM INC COM	09/01/2011	01/17/2012	105.00	128.00	-23.00
3. STARBUCKS CORP	08/14/2012	11/02/2012	152.00	139.00	13.00
3. STARBUCKS CORP	08/13/2012	11/13/2012	152.00	138.00	14.00
2. THE TRAVELERS COMPANIES	09/01/2011	03/12/2012	115.00	101.00	14.00
8. THE TRAVELERS COMPANIES	09/01/2011	03/13/2012	461.00	404.00	57.00

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

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

Schedule D-1 (Form 1041) 2012

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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

DREAMS FOUNDATION 23-52480

77-0602396

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 9. ABBOTT LABORATORIES	10/10/2006	04/20/2012	536.00	420.00	116.00
2. ABBOTT LABORATORIES	09/01/2011	11/02/2012	130.00	104.00	26.00
1. ABBOTT LABORATORIES	09/01/2011	11/13/2012	65.00	52.00	13.00
21. ABBOTT LABORATORIES	10/10/2006	11/16/2012	1,324.00	980.00	344.00
7. ABBOTT LABORATORIES	09/01/2011	11/16/2012	441.00	365.00	76.00
4. ALTERA CORP COM	02/17/2011	04/20/2012	148.00	167.00	-19.00
1. ALTERA CORP COM	02/17/2011	05/07/2012	34.00	42.00	-8.00
24. ALTERA CORP COM	03/20/2009	05/07/2012	805.00	420.00	385.00
16. ALTERA CORP COM	03/20/2009	05/08/2012	531.00	280.00	251.00
7. AMAZON.COM INCORPORATED STOCK	05/11/2010	01/26/2012	1,339.00	757.00	582.00
2. AMAZON.COM INCORPORATED STOCK	04/17/2009	02/06/2012	368.00	156.00	212.00
9. AMERICAN EXPRESS CO	04/26/2010	04/20/2012	519.00	427.00	92.00
5. AMERICAN EXPRESS CO	07/06/2011	11/02/2012	283.00	263.00	20.00
2. AMERICAN EXPRESS CO	07/06/2011	11/13/2012	110.00	105.00	5.00
2. APPLE COMPUTER INC	03/17/2006	04/20/2012	1,167.00	129.00	1,038.00
1. APPLE COMPUTER INC	09/01/2011	11/02/2012	577.00	382.00	195.00
19. AUTODESK, INC	05/23/2011	09/18/2012	634.00	794.00	-160.00
21. AUTODESK, INC	05/23/2011	09/19/2012	707.00	877.00	-170.00
2. BHP LTD SPONSORED ADR	02/22/2010	04/20/2012	147.00	151.00	-4.00
1. BHP LTD SPONSORED ADR	02/22/2010	11/02/2012	71.00	75.00	-4.00
2. BHP LTD SPONSORED ADR	02/22/2010	11/13/2012	141.00	151.00	-10.00
6. BRISTOL MYERS SQUIBB CO	09/01/2011	11/02/2012	199.00	179.00	20.00
5. BRISTOL MYERS SQUIBB CO	11/08/2011	11/13/2012	160.00	158.00	2.00
5. CHEVRONTEXACO CORP	11/14/2008	04/20/2012	514.00	376.00	138.00
3. CHEVRONTEXACO CORP	09/01/2011	11/02/2012	325.00	298.00	27.00

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

DREAMS FOUNDATION 23-52480

77-0602396

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 2. CHEVRONTTEXACO CORP	09/01/2011	11/13/2012	211.00	199.00	12.00
3. CITRIX SYS INC	04/11/2011	04/20/2012	236.00	224.00	12.00
5. CITRIX SYS INC	07/23/2010	05/07/2012	416.00	235.00	181.00
12. CITRIX SYS INC	04/11/2011	05/07/2012	1,000.00	896.00	104.00
1. CITRIX SYS INC	07/23/2010	11/02/2012	63.00	47.00	16.00
1. CITRIX SYS INC	07/23/2010	11/13/2012	58.00	47.00	11.00
7. COCA COLA CO	08/30/2011	11/02/2012	259.00	245.00	14.00
4. COCA COLA CO	08/30/2011	11/13/2012	145.00	140.00	5.00
1. CONOCOPHILLIPS	12/16/2010	04/20/2012	73.00	65.00	8.00
29. CONOCOPHILLIPS	12/16/2010	10/12/2012	1,631.00	1,440.00	191.00
6. COSTCO WHSL CORP NEW	02/02/2011	04/20/2012	526.00	431.00	95.00
2. COSTCO WHSL CORP NEW	09/01/2011	11/02/2012	192.00	160.00	32.00
2. COSTCO WHSL CORP NEW	09/01/2011	11/13/2012	192.00	160.00	32.00
9. DANAHER CORP	11/18/2010	04/20/2012	478.00	330.00	148.00
5. DANAHER CORP	09/01/2011	11/02/2012	260.00	224.00	36.00
4. DANAHER CORP	09/01/2011	11/13/2012	209.00	179.00	30.00
6. WALT DISNEY CO	11/18/2010	04/20/2012	255.00	219.00	36.00
3. WALT DISNEY CO	10/10/2006	11/02/2012	149.00	93.00	56.00
3. WALT DISNEY CO	10/10/2006	11/13/2012	144.00	93.00	51.00
5. DOMINION RES INC VA NEW	02/17/2011	04/20/2012	253.00	221.00	32.00
4. DOMINION RES INC VA NEW	09/14/2010	04/20/2012	203.00	176.00	27.00
3. DOMINION RES INC VA NEW	09/01/2011	11/02/2012	155.00	146.00	9.00
3. DOMINION RES INC VA NEW	09/01/2011	11/13/2012	150.00	146.00	4.00
35. E I DU PONT DE NEMOURS	11/18/2010	02/06/2012	1,808.00	1,395.00	413.00
6. E I DU PONT DE NEMOURS	03/23/2010	04/20/2012	317.00	227.00	90.00

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

DREAMS FOUNDATION 23-52480

77-0602396

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 3. E I DU PONT DE NEMOURS	09/01/2011	11/02/2012	132.00	144.00	-12.00
1. E I DU PONT DE NEMOURS	09/01/2011	11/13/2012	43.00	48.00	-5.00
15. E M C CORP MASS COM	11/18/2010	04/20/2012	418.00	325.00	93.00
9. E M C CORP MASS COM	09/01/2011	11/02/2012	226.00	200.00	26.00
6. E M C CORP MASS COM	09/01/2011	11/13/2012	144.00	134.00	10.00
9. EATON CORP	04/01/2011	04/20/2012	426.00	502.00	-76.00
3. EATON CORP	03/30/2011	11/02/2012	148.00	164.00	-16.00
3. EATON CORP	03/30/2011	11/13/2012	149.00	164.00	-15.00
45. EATON CORP	09/01/2011	12/03/2012	2,324.00	2,378.00	-54.00
5. EXXON MOBIL CORP	11/18/2010	04/20/2012	426.00	351.00	75.00
4. EXXON MOBIL CORP	03/17/2006	11/02/2012	361.00	245.00	116.00
3. EXXON MOBIL CORP	03/17/2006	11/13/2012	261.00	184.00	77.00
9. MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES IND	09/29/2011	11/13/2012	306.00	283.00	23.00
1. MFC FLEXSHARES TR TR IB TARGET DURATION TIPS INDEX	09/29/2011	11/02/2012	25.00	25.00	
12. MFC FLEXSHARES TR TR I TARGET DURATION TIPS INDEX	09/29/2011	11/13/2012	305.00	299.00	6.00
12. MFC FLEXSHARES TR IBOX TARGET DURATION TIPS INDEX	09/29/2011	11/13/2012	316.00	299.00	17.00
3. FRANKLIN RESOURCES INC	01/12/2010	04/20/2012	369.00	331.00	38.00
1. FRANKLIN RESOURCES INC	07/07/2011	11/02/2012	132.00	137.00	-5.00
2. FRANKLIN RESOURCES INC	07/07/2011	11/13/2012	261.00	274.00	-13.00
18. GENERAL ELECTRIC CO	01/12/2010	04/20/2012	348.00	300.00	48.00
9. GENERAL ELECTRIC CO	01/12/2010	11/02/2012	194.00	150.00	44.00
7. GENERAL ELECTRIC CO	01/12/2010	11/13/2012	145.00	117.00	28.00
1. GOOGLE INC CL A	04/17/2009	04/20/2012	605.00	392.00	213.00
1. GOOGLE INC CL A	09/01/2011	11/13/2012	661.00	534.00	127.00
1. GOOGLE INC CL A	04/17/2009	12/05/2012	690.00	392.00	298.00

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

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DREAMS FOUNDATION 23-52480

77-0602396

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 1. GOOGLE INC CL A	06/09/2011	12/05/2012	690.00	519.00	171.00
1. W W GRAINGER INC	09/13/2010	04/20/2012	217.00	115.00	102.00
3. W W GRAINGER INC	09/13/2010	04/26/2012	623.00	345.00	278.00
1. W W GRAINGER INC	09/13/2010	04/27/2012	211.00	115.00	96.00
1. W W GRAINGER INC	09/01/2011	11/13/2012	193.00	151.00	42.00
2. W W GRAINGER INC	09/01/2011	12/12/2012	387.00	303.00	84.00
6. W W GRAINGER INC	09/13/2010	12/12/2012	1,160.00	683.00	477.00
7. H J HEINZ CO	11/18/2010	04/20/2012	373.00	335.00	38.00
18. H J HEINZ CO	08/20/2010	08/08/2012	994.00	845.00	149.00
10. H J HEINZ CO	08/18/2010	08/09/2012	551.00	468.00	83.00
10. H J HEINZ CO	08/19/2010	08/10/2012	550.00	467.00	83.00
5. H J HEINZ CO	08/19/2010	08/13/2012	275.00	233.00	42.00
10. INTL BUSINESS MACHINES	06/13/2008	01/13/2012	1,785.00	1,260.00	525.00
3. INTL BUSINESS MACHINES	06/13/2008	04/20/2012	598.00	378.00	220.00
1. INTL BUSINESS MACHINES	09/01/2011	11/02/2012	193.00	171.00	22.00
7. J P MORGAN CHASE & CO	12/03/2010	04/20/2012	303.00	273.00	30.00
10. J P MORGAN CHASE & CO	02/17/2011	04/20/2012	433.00	478.00	-45.00
4. J P MORGAN CHASE & CO	09/01/2011	11/02/2012	170.00	147.00	23.00
3. J P MORGAN CHASE & CO	12/03/2010	11/02/2012	127.00	117.00	10.00
5. J P MORGAN CHASE & CO	09/01/2011	11/13/2012	200.00	184.00	16.00
3. JOHNSON & JOHNSON	03/17/2006	04/20/2012	191.00	181.00	10.00
1. JOHNSON & JOHNSON	09/01/2011	11/02/2012	71.00	66.00	5.00
1. JOHNSON & JOHNSON	09/01/2011	11/13/2012	70.00	66.00	4.00
3. JOHNSON & JOHNSON	09/01/2011	11/16/2012	207.00	197.00	10.00
17. JOHNSON & JOHNSON	03/17/2006	11/16/2012	1,171.00	1,026.00	145.00

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DREAMS FOUNDATION 23-52480

77-0602396

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 8. JOHNSON CONTROLS INC	11/18/2010	04/20/2012	261.00	264.00	-3.00
4. JOHNSON CONTROLS INC	09/01/2011	11/02/2012	105.00	125.00	-20.00
2. JOHNSON CONTROLS INC	09/01/2011	11/13/2012	50.00	62.00	-12.00
2. MCDONALDS CORP	09/22/2011	11/02/2012	174.00	172.00	2.00
2. MCDONALDS CORP	09/22/2011	11/13/2012	170.00	172.00	-2.00
25. MCKESSON HBOC INC	12/08/2009	01/23/2012	1,922.00	1,529.00	393.00
18. MCKESSON HBOC INC	12/08/2009	01/24/2012	1,374.00	1,101.00	273.00
2. MCKESSON HBOC INC	12/08/2009	01/25/2012	154.00	122.00	32.00
10. NATIONAL-OILWELL INC	03/02/2007	04/20/2012	781.00	345.00	436.00
2. NATIONAL-OILWELL INC	09/01/2011	11/02/2012	143.00	132.00	11.00
2. NATIONAL-OILWELL INC	09/01/2011	11/13/2012	142.00	132.00	10.00
1. NIKE INC CLASS B	12/08/2009	04/20/2012	111.00	64.00	47.00
2. NIKE INC CLASS B	12/08/2009	11/02/2012	189.00	128.00	61.00
2. NOBLE ENERGY INC COM	04/17/2009	11/02/2012	190.00	124.00	66.00
3. NORFOLK SOUTHN CORP COM	08/10/2011	11/02/2012	183.00	203.00	-20.00
1. NORFOLK SOUTHN CORP COM	08/10/2011	11/13/2012	59.00	68.00	-9.00
1321. MFB NORTHERN FUNDS M HIGH YIELD OPPORTUNITY FUND	08/31/2011	11/02/2012	14,227.00	13,687.00	540.00
313. MFB NORTHERN FUNDS MU HIGH YIELD OPPORTUNITY FUND	11/04/2011	11/13/2012	3,355.00	3,216.00	139.00
88. MFB NORTHN FDS MULTI-M GLOBAL REALESTATE FD	09/01/2011	11/13/2012	1,594.00	1,533.00	61.00
209. MFB NORTHN FDS MULTI-EMERGING MKTS EQTY FD	12/21/2010	11/13/2012	3,737.00	4,707.00	-970.00 *
32. MFB NORTHN MULTI-MANAG FD FD	02/17/2011	11/02/2012	295.00	328.00	-33.00
470. MFB NORTHN MULTI-MANA EQTY FD FD	09/01/2011	11/13/2012	4,254.00	4,451.00	-197.00
118. MFB NORTHN MULTIMGR S	11/18/2010	04/20/2012	1,126.00	1,113.00	13.00
4. MFB NORTHN MULTIMGR SMA	06/06/2011	11/02/2012	38.00	42.00	-4.00
56. MFB NORTHN MULTIMGR SM	09/01/2011	11/13/2012	521.00	544.00	-23.00

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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 247. MFB NORTHN MULTIMGR M	02/17/2011	04/20/2012	3,011.00	2,842.00	169.00
6. MFB NORTHN MULTIMGR MID	09/01/2011	11/02/2012	73.00	66.00	7.00
87. MFB NORTHN MULTIMGR MI	09/01/2011	11/13/2012	1,033.00	960.00	73.00
91. MFB NORTHN FDS SMALL C	12/16/2010	04/20/2012	1,403.00	1,317.00	86.00
3. MFB NORTHN FDS SMALL CA	12/16/2010	11/02/2012	48.00	43.00	5.00
34. MFB NORTHN FDS SMALL C	12/16/2010	11/13/2012	524.00	492.00	32.00
1655. MFB NORTHERN FDS FIX	02/17/2011	04/20/2012	17,444.00	16,933.00	511.00
26. MFB NORTHERN FDS FIXED	09/29/2011	11/02/2012	282.00	271.00	11.00
342. MFB NORTHERN FDS FIXE	11/04/2011	11/13/2012	3,721.00	3,608.00	113.00
40. ADR NOVARTIS AG SPONSO #US66987V1098	02/04/2010	01/23/2012	2,216.00	2,169.00	47.00
4. OMNICOM GRP INC COM	12/21/2010	04/20/2012	200.00	187.00	13.00
5. OMNICOM GRP INC COM	02/17/2011	04/20/2012	249.00	251.00	-2.00
3. OMNICOM GRP INC COM	12/20/2010	11/02/2012	144.00	140.00	4.00
3. OMNICOM GRP INC COM	12/20/2010	11/13/2012	140.00	140.00	
13. ORACLE CORPORATION	10/04/2010	04/20/2012	382.00	354.00	28.00
8. ORACLE CORPORATION	09/01/2011	11/02/2012	249.00	224.00	25.00
6. ORACLE CORPORATION	09/01/2011	11/13/2012	180.00	168.00	12.00
.5 PHILLIPS 66 COM	12/16/2010	05/01/2012	16.00	16.00	
14. PHILLIPS 66 COM	12/16/2010	05/07/2012	416.00	438.00	-22.00
2. PIMCO COMMODITY REALRET FUND	02/17/2011	11/02/2012	14.00	19.00	-5.00
1. PRECISION CASTPARTS COR	10/25/2011	11/13/2012	178.00	172.00	6.00
10. PRINCIPAL FINANCIAL GR	05/11/2010	04/20/2012	283.00	301.00	-18.00
5. PRINCIPAL FINANCIAL GRO	02/17/2011	04/20/2012	142.00	171.00	-29.00
7. PRINCIPAL FINANCIAL GRO	05/11/2010	06/05/2012	164.00	211.00	-47.00
26. PRINCIPAL FINANCIAL GR	05/11/2010	06/05/2012	609.00	783.00	-174.00

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Schedule D-1 (Form 1041) 2012

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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 34. PRINCIPAL FINANCIAL GR	12/06/2010	06/06/2012	817.00	1,021.00	-204.00
13. PRINCIPAL FINANCIAL GR	12/03/2010	06/07/2012	319.00	384.00	-65.00
7. PROCTER & GAMBLE CO	04/08/2010	04/20/2012	471.00	438.00	33.00
3. PROCTER & GAMBLE CO	09/01/2011	11/02/2012	207.00	190.00	17.00
2. PROCTER & GAMBLE CO	09/01/2011	11/13/2012	134.00	127.00	7.00
5. PROCTER & GAMBLE CO	09/01/2011	12/05/2012	347.00	317.00	30.00
18. PROCTER & GAMBLE CO	04/08/2010	12/05/2012	1,248.00	1,093.00	155.00
5. QUALCOMM INC	07/15/2011	11/02/2012	296.00	274.00	22.00
4. QUALCOMM INC	07/15/2011	11/13/2012	249.00	219.00	30.00
12. MFC SPDR GOLD TR GOLD	11/04/2011	11/13/2012	2,007.00	1,696.00	311.00
13. SALESFORCE COM INC COM	11/18/2010	01/13/2012	1,350.00	1,448.00	-98.00
11. SALESFORCE COM INC COM	06/11/2010	01/17/2012	1,150.00	1,045.00	105.00
2. SCHLUMBERGER LTD ISIN #	02/28/2011	04/20/2012	146.00	185.00	-39.00
2. SCHLUMBERGER LTD ISIN #	02/28/2011	11/02/2012	137.00	185.00	-48.00
1. SCHLUMBERGER LTD ISIN #	02/28/2011	11/13/2012	69.00	93.00	-24.00
4. SIMON PPTY GROUP INC NE	11/03/2010	04/20/2012	601.00	399.00	202.00
1. SIMON PPTY GROUP INC NE	11/02/2010	10/12/2012	153.00	100.00	53.00
6. SIMON PPTY GROUP INC NE	09/01/2011	10/12/2012	917.00	706.00	211.00
1. SIMON PPTY GROUP INC NE	11/02/2010	11/02/2012	156.00	100.00	56.00
1. SIMON PPTY GROUP INC NE	11/02/2010	11/13/2012	152.00	100.00	52.00
18. SPECTRA ENERGY CORP CO	08/13/2008	03/01/2012	567.00	468.00	99.00
15. SPECTRA ENERGY CORP CO	11/18/2010	03/02/2012	471.00	363.00	108.00
9. SPECTRA ENERGY CORP COM	02/19/2008	03/05/2012	281.00	212.00	69.00
13. SPECTRA ENERGY CORP CO	02/19/2008	03/06/2012	403.00	306.00	97.00
14. SPECTRA ENERGY CORP CO	02/19/2008	04/20/2012	426.00	329.00	97.00

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

Schedule D-1 (Form 1041) 2012

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DREAMS FOUNDATION 23-52480

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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 5. SPECTRA ENERGY CORP COM	09/01/2011	11/02/2012	140.00	130.00	10.00
3. SPECTRA ENERGY CORP COM	09/01/2011	11/13/2012	82.00	78.00	4.00
25. THE TRAVELERS COMPANIE	11/10/2009	03/12/2012	1,442.00	1,345.00	97.00
13. US BANCORP DEL NEW	04/25/2008	04/20/2012	405.00	449.00	-44.00
7. US BANCORP DEL NEW	04/25/2008	11/02/2012	234.00	242.00	-8.00
4. US BANCORP DEL NEW	04/25/2008	11/13/2012	127.00	138.00	-11.00
5. UNITED TECHNOLOGIES COR	03/24/2003	04/20/2012	407.00	154.00	253.00
1. UNITED TECHNOLOGIES COR	09/01/2011	11/02/2012	78.00	74.00	4.00
2. UNITED TECHNOLOGIES COR	09/01/2011	11/13/2012	155.00	147.00	8.00
10. UNITEDHEALTH GROUP INC	11/18/2010	04/20/2012	595.00	357.00	238.00
7. UNITEDHEALTH GROUP INC	12/15/2009	04/26/2012	405.00	219.00	186.00
3. UNITEDHEALTH GROUP INC	12/15/2009	04/27/2012	174.00	94.00	80.00
16. UNITEDHEALTH GROUP INC	12/15/2009	06/20/2012	954.00	500.00	454.00
4. UNITEDHEALTH GROUP INC	12/15/2009	06/21/2012	238.00	125.00	113.00
2. UNITEDHEALTH GROUP INC	09/01/2011	11/02/2012	112.00	95.00	17.00
2. UNITEDHEALTH GROUP INC	09/01/2011	11/13/2012	105.00	95.00	10.00
2. V F CORP	04/28/2011	11/02/2012	316.00	215.00	101.00
1. V F CORP	04/28/2011	11/13/2012	158.00	108.00	50.00
3. VERIZON COMMUNICATIONS	09/28/2011	11/02/2012	133.00	111.00	22.00
2. VERIZON COMMUNICATIONS	09/28/2011	11/13/2012	86.00	74.00	12.00
30. WAL MART STORES INC	10/06/2008	08/01/2012	2,224.00	1,712.00	512.00
5. WELLS FARGO & CO NEW	02/17/2011	04/20/2012	166.00	165.00	1.00
16. WELLS FARGO & CO NEW	12/03/2010	04/20/2012	531.00	480.00	51.00
5. WELLS FARGO & CO NEW	09/01/2011	11/02/2012	170.00	128.00	42.00
4. WELLS FARGO & CO NEW	12/03/2010	11/02/2012	136.00	115.00	21.00

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

Schedule D-1 (Form 1041) 2012

Reporting

31 DEC 12

Account number 2325444

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Equity funds								
Emerging Markets Region - USD								
MFB NORTHN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162582								
8,695 650		11 87	0 00	103,217 36	100,000 00	3,217 36	0 00	3,217 36
Total USD			0 00	103,217 36	100,000 00	3,217 36	0 00	3,217 36
Total Emerging Markets Region								
103,217 36			0 00	103,217 36	100,000 00	3,217 36	0 00	3,217 36
Global Region - USD								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407								
800 000		35 62	294 32	28,496 00	27,767 68	728 32	0 00	728 32
Total USD			294 32	28,496 00	27,767 68	728 32	0 00	728 32
Total Global Region								
28,496 00			294 32	28,496 00	27,767 68	728 32	0 00	728 32
International Region - USD								
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209								
13,157 900		10 34	0 00	136,052 68	135,000 00	1,052 68	0 00	1,052 68
Total USD			0 00	136,052 68	135,000 00	1,052 68	0 00	1,052 68
Total International Region								
136,052 68			0 00	136,052 68	135,000 00	1,052 68	0 00	1,052 68
United States - USD								
MFB NORTHN FDS STK INDEX FD CUSIP 665162772								
20,536 220		17 68	0 00	363,080 37	360,000 00	3,080 37	0 00	3,080 37
MFB NORTHN MID CAP INDEX FD CUSIP 665130100								
2,757 880		13 20	0 00	36,404 01	36,810 35	-406 34	0 00	-406 34

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 29 Apr 13 B003

Reporting

31 DEC 12

Account number 2325444

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equity Securities								
Equity funds								
United States - USD								
MFO DFA US SMALL CAP PORTFOLIO DFA_C		22.67	0.00	36,876.15	37,853.98	-977.83	0.00	-977.83
Total USD			0.00	436,360.53	434,664.33	1,696.20	0.00	1,696.20
Total United States			0.00	436,360.53	434,664.33	1,696.20	0.00	1,696.20
Total Equity Funds			294.32	704,126.57	697,432.01	6,694.56	0.00	6,694.56
Total Equity Securities			294.32	704,126.57	697,432.01	6,694.56	0.00	6,694.56

Fixed Income Securities

Corporate/government								
United States - USD								
MFB NORTHERN FDS FIXED INCOME FD Issue Date 25-Aug-08		10.63	0.00	249,457.50	255,192.28	-5,734.78	0.00	-5,734.78
MFB NORTHERN HI YIELD FXD INC FD Issue Date 25-Aug-08		7.55	0.00	75,600.79	75,000.00	600.79	0.00	600.79
Total USD			0.00	325,058.29	330,192.28	-5,133.99	0.00	-5,133.99
Total United States			0.00	325,058.29	330,192.28	-5,133.99	0.00	-5,133.99

Northern Trust

*Generated by Northern Trust from reviewed periodic data on 29 Apr 13 B003

Reporting

31 DEC 12

Account number 2325444

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income Securities								
Total Corporate/Government								
33,480.660			0.00	325,058.29	330,192.28	-5,133.99	0.00	-5,133.99
Other bonds								
United States - USD								
MFC ISHARES TR BARCLAYS 1-3 YR CR BD FD CUSIP 464288646		105.48	656.11	506,304.00	505,967.04	336.96	0.00	336.96
Issue Date 05 Dec 08								
Total USD								
			656.11	506,304.00	505,967.04	336.96	0.00	336.96
Total United States								
			656.11	506,304.00	505,967.04	336.96	0.00	336.96
Total Other Bonds								
4,800.000			656.11	506,304.00	505,967.04	336.96	0.00	336.96
Total Fixed Income Securities								
38,280.660			656.11	831,362.29	836,159.32	-4,797.03	0.00	-4,797.03

Real Estate

Real estate funds

United States - USD

MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541

2,976.850		9.23	0.00	27,476.32	27,000.00	476.32	0.00	476.32
Total USD								
			0.00	27,476.32	27,000.00	476.32	0.00	476.32
Total United States								
			0.00	27,476.32	27,000.00	476.32	0.00	476.32
Total Real Estate Funds								
2,976.850			0.00	27,476.32	27,000.00	476.32	0.00	476.32

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Account number 2325444

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Total Real Estate			27,476.32	27,000.00	476.32	0.00	476.32
2,976,850		0.00					

Commodities

Commodities

Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107	162.01	0.00	32,402.00	32,868.00	-466.00	0.00	-466.00
Total USD			32,402.00	32,868.00	-466.00	0.00	-466.00
Total Global Region			32,402.00	32,868.00	-466.00	0.00	-466.00
Total Commodities			32,402.00	32,868.00	-466.00	0.00	-466.00
200,000		0.00					
Total Commodities			32,402.00	32,868.00	-466.00	0.00	-466.00

Cash and Short Term Investments

Short term

USD - United States dollar	1.00	3.75	50,796.51	50,796.51	0.00	0.00	0.00
Total short term - all currencies			50,796.51	50,796.51	0.00	0.00	0.00
Total short term - all countries			50,796.51	50,796.51	0.00	0.00	0.00
Total Short Term			50,796.51	50,796.51	0.00	0.00	0.00
50,796.510		3.75					

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Total Cash and Short Term Investments							
50,796.510		3.75	50,796.51	50,796.51	0.00	0.00	0.00
Total		954.18	1,646,163.69	1,644,255.84	1,907.85	0.00	1,907.85

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, 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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