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: BERTHA LEBUS CHARITABLE TRUST 02-60835

A Employer identification number: 95-6022085

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

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

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

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,341,483.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	105,510.	105,510.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	134,714.			
	b Gross sales price for all assets on line 6a 1,122,738.				
	7 Capital gain net income (from Part IV, line 2)		134,714.		
	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)	-7,490.			STMT 2
	12 **Total.** Add lines 1 through 11	232,734.	240,224.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	69,847.	62,863.		6,985.
	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	4,661.	2,311.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 5	10.			10.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	76,518.	66,174.	NONE	7,995.
	25 Contributions, gifts, grants paid	222,280.			222,280.
	26 **Total expenses and disbursements.** Add lines 24 and 25	298,798.	66,174.	NONE	230,275.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-66,064.			
	b **Net investment income** (if negative, enter -0-)		174,050.		
	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	141,811.	95,681.	95,681.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 6	2,205,032.	2,153,289.	2,628,009.
	c	Investments - corporate bonds (attach schedule) STMT 7	1,147,246.	1,046,182.	1,099,662.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	262,703.	400,219.	518,131.
	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)	3,756,792.	3,695,371.	4,341,483.
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	3,756,792.	3,695,371.	
	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)	3,756,792.	3,695,371.	
	31	Total liabilities and net assets/fund balances (see instructions)	3,756,792.	3,695,371.	

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	3,756,792.
2	Enter amount from Part I, line 27a	2	-66,064.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	4,643.
4	Add lines 1, 2, and 3	4	3,695,371.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,695,371.

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	1,122,738.		988,024.	134,714.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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	
a				134,714.
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** 134,714.

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	229,227.	4,243,356.	0.054020
2010	257,785.	4,088,078.	0.063058
2009	212,425.	3,725,102.	0.057025
2008	307,724.	4,378,969.	0.070273
2007	289,800.	4,736,804.	0.061180

2	**Total** of line 1, column (d)	2	0.305556
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	0.061111
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,141,835.
5	Multiply line 4 by line 3	5	253,112.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,741.
7	Add lines 5 and 6	7	254,853.
8	Enter qualifying distributions from Part XII, line 4	8	230,275.

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	3,481.
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	3,481.
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	3,481.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 8,794.		
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	8,794.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	5,313.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 5,313. **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) ▶ CA CA			
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 ▶ NORTHERN TRUST, N.A. 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)*

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
NORTHERN TRUST, N.A. , WESTWOOD, CA	TRUSTEE 40	24,847.	-0-	-0-
JESSICA ROBBINS , LEXINGTON, KY	DIRECTOR 40	15,000.		
SALLY ANN HAGAN , KENILWORTH, IL	DIRECTOR 40	15,000.		
FRAZER D LEBUS, JR. , CYNTHIANA, KY	DIRECTOR 40	15,000.		

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	4,204,909.
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	4,204,909.
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	4,204,909.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	63,074.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,141,835.
6	**Minimum investment return.** Enter 5% of line 5	6	207,092.

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	207,092.
2a	Tax on investment income for 2012 from Part VI, line 5	2a: 3,481.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b:		
c	Add lines 2a and 2b		2c	3,481.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	203,611.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	203,611.
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	203,611.

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	230,275.
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	230,275.
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	230,275.

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				203,611.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			NONE	
b	Total for prior years: 20 10 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... 64,154.				
b	From 2008 ...... 90,702.				
c	From 2009 ...... 28,344.				
d	From 2010 ...... 56,616.				
e	From 2011 ...... 20,900.				
f	**Total** of lines 3a through e	260,716.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 230,275.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				203,611.
e	Remaining amount distributed out of corpus	26,664.			
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	287,380.			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	64,154.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	223,226.			
10	Analysis of line 9:				
a	Excess from 2008 ... 90,702.				
b	Excess from 2009 ... 28,344.				
c	Excess from 2010 ... 56,616.				
d	Excess from 2011 ... 20,900.				
e	Excess from 2012 ... 26,664.				

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*				
SEE STATEMENT 20				222,280.
Total . . . . . . ▶ **3a**				222,280.
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	105,510.	
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	134,714.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b DEFERRED INCOME			14	-7,490.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				232,734.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 232,734.

(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] | 10/18/2013 | ▶ OFFICER

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.	

JSA

2E1493 1 000

AMO759 548L 10/18/2013 10:38:11 02-60835 16

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		105,510.	105,510.
	TOTAL	105,510.	105,510.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED INCOME		-7,490.
	TOTALS	-7,490.

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
EXCISE TAX		2,350.	
FOREIGN TAXES		2,311.	2,311.
	TOTALS	4,661.	2,311.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CA FRANCHISE BOARD FEE	10.	10.
TOTALS	10.	10.

BERTHA LEBUS CHARITABLE TRUST 02-60835 95-6022085

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	2,153,289.	2,628,009.
TOTALS	2,153,289.	2,628,009.

BERTHA LEBUS CHARITABLE TRUST 02-60835 95-6022085

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	1,046,182.	1,099,662.
TOTALS	1,046,182.	1,099,662.

BERTHA LEBUS CHARITABLE TRUST 02-60835 95-6022085

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	C	400,219.	518,131.
TOTALS		400,219.	518,131.

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

RECIPIENT NAME:
PISGAH EDUCATIONAL FUND
ADDRESS:
LEXINGTON, KY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FIELD MUSEUM OF NATURAL
HISTORY
ADDRESS:
1400 SOUTH LAKE SHORE DR.
CHICAGO, IL 60605-2496
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 9,000.

RECIPIENT NAME:
NORTHWESTERN UNIVERSITY
ADDRESS:
633 CLARK ST.
EVANSTON, IL 60208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOOL OF MUSIC & MUSIC LIBRARY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

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

RECIPIENT NAME:
U.C. SAN DIEGO
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
OCEANIDS GRANT
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
UNIVERSITY OF ILLINOIS
CHICAGO
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
WFMT
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
UNIVERSITY OF KENTUCKY
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
K-FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
EPHRAIM MCDOWELL-
MARKEY CANCER CENTER
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
P
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MAYSVILLE COMMUNITY
COLLEGE
ADDRESS:
LICKING VALLEY, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
HOSPICE OF THE BLUEGRASS
ADDRESS:
CYNTHIANA, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CYNTHIANA BUILDING FUND
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ST. EDWARDS CATHOLIC SCHOOL
ADDRESS:
JEFFERSONTOWN, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
TRANSYLVANIA UNIVERSITY
ADDRESS:
300 NORTH BROADWAY
LEXINGTON, KY 40508
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

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

RECIPIENT NAME:
CYNTHIANA-HARRISON
CO. MUSEUM
ADDRESS:
CYNTHIANA, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
GOOD SHEPHERD DAY SCHOOL
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WYCC
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
DEPAUL UNIVERSITY
ADDRESS:
1 EAST JACKSON BLVD.
CHICAGO, IL 60604-2201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOOL OF MUSIC
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
LAWRENCEVILLE SCHOOL
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MCCONNELL CENTER FOR
CHILDREN'S LITERATURE
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
THE LEXINGTON SCHOOL
ADDRESS:
1050 LANE ALLEN ROAD
LEXINGTON, KY 40504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
CHICAGO BOTANIC GARDEN
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
KENTUCKY HORSE PARK
FOUNDATION
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CENTRE COLLEGE
ADDRESS:
DANVILLE, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MARCIE THOMASON SCHOLAR
ATHLETE FUND
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 780.

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

RECIPIENT NAME:
WBEZ
ADDRESS:
CHICAGO, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
HOPE LODGE OF
LEXINGTON
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CANAAN HOUSE
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 7,000.

RECIPIENT NAME:
GEORGIA SOUTHERN COLLEGE
ADDRESS:
STATESBORO, GA

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CAMP HORSIN' AROUND
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
BATTLE GROVE
CEMETERY
ADDRESS:
LEXINGTON, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

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

RECIPIENT NAME:
HARRISON MEMORIAL
HOSPITAL
ADDRESS:
CYNTHIANA, KY

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
WESTERN ILLINOIS
UNIVERSITY
ADDRESS:
MACOMB, IL

RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
HUMANE SOCIETY OF HARRISON CO
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

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

RECIPIENT NAME:
WESTERN MICHIGAN UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
NATIONAL MUSEUM OF SCOTLAND
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MIAMI UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 30,000.

TOTAL GRANTS PAID: 222,280.

STATEMENT 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							
Australia - USD							
ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108							
177 000	78 44	0 00	13,883 88	10,382 71	3,501 17	0 00	3,501 17
Total USD		0 00	13,883 88	10,382 71	3,501 17	0 00	3,501 17
Total Australia		0 00	13,883 88	10,382 71	3,501 17	0 00	3,501 17
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
409 000	57 48	0 00	23,509 32	19,273 33	4 235 99	0 00	4,235 99
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103							
238 000	37 13	0 00	8,836 94	7 943 31	893 63	0 00	893 63
AMGEN INC COM CUSIP 031162100							
215 000	86 32	0 00	18,558 80	14,484 57	4,074 23	0 00	4,074 23
APPLE INC COM STK CUSIP 037833100							
115 000	533 03	0 00	61,298 45	14,522 08	46 776 37	0 00	46,776 37
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
618 000	32 59	0 00	20,140 62	18,201 70	1,938 92	0 00	1,938 92
CHEVRON CORP COM CUSIP 166764100							
261 000	108 14	0 00	28,224 54	18,834 95	9,389 59	0 00	9,389 59
CITRIX SYS INC COM CUSIP 177376100							
159 000	65 75	0 00	10,454 25	7,579 52	2,874 73	0 00	2,874 73

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
COCA COLA CO COM CUSIP 191216100							
662 000	36 25	0 00	23,997 50	22,897 04	1,100 46	0 00	1 100 46
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
244 000	98 77	0 00	24,099 88	15,944 21	8 155 67	0 00	8,155 67
COVIDIEN PLC USD0 20(POST CONSLDTN) CUSIP G2554F113							
267 000	57 74	0 00	15,416 58	12,712 63	2,703 95	0 00	2 703 95
CVS CAREMARK CORP COM STK CUSIP 126650100							
490 000	48 35	0 00	23 691 50	21,939 45	1 752 05	0 00	1,752 05
DANAHER CORP COM CUSIP 235851102							
571 000	55 90	0 00	31 918 90	13,991 47	17,927 43	0 00	17,927 43
DOMINION RES INC VA NEW COM CUSIP 25746U109							
352 000	51 80	0 00	18,233 60	15,510 69	2,722 91	0 00	2,722 91
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
371 000	44 97	0 00	16 683 87	15,196 99	1,486 88	0 00	1,486 88
EATON CORP PLC COM USD0 50 CUSIP G29183103							
317 000	54 20	0 00	17,181 40	16,374 64	806 76	0 00	806 76
EMC CORP COM CUSIP 268648102							
1,101 000	25 30	0 00	27 855 30	22,547 94	5,307 36	0 00	5,307 36

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							
330 000	52 96	0 00	17,476 80	17,108 65	368 15	0 00	368 15
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
402 000	54 00	0 00	21,708 00	21,038 38	669 62	0 00	669 62
EXXON MOBIL CORP COM CUSIP 30231G102							
414 000	86 55	0 00	35,831 70	-2,165 71	37,997 41	0 00	37,997 41
FRKLN RES INC COM CUSIP 354613101							
163 000	125 70	0 00	20,489 10	18,769 01	1,720 09	0 00	1,720 09
GENERAL ELECTRIC CO CUSIP 369604103							
1,177 000	20 99	223 63	24,705 23	17,390 66	7 314 57	0 00	7,314 57
GOOGLE INC CL A CL A CUSIP 38259P508							
33 000	709 37	0 00	23 409 21	16,573 79	6,835 42	0 00	6,835 42
HOME DEPOT INC COM CUSIP 437076102							
557 000	61 85	0 00	34 450 45	24,900 36	9 550 09	0 00	9 550 09
INTEL CORP COM CUSIP 458140100 INTC							
608 000	20 63	0 00	12,543 04	16,860 41	-4,317 37	0 00	-4,317 37
INTERCONTINENTALEXCHANGE INC COM CUSIP 45865V100							
109 000	123 81	0 00	13,495 29	13,794 14	-298 85	0 00	-298 85

◆ 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							
120 000	191 55	0 00	22,986 00	13,796 33	9,189 67	0 00	9,189 67
JOHNSON CTL INC COM CUSIP 478366107							
389 000	30 70	0 00	11,942 30	10,429 45	1,512 85	0 00	1,512 85
JPMORGAN CHASE & CO COM CUSIP 46625H100							
726 000	43 97	0 00	31,922 22	23,129 03	8,793 19	0 00	8,793 19
MC DONALDS CORP COM CUSIP 580135101							
270 000	88 21	0 00	23,816 70	23,465 43	351 27	0 00	351 27
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
253 000	68 35	0 00	17 292 55	10,928 32	6 364 23	0 00	6,364 23
NIKE INC CL B CUSIP 654106103							
244 000	51 60	0 00	12,590 40	8,205 60	4,384 80	0 00	4,384 80
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103							
482 000	34 82	0 00	16,783 24	17 682 05	-898 81	0 00	-898 81
NOBLE ENERGY INC COM CUSIP 655044105							
121 000	101 74	0 00	12,310 54	7 560 14	4,750 40	0 00	4,750 40
NORFOLK SOUTHN CORP COM CUSIP 655844108							
262 000	61 84	0 00	16,202 08	17,597 59	-1,395 51	0 00	-1,395 51

◆ 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							
234 000	43 18	85 99	10,104 12	10,562 85	-458 73	0 00	-458 73
OMNICOM GROUP INC COM CUSIP 681919106							
351 000	49 96	0 00	17,535 96	15,931 61	1 604 35	0 00	1,604 35
ORACLE CORP COM CUSIP 68389X105 ORCL							
793 000	33 32	0 00	26,422 76	21,505 52	4,917 24	0 00	4,917 24
PFIZER INC COM CUSIP 717081103							
1,349 000	25 08	0 00	33,832 92	32,799 92	1,033 00	0 00	1,033 00
PRECISION CASTPARTS CORP COM CUSIP 740189105							
89 000	189 42	0 00	16,858 38	14 741 40	2,116 98	0 00	2,116 98
PROCTER & GAMBLE COM NPV CUSIP 742718109							
173 000	67 89	0 00	11,744 97	9,586 51	2,158 46	0 00	2,158 46
QUALCOMM INC COM CUSIP 747525103 QCOM							
513 000	62 02	0 00	31 816 26	27,005 46	4,810 80	0 00	4,810 80
SCHLUMBERGER LTD COM COM CUSIP 806857108							
227 000	69 29	62 42	15,728 83	19,335 40	-3,606 57	0 00	-3,606 57
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
507 000	27 38	0 00	13,881 66	11,520 97	2,360 69	0 00	2 360 69

◆ 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							
346 000	36 14	79 58	12,504 44	14,833 95	-2,329 51	0 00	-2,329 51
STARBUCKS CORP COM CUSIP 855244109							
366 000	53 62	0 00	19,624 92	16,605 62	3,019 30	0 00	3,019 30
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
157 000	82 01	0 00	12,875 57	8,177 71	4,697 86	0 00	4,697 86
UNITEDHEALTH GROUP INC COM CUSIP 91324P102							
356 000	54 24	0 00	19,309 44	14,237 75	5,071 69	0 00	5,071 69
US BANCORP CUSIP 902973304 USB							
635 000	31 94	123 82	20,281 90	17,061 30	3,220 60	0 00	3,220 60
V F CORP COM CUSIP 918204108							
181 000	150 97	0 00	27,325 57	19 063 59	8,261 98	0 00	8,261 98
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
273 000	43 27	0 00	11,812 71	10,121 24	1,691 47	0 00	1 691 47
WALT DISNEY CO CUSIP 254687106							
337 000	49 79	0 00	16,779 23	10,992 65	5,786 58	0 00	5,786 58
WELLS FARGO & CO NEW COM STK CUSIP 949746101							
905 000	34 18	0 00	30,932 90	24,052 06	6,880 84	0 00	6 880 84
Total USD		575 44	1,089,428 84	833,153 66	256,275 18	0 00	256,275 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							
Common stock							
Total United States		575 44	1,089,428 84	833,153 66	256,275 18	0 00	256,275 18
Total Common Stock **21,019.000**		**575.44**	**1,103,312.72**	**843,536.37**	**259,776.35**	**0.00**	**259,776.35**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
28,218 610	19 18	0 00	541,232 94	454 691 05	86,541 89	0 00	86,541 89
Total USD		0 00	541,232 94	454,691 05	86,541 89	0 00	86,541 89
Total Emerging Markets Region		0 00	541,232 94	454,691 05	86,541 89	0 00	86,541 89
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
1,204 000	35 62	442 96	42,886 48	38,370 05	4,516 43	0 00	4,516 43
Total USD		442 96	42,886 48	38,370 05	4,516 43	0 00	4,516 43
Total Global Region		442 96	42,886 48	38,370 05	4,516 43	0 00	4,516 43
International Region - USD							
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558							
65,181 440	9 56	0 00	623,134 56	547,598 45	75,536 11	0 00	75,536 11
Total USD		0 00	623,134 56	547,598 45	75,536 11	0 00	75,536 11
Total International Region		0 00	623,134 56	547,598 45	75,536 11	0 00	75,536 11
United States - USD							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
4,752 580	16 37	0 00	77,799 73	68,197 02	9,602 71	0 00	9,602 71
MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574							
12,091 470	11 89	0 00	143,767 57	117,051 12	26,716 45	0 00	26,716 45
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
7,684 710	9 74	0 00	74,849 07	72,078 19	2 770 88	0 00	2,770 88
Total USD		0 00	296,416 37	257,326 33	39,090 04	0 00	39,090 04
Total United States		0 00	296,416 37	257,326 33	39,090 04	0 00	39,090 04
Total Equity Funds **119,132.810**		**442.96**	**1,503,670 35**	**1,297,985.88**	**205,684.47**	**0.00**	**205,684.47**
Other equity							
United States - USD							
SIMON PROPERTY GROUP INC COM CUSIP 828806109							
133 000	158 09	0 00	21,025 97	11,767 13	9,258 84	0 00	9 258 84
Total USD		0 00	21,025 97	11,767 13	9,258 84	0 00	9,258 84
Total United States		0 00	21,025 97	11,767 13	9,258 84	0 00	9,258 84
Total Other Equity **133.000**		**0.00**	**21,025.97**	**11,767 13**	**9,258.84**	**0.00**	**9,258.84**
Total Equity Securities **140,284 810**		**1,018 40**	**2,628,009 04**	**2,153,289 38**	**474,719 66**	**0 00**	**474,719.66**

Portfolio Statements

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◆ 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							
GENERAL ELEC CO 5% DUE 02-01-2013 CUSIP 369604AY9							
20,000 000	100 381	416 66	20,076 20	20,471 30	-395 10	0 00	-395 10
Rate 5 00% Maturity Date 01 Feb 13							
GOLDMAN SACHS 5% DUE 10-01-2014 CUSIP 38143UAW1							
5,000 000	106 519	62 50	5,325 95	5,000 00	325 95	0 00	325 95
Issue Date 29 Sep 04 Rate 5 00% Yield to Maturity 1 071% Maturity Date 01 Oct 14							
HSBC FINANCE CORP 4 75% DUE 07-15-2013 CUSIP 441812KD5							
5,000 000	102 087	109 51	5,104 35	4,979 20	125 15	0 00	125 15
Issue Date 21 Jul 03 Rate 4 75% Yield to Maturity 0 701% Maturity Date 15 Jul 13							
MERRILL LYNCH & CO INC MEDIUM TERM NTS BTRANCHE # TR 00453 5 DUE 01-15-2015 CUSIP 59018YUW9							
5,000 000	106 8302	115 27	5,341 51	4,966 15	375 36	0 00	375 36
Issue Date 22 Nov 04 Rate 5 00% Yield to Maturity 1 393% Maturity Date 15 Jan 15							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
29,009 870	10 63	0 00	308,374 91	302,186 64	6,188 27	0 00	6,188 27
Issue Date 25 Aug 08							
MFB NORTHERN FDS ULTRA SHORT FIXED INCOME FD CUSIP 665162467							
2,543 990	10 21	0 00	25 974 13	26,023 27	-49 14	0 00	-49 14
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442							
43,455 300	10 81	0 00	469,751 79	445,609 34	24,142 45	0 00	24,142 45

◆ 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							
MORGAN STANLEY 4 75% DUE 04-01-2014 CUSIP 61748AAE6							
5,000 000	103 5475	59 37	5,177 37	4,955 60	221 77	0 00	221 77
Issue Date 30 Mar 04 Rate 4 75% Yield to Maturity 1 359% Maturity Date 01 Apr 14							
VERIZON COMMUNICATIONS INC 5 55 DUE 02-15-2016 BEO CUSIP 92343VAC8							
150,000 000	113 8737	3,145 00	170,810 55	151,414 50	19 396 05	0 00	19,396 05
Issue Date 15 Feb 06 Rate 5 55% Yield to Maturity 1 024% Maturity Date 15 Feb 16							
Total USD		3,908 31	1,015,936 76	965,606 00	50,330 76	0 00	50,330 76
Total United States		3,908 31	1,015,936 76	965,606 00	50,330 76	0 00	50,330 76
Total Corporate/Government **265,009 160**		**3,908.31**	**1,015,936.76**	**965,606.00**	***50,330.76***	***0.00***	**50,330.76**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
1,609 000	26 30	160 53	42,316 70	40,109 31	2,207 39	0 00	2,207 39
Issue Date 07 Dec 12							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
1,635 000	25 52	10 61	41,725 20	40,783 25	941 95	0 00	941 95
Issue Date 07 Dec 12							
Total USD		171 14	84,041 90	80,892 56	3,149 34	0 00	3,149 34
Total United States		171 14	84,041 90	80,892 56	3,149 34	0 00	3,149 34

◆ 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							
Total Other Bonds							
3,244.000		**171 14**	**84,041.90**	**80,892 56**	**3,149.34**	**0.00**	**3,149 34**
Total Fixed Income Securities							
268,253.160		**4,079 45**	**1,099,978.66**	**1,046,498.56**	**53,480 10**	**0.00**	**53,480.10**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
12,148 520	18 31	0 00	222,439 40	171 833 44	50 605 96	0 00	50 605 96
Total USD		0 00	222,439 40	171,833 44	50,605 96	0 00	50,605 96
Total Global Region		0 00	222,439 40	171,833 44	50,605 96	0 00	50,605 96
Total Real Estate Funds							
12,148 520		**0.00**	**222,439 40**	**171,833 44**	**50,605.96**	**0.00**	**50,605.96**
Total Real Estate							
12,148.520		**0.00**	**222,439.40**	**171,833 44**	**50,605.96**	**0.00**	**50,605 96**
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
1,565 000	162 01	0 00	253,545 65	186,200 08	67,345 57	0 00	67,345 57

Portfolio Statements

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◆ 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 USD		0 00	253,545 65	186,200 08	67,345 57	0 00	67,345 57
Total Global Region		0 00	253,545 65	186,200 08	67,345 57	0 00	67,345 57
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
6,347 300	6 64	0 00	42 146 07	42,185 29	-39 22	0 00	-39 22
Total USD		0 00	42,146 07	42,185 29	-39 22	0 00	-39 22
Total United States		0 00	42,146 07	42,185 29	-39 22	0 00	-39 22
Total Commodities **7,912.300**		**0.00**	**295,691.72**	**228,385 37**	**67,306 35**	**0.00**	**67,306.35**
Total Commodities **7,912 300**		**0.00**	**295,691.72**	**228,385.37**	**67,306.35**	**0 00**	**67,306 35**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	17 01	95,680 91	95,680 91	0 00	0 00	0 00
Total short term - all currencies		17 01	95,680 91	95,680 91	0 00	0 00	0 00
Total short term - all countries		17 01	95,680 91	95,680 91	0 00	0 00	0 00
Total Short Term **95,680 910**		**17 01**	**95,680.91**	**95,680.91**	**0 00**	**0 00**	**0 00**

Portfolio Statements

31 DEC 12

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Total Cash and Short Term Investments							
95,680.910		**17.01**	**95,680 91**	**95,680.91**	**0.00**	**0.00**	**0.00**

Adjustments To Cash

Pending trade purchases

USD - United States dollar

	1 00	0 00	-316 32	-316 32	0 00	0 00	0 00
Total pending trade purchases - all currencies		0 00	-316 32	-316 32	0 00	0 00	0 00
Total pending trade purchases - all countries		0 00	-316 32	-316 32	0 00	0 00	0 00
Total Pending trade purchases							
0.000		**0.00**	**-316.32**	**-316.32**	**0 00**	**0 00**	**0 00**
Total Adjustments To Cash							
0.000		**0.00**	**-316.32**	**-316 32**	**0 00**	**0 00**	**0.00**
Total							
524,279.700		**5,114.86**	**4,341,483.41**	**3,695,371.34**	**646,112.07**	**0.00**	**646,112.07**