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** 04/01 , **2012, and ending** 03/31, **20**13

Name of foundation ROY H. AND NATALIE C. ROBERTS FAMILY FOUNDATION 23-55525

**A** Employer identification number 65-6269008

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)* ▶ $ 35,643,391.

**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 ▶ [X] if the foundation is **not** required to attach Sch B | | | | |
| 3 | Interest on savings and temporary cash investments | | | | |
| 4 | Dividends and interest from securities | 1,007,709. | 1,007,709. | | STMT 1 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | 317,073. | | | |
| b | Gross sales price for all assets on line 6a 1,619,882 | | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | 317,073. | | |
| 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) | 928. | 928. | | STMT 2 |
| 12 | **Total.** Add lines 1 through 11 | 1,325,710. | 1,325,710. | | |
| **Operating and Administrative Expenses** 13 | Compensation of officers, directors, trustees, etc | 175,760. | | | 175,760. |
| 14 | Other employee salaries and wages | | NONE | NONE | |
| 15 | Pension plans, employee benefits | 13,446. | NONE | NONE | 13,446. |
| 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 | 85,021. | 85,021. | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see instructions) STMT 5 | 51,410. | 6,844. | | |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | 1,832. | NONE | NONE | 1,832. |
| 22 | Printing and publications | | NONE | NONE | |
| 23 | Other expenses (attach schedule) STMT 6 | 709. | 14. | | 695. |
| 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 330,178. | 92,879. | NONE | 192,733. |
| 25 | Contributions, gifts, grants paid | 1,405,500. | | | 1,405,500. |
| 26 | **Total expenses and disbursements** Add lines 24 and 25 | 1,735,678. | 92,879. | NONE | 1,598,233. |
| 27 | Subtract line 26 from line 12 | | | | |
| a | **Excess of revenue over expenses and disbursements** | -409,968. | | | |
| b | **Net investment income** (if negative, enter -0-) | | 1,232,831. | | |
| c | **Adjusted net income** (if negative, enter -0-) | | | | |

ENVELOPE POSTMARK DATE JUL 15 2013

RECEIVED JUL 22 2013 OGDEN, UT

SCANNED AUG 06 2013



9-14 7

## 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 | 199,381. | 418,912. | 418,912. |
| 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 7 | 19,930,761. | 19,412,143. | 26,348,617. |
| c | Investments - corporate bonds (attach schedule) STMT 8 | 7,528,749. | 7,409,480. | 8,073,712. |
| 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation (attach schedule) ▶ | | | |
| 12 | Investments - mortgage loans | | | |
| 13 | Investments - other (attach schedule) STMT 9 | 911,487. | 919,871. | 802,150. |
| 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) | 28,570,378. | 28,160,406. | 35,643,391. |
| **Liabilities** | | | | |
| 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ▶ ) | | | |
| 23 | **Total liabilities** (add lines 17 through 22) | | NONE | |
| **Net Assets or Fund Balances** | | | | |
| | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒** | | | |
| 27 | Capital stock, trust principal, or current funds | 28,570,378. | 28,160,406. | |
| 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) | 28,570,378. | 28,160,406. | |
| 31 | **Total liabilities and net assets/fund balances** (see instructions) | 28,570,378. | 28,160,406. | |

## 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 | 28,570,378. |
| 2 | Enter amount from Part I, line 27a | 2 | -409,968. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 28,160,410. |
| 5 | Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT DUE TO ROUNDING | 5 | 4. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 28,160,406. |

## 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 | 1,619,882. | | 1,302,809. | 317,073. |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | 317,073. |
| 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** 317,073.

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 | 1,542,025. | 32,453,041. | 0.047516 |
| 2010 | 1,378,058. | 30,946,889. | 0.044530 |
| 2009 | 1,467,327. | 28,020,149. | 0.052367 |
| 2008 | 1,770,665. | 29,500,493. | 0.060022 |
| 2007 | 1,814,141. | 37,062,990. | 0.048948 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.253383 |
| 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 | 0.050677 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 33,528,335. |
| 5 | Multiply line 4 by line 3 | 5 | 1,699,115. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 12,328. |
| 7 | Add lines 5 and 6 | 7 | 1,711,443. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 1,598,233. |

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 | 24,657. |
| 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 | 24,657. |
| 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 | 24,657. |
| 6 | Credits/Payments | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . 6a 23,075. | | |
| 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 | 23,075. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached . . . | 8 | |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . ▶ | 9 | 1,582. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . ▶ | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶ | 11 | |

## Part VII-A Statements Regarding Activities

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| | Website address ▶ N/A | | | |
| 14 | The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no ▶ (312)630-6000 | | | |
| | Located at ▶ P.O. BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 | | | |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | X |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ | | | |

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) ☐ Yes ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions ) | 2b | | X |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )* | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | | X |

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

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| JOHN H. ROBERTS<br>27583 RIVERBANK DRIVE, BONITA SPRINGS, FL 34134 | PRESIDENT<br>13 | 43,940 | -0- | -0- |
| ANNE W. ROBERTS<br>27583 RIVERBANK DRIVE, BONITA SPRINGS, FL 34134 | VICE PRESIDENT<br>13 | 43,940 | | |
| REBECCA ROBERTS<br>108 GALER ST., SEATTLE, WA 98109 | SECRETARY<br>13 | 43,940 | | |
| DAVID ROBERTS<br>803 FOREST HILL DR, GREENSBORO, NC 27410 | TREASURER<br>13 | 43,940. | | |

**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 |
|---|---|---|
| THE NORTHERN TRUST COMPANY<br>NAPLES, FL 34103 | INVESTMENT ADVISORY | 85,021 |
| | | |
| | | |
| | | |
| | | |
| **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<br>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 | 34,038,919. |
| 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 | 34,038,919. |
| 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 | 34,038,919. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 510,584. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 33,528,335. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,676,417. |

**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 | 1,676,417. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 24,657. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 24,657. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 1,651,760. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | NONE |
| 5 | Add lines 3 and 4 | | | 5 | 1,651,760. |
| 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 | 1,651,760. |

**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 | 1,598,233. |
| 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 | 1,598,233. |
| 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 | 1,598,233. |

**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 | | | | | 1,651,760. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | | |
| a Enter amount for 2011 only | | | | 1,564,514. | |
| b Total for prior years 20____,20____,20____ | | | NONE | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | | |
| a From 2007 | NONE | | | | |
| b From 2008 | NONE | | | | |
| c From 2009 | NONE | | | | |
| d From 2010 | NONE | | | | |
| e From 2011 | NONE | | | | |
| f **Total** of lines 3a through e | | NONE | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4. ▶ $ 1,598,233. | | | | | |
| a Applied to 2011, but not more than line 2a | | | | 1,564,514. | |
| 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 | | | | | 33,719. |
| 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 | | | | | 1,618,041. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | NONE | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | NONE | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | | NONE | | | |
| 10 Analysis of line 9: | | | | | |
| a Excess from 2008 | NONE | | | | |
| b Excess from 2009 | NONE | | | | |
| c Excess from 2010 | NONE | | | | |
| d Excess from 2011 | NONE | | | | |
| e Excess from 2012 | NONE | | | | |

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

## Part XV Supplementary Information (continued)

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

| Recipient<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| VARIOUS-SEE ATTACHED<br>VARIOUS-SEE ATTACHED . FL | N/A | PUBLIC CHA | GENERAL | 1,405,500. |
| **Total** . . . . . . . . ▶ 3a | | | | 1,405,500. |
| **b** *Approved for future payment* | | | | |
| **Total** . . . . . . . . ▶ 3b | | | | |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 1,007,709. | |
| 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 | 317,073. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b FOREIGN TAX REFUND | | | 14 | 928. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 1,325,710. | |

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 1,325,710.

(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

David J. Roberts | 6/24/13 | TREASURER

Signature of officer or trustee | Date | Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| YUERU GU | | 06/03/2013 | | |
| Firm's name ▶ THE NORTHERN TRUST COMPANY | | | Firm's EIN ▶ | |
| Firm's address ▶ P.O. BOX 803878 CHICAGO, IL 60680 | | | Phone no 312-630-6000 | |

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

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| DIVIDENDS AND INTEREST | | 1,007,709. | 1,007,709. |
| | TOTAL | 1,007,709. | 1,007,709. |

FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FOREIGN TAX REFUND | 928. | 928. |
| TOTALS | 928. | 928. |

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 - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| NORTHERN INVESTMENT ADVISROY F | 85,021. | 85,021. |
| TOTALS | 85,021. | 85,021. |

## FORM 990PF, PART I - TAXES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| PRIOR YEAR TAX | 21,491. | |
| ESTIMATED TAX | 23,075. | |
| FOREIGN TAX | 6,844. | 6,844. |
| TOTALS | 51,410. | 6,844. |

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| CLASS ACTION SERVICE CHARGE | 14. | 14. | |
| MEMBERSHIP FEE - ASSOCIATION O | 695. | | 695. |
| TOTALS | 709. | 14. | 695. |

## FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| SEE ATTACHED SCHEDULE | | 19,412,143. | 26,348,617. |
| | TOTALS | 19,412,143. | 26,348,617. |

FORM 990PF, PART II - CORPORATE BONDS

| DESCRIPTION | | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| SEE ATTACHED SCHEDULE | | 7,409,480. | 8,073,712. |
| | TOTALS | 7,409,480. | 8,073,712. |

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | COST/ FMV C OR F | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|---|
| SEE ATTACHMENTS | C | 919,871. | 802,150. |
| TOTALS | | 919,871. | 802,150. |

**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: ROY H. AND NATALIE C. ROBERTS FAMILY

Employer identification number: 65-6269008

**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 | -4,933. |
| **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 | -4,933. |

## 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 | | | | | 150,557. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|---|---|---|
| **b** Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | 171,449. |
| **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 | 322,006. |

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

**Part III** **Summary of Parts I and II**
**Caution:** *Read the instructions* ***before*** *completing this part.*

| | | | (1) Beneficiaries' (see instr ) | (2) Estate's or trust's | (3) Total |
|---|---|---|---|---|---|
| 13 | **Net short-term gain or (loss)** | 13 | | | -4,933. |
| 14 | **Net long-term gain or (loss):** | | | | |
| a | Total for year | 14a | | | 322,006. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | | |
| c | 28% rate gain | 14c | | | |
| 15 | **Total net gain or (loss).** Combine lines 13 and 14a ▶ | 15 | | | 317,073. |

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

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

Department of the Treasury
Internal Revenue Service

# Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: ROY H. AND NATALIE C. ROBERTS FAMILY

Employer identification number: 65-6269008

**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 12243.95 MFO DFA INVT DIME INC EMERGING MKTS CORE EQUI | 09/16/2011 | 08/14/2012 | 227,615.00 | 229,941.00 | -2,326.00 |
| 1250. PHILLIPS 66 COM | 02/02/2012 | 05/14/2012 | 39,198.00 | 41,805.00 | -2,607.00 |

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . . . . . . . . . . . . . . . . -4,933.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: ROY H. AND NATALIE C. ROBERTS FAMILY

**Employer identification number**: 65-6269008

**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 250000. ABBOTT LABS 5.875% 05-15-2016 | 10/30/2007 | 12/10/2012 | 295,235.00 | 259,760.00 | 35,475.00 |
| 250000. CONOCOPHILLIPS 4.7 10-15-2012 10-15-2012/10-14 | 09/27/2005 | 10/15/2012 | 250,000.00 | 252,125.00 | -2,125.00 |
| 250000. PITNEY BOWES INC P INC NT 5.00 DUE 03-15-2015 | 02/06/2008 | 06/27/2012 | 260,893.00 | 252,950.00 | 7,943.00 |
| 5355. WAL MART STORES INC | 05/19/2009 | 08/14/2012 | 396,384.00 | 266,228.00 | 130,156.00 |

**6b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . . . . . . . . . . . . . . . . . 171,449.00

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **Australia - USD** | | | | | | | |
| ADR BHP BILLITON LTD SPONSORED ADR CUSIP 088606108<br>BHP | | | | | | | |
| 4,500 000 | 68 43 | 0 00 | 307,935 00 | 285,595 00 | 22 340 00 | 0 00 | 22,340 00 |
| Total USD | | 0 00 | 307,935 00 | 285,595 00 | 22,340 00 | 0 00 | 22,340 00 |
| Total Australia | | 0 00 | 307,935 00 | 285,595 00 | 22,340 00 | 0 00 | 22,340 00 |
| **United States - USD** | | | | | | | |
| ABBOTT LAB COM CUSIP 002824100 | | | | | | | |
| 11,000 000 | 35 32 | 0 00 | 388,520 00 | 224 626 61 | 163,893 39 | 0 00 | 163,893 39 |
| ABBVIE INC COM USD0 01 CUSIP 00287Y109 | | | | | | | |
| 11,000 000 | 40 78 | 0 00 | 448 580 00 | 243 588 39 | 204 991 61 | 0 00 | 204,991 61 |
| AIR PROD & CHEM INC COM CUSIP 009158106 | | | | | | | |
| 4,000 000 | 87 12 | 2 840 00 | 348 480 00 | 197,320 00 | 151,160 00 | 0 00 | 151,160 00 |
| ALTERA CORP COM CUSIP 021441100 | | | | | | | |
| 9,000 000 | 35 47 | 0 00 | 319 230 00 | 162 178 20 | 157,051 80 | 0 00 | 157,051 80 |
| AMERICAN EXPRESS CO CUSIP 025816109 | | | | | | | |
| 7,535 000 | 67 46 | 0 00 | 508,311 10 | 301,314 10 | 206,997 00 | 0 00 | 206,997 00 |
| AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103 | | | | | | | |
| 5,000 000 | 41 44 | 0 00 | 207,200 00 | 167,820 00 | 39,380 00 | 0 00 | 39,380 00 |
| AMGEN INC COM CUSIP 031162100 | | | | | | | |
| 5,200 000 | 102 51 | 0 00 | 533,052 00 | 356,349 37 | 176,702 63 | 0 00 | 176,702 63 |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| APPLE INC COM STK CUSIP 037833100 | | | | | | | |
| 1,800 000 | 442 63 | 0 00 | 796 734 00 | 128,163 06 | 668,570 94 | 0 00 | 668,570 94 |
| AUTODESK INC COM CUSIP 052769106 | | | | | | | |
| 5,500 000 | 41 24 | 0 00 | 226,820 00 | 204,042 30 | 22 777 70 | 0 00 | 22,777 70 |
| AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103 | | | | | | | |
| 3,500 000 | 65 02 | 1 522 50 | 227,570 00 | 192 599 06 | 34,970 94 | 0 00 | 34 970 94 |
| BERKSHIRE HATHAWAY INC-CL B CUSIP 084670702<br>BRK–B | | | | | | | |
| 4,000 000 | 104 20 | 0 00 | 416,800 00 | 311 982 80 | 104 817 20 | 0 00 | 104 817 20 |
| BRISTOL MYERS SQUIBB CO COM CUSIP 110122108 | | | | | | | |
| 6,000 000 | 41 19 | 0 00 | 247,140 00 | 197 005 20 | 50,134 80 | 0 00 | 50,134 80 |
| CHEVRON CORP COM CUSIP 166764100<br>CVX | | | | | | | |
| 4,000 000 | 118 82 | 0 00 | 475,280 00 | 412,560 00 | 62,720 00 | 0 00 | 62,720 00 |
| CITRIX SYS INC COM CUSIP 177376100 | | | | | | | |
| 3,200 000 | 72 16 | 0 00 | 230 912 00 | 230,424 08 | 487 92 | 0 00 | 487 92 |
| COCA COLA CO COM CUSIP 191216100 | | | | | | | |
| 10,400 000 | 40 44 | 2,912 00 | 420 576 00 | 370 098 56 | 50 477 44 | 0 00 | 50,477 44 |
| CONOCOPHILLIPS COM CUSIP 20825C104 | | | | | | | |
| 2,500 000 | 60 10 | 0 00 | 150,250 00 | 132,580 40 | 17,669 60 | 0 00 | 17,669 60 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105 | | | | | | | |
| 6,000 000 | 106 11 | 0 00 | 636,660 00 | 336,007 76 | 300,652 24 | 0 00 | 300,652 24 |
| DANAHER CORP COM CUSIP 235851102 | | | | | | | |
| 9,800 000 | 62 15 | 245 00 | 609,070 00 | 235 459 78 | 373,610 22 | 0 00 | 373,610 22 |
| DOMINION RES INC VA NEW COM CUSIP 25746U109 | | | | | | | |
| 5,000 000 | 58 18 | 0 00 | 290 900 00 | 220,062 00 | 70,838 00 | 0 00 | 70,838 00 |
| EMC CORP COM CUSIP 268648102<br>EMC | | | | | | | |
| 9,000 000 | 23 89 | 0 00 | 215,010 00 | 244,665 00 | -29,655 00 | 0 00 | -29,655 00 |
| EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108 | | | | | | | |
| 3,645 000 | 57 65 | 0 00 | 210,134 25 | 150 666 97 | 59,467 28 | 0 00 | 59,467 28 |
| EXXON MOBIL CORP COM CUSIP 30231G102 | | | | | | | |
| 8,000 000 | 90 11 | 0 00 | 720,880 00 | 351,120 00 | 369,760 00 | 0 00 | 369,760 00 |
| FRKLN RES INC COM CUSIP 354613101 | | | | | | | |
| 3,000 000 | 150 81 | 870 00 | 452,430 00 | 289,836 90 | 162,593 10 | 0 00 | 162,593 10 |
| GENERAL ELECTRIC CO CUSIP 369604103<br>GE | | | | | | | |
| 25,000 000 | 23 12 | 4,750 00 | 578,000 00 | 701,089 40 | -123,089 40 | 0 00 | -123,089 40 |
| GOOGLE INC CL A CL A CUSIP 38259P508 | | | | | | | |
| 400 000 | 794 03 | 0 00 | 317,612 00 | 212,378 00 | 105,234 00 | 0 00 | 105,234 00 |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| *Equity Securities* | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| GRAINGER W W INC COM CUSIP 384802104<br>GWW | | | | | | | |
| 1,800 000 | 224 98 | 0 00 | 404 964 00 | 352,204 02 | 52,759 98 | 0 00 | 52,759 98 |
| H J HEINZ CUSIP 423074103 | | | | | | | |
| 3,500 000 | 72 27 | 1,802 50 | 252,945 00 | 179,393 20 | 73 551 80 | 0 00 | 73,551 80 |
| HOME DEPOT INC COM CUSIP 437076102 | | | | | | | |
| 4,000 000 | 69 78 | 0 00 | 279 120 00 | 198,218 00 | 80 902 00 | 0 00 | 80,902 00 |
| INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101<br>IBM | | | | | | | |
| 3,000 000 | 213 30 | 0 00 | 639 900 00 | 346,447 66 | 293,452 34 | 0 00 | 293 452 34 |
| JOHNSON & JOHNSON COM USD1 CUSIP 478160104<br>JNJ | | | | | | | |
| 5,000 000 | 81 53 | 0 00 | 407 650 00 | 284,950 00 | 122,700 00 | 0 00 | 122,700 00 |
| JOHNSON CTL INC COM CUSIP 478366107 | | | | | | | |
| 6,500 000 | 35 07 | 1,235 00 | 227 955 00 | 180,869 65 | 47 085 35 | 0 00 | 47 085 35 |
| JPMORGAN CHASE & CO COM CUSIP 46625H100<br>JPM | | | | | | | |
| 15,055 000 | 47 46 | 0 00 | 714,510 30 | 554,021 65 | 160,488 65 | 0 00 | 160,488 65 |
| MC DONALDS CORP COM CUSIP 580135101 | | | | | | | |
| 3,000 000 | 99 69 | 0 00 | 299,070 00 | 124,740 00 | 174,330 00 | 0 00 | 174,330 00 |
| MICROSOFT CORP COM CUSIP 594918104 | | | | | | | |
| 13,000 000 | 28 61 | 0 00 | 371,930 00 | 366,078 90 | 5,851 10 | 0 00 | 5,851 10 |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| *Equity Securities* | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| NATIONAL OILWELL VARCO COM STK CUSIP 637071101<br>NOV | | | | | | | |
| 2,285 000 | 70 75 | 0 00 | 161 663 75 | 109 799 46 | 51,864 29 | 0 00 | 51,864 29 |
| NIKE INC CL B CUSIP 654106103 | | | | | | | |
| 3,800 000 | 59 01 | 798 00 | 224,238 00 | 118,596 67 | 105,641 33 | 0 00 | 105,641 33 |
| NOBLE ENERGY INC COM CUSIP 655044105 | | | | | | | |
| 5,000 000 | 115 66 | 0 00 | 578,300 00 | 369,744 00 | 208,556 00 | 0 00 | 208,556 00 |
| NORFOLK SOUTHN CORP COM CUSIP 655844108 | | | | | | | |
| 4,500 000 | 77 08 | 0 00 | 346,860 00 | 326,665 35 | 20,194 65 | 0 00 | 20,194 65 |
| OMNICOM GROUP INC COM CUSIP 681919106 | | | | | | | |
| 5,000 000 | 58 90 | 2,000 00 | 294,500 00 | 231 380 50 | 63,119 50 | 0 00 | 63,119 50 |
| ORACLE CORP COM CUSIP 68389X105<br>ORCL | | | | | | | |
| 12 500 000 | 32 34 | 0 00 | 404 250 00 | 363,007 40 | 41,242 60 | 0 00 | 41,242 60 |
| PRECISION CASTPARTS CORP COM CUSIP 740189105 | | | | | | | |
| 1,000 000 | 189 62 | 30 00 | 189,620 00 | 166,607 20 | 23,012 80 | 0 00 | 23,012 80 |
| PRINCIPAL FINL GROUP INC COM STK CUSIP 74251V102 | | | | | | | |
| 8,000 000 | 34 03 | 0 00 | 272,240 00 | 254,290 40 | 17 949 60 | 0 00 | 17,949 60 |
| PROCTER & GAMBLE COM NPV CUSIP 742718109 | | | | | | | |
| 7,000 000 | 77 06 | 0 00 | 539,420 00 | 302,693 75 | 236,726 25 | 0 00 | 236,726 25 |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| **United States - USD** | | | | | | | |
| QUALCOMM INC COM CUSIP 747525103<br>QCOM | | | | | | | |
| 8,700 000 | 66 95 | 0 00 | 582 465 00 | 529,682 10 | 52 782 90 | 0 00 | 52 782 90 |
| SCHLUMBERGER LTD COM COM CUSIP 806857108 | | | | | | | |
| 3,000 000 | 74 89 | 937 50 | 224 670 00 | 279,303 80 | -54,633 80 | 0 00 | -54,633 80 |
| SPECTRA ENERGY CORP COM STK CUSIP 847560109 | | | | | | | |
| 9,000 000 | 30 75 | 0 00 | 276,750 00 | 200,813 00 | 75,937 00 | 0 00 | 75 937 00 |
| TJX COS INC COM NEW CUSIP 872540109<br>TJX | | | | | | | |
| 10,100 000 | 46 75 | 0 00 | 472,175 00 | 145 007 25 | 327,167 75 | 0 00 | 327 167 75 |
| UNITED TECHNOLOGIES CORP COM CUSIP 913017109 | | | | | | | |
| 3,000 000 | 93 43 | 0 00 | 280,290 00 | 141,811 20 | 138,478 80 | 0 00 | 138,478 80 |
| UNITEDHEALTH GROUP INC COM CUSIP 91324P102<br>UNH | | | | | | | |
| 3,800 000 | 57 21 | 0 00 | 217,398 00 | 190,339 72 | 27 058 28 | 0 00 | 27 058 28 |
| V F CORP COM CUSIP 918204108 | | | | | | | |
| 2,000 000 | 167 75 | 0 00 | 335,500 00 | 248,448 80 | 87,051 20 | 0 00 | 87,051 20 |
| VERIZON COMMUNICATIONS COM CUSIP 92343V104<br>VZ | | | | | | | |
| 6,000 000 | 49 15 | 0 00 | 294,900 00 | 195,767 06 | 99,132 94 | 0 00 | 99,132 94 |
| WELLS FARGO & CO NEW COM STK CUSIP 949746101<br>WFC | | | | | | | |
| 6,000 000 | 36 99 | 0 00 | 221,940 00 | 185,580 00 | 36,360 00 | 0 00 | 36,360 00 |
| **Total USD** | | 19,942 50 | 19,491,375 40 | 13,520,398 68 | 5,970,976 72 | 0.00 | 5,970,976.72 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Common stock** | | | | | | | |
| Total United States | | 19,942 50 | 19,491,375 40 | 13,520,398 68 | 5,970,976 72 | 0 00 | 5,970,976 72 |
| **Total Common Stock** | | | | | | | |
| **323,520.000** | | **19,942.50** | **19,799,310.40** | **13,805,993.68** | **5,993,316.72** | **0.00** | **5,993,316.72** |
| **Equity funds** | | | | | | | |
| **Emerging Markets Region - USD** | | | | | | | |
| MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483 | | | | | | | |
| 38,166 110 | 18 90 | 0 00 | 721 339 47 | 546 357 15 | 174,982 32 | 0 00 | 174,982 32 |
| MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT CUSIP 233203421 | | | | | | | |
| 54 755 680 | 20 21 | 0 00 | 1,106,612 29 | 1 028 311 63 | 78,300 66 | 0 00 | 78,300 66 |
| Total USD | | 0 00 | 1,827,951 76 | 1,574,668 78 | 253,282 98 | 0 00 | 253,282 98 |
| Total Emerging Markets Region | | 0 00 | 1,827,951 76 | 1,574,668 78 | 253,282 98 | 0 00 | 253,282 98 |
| **International Region - USD** | | | | | | | |
| MFB NORTHN INTL EQTY FD CUSIP 665162509 | | | | | | | |
| 259,806 690 | 8 55 | 0 00 | 2,221,347 20 | 1,906,981 09 | 314,366 11 | 0 00 | 314,366 11 |
| Total USD | | 0 00 | 2,221,347 20 | 1,906,981 09 | 314,366 11 | 0 00 | 314,366 11 |
| Total International Region | | 0 00 | 2,221,347 20 | 1,906,981 09 | 314,366 11 | 0 00 | 314,366 11 |
| **United States - USD** | | | | | | | |
| MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665 | | | | | | | |
| 39,895 470 | 18 39 | 0 00 | 733,677 69 | 588,001 88 | 145,675 81 | 0 00 | 145,675 81 |
| MFB NORTHERN FUNDS SMALL CAP INDEX FD CUSIP 665162723 | | | | | | | |
| 33,019 270 | 10 41 | 0 00 | 343,730 60 | 330,632 56 | 13,098 04 | 0 00 | 13,098 04 |

# Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Equity Securities*** | | | | | | | |
| **Equity funds** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFB NORTHN MID CAP INDEX FD CUSIP 665130100 | | | | | | | |
| 54,595 660 | 14 96 | 0 00 | 816,751 07 | 692,529 40 | 124,221 67 | 0 00 | 124,221 67 |
| SPDR S&P 500 ETF TRUST CUSIP 78462F103 | | | | | | | |
| 3,870 000 | 156 55 | 2,684 69 | 605,848 50 | 513,335 38 | 92,513 12 | 0 00 | 92,513 12 |
| Total USD | | 2,684 69 | 2,500,007 86 | 2,124,499 22 | 375,508 64 | 0 00 | 375,508 64 |
| Total United States | | 2,684 69 | 2,500,007 86 | 2,124,499 22 | 375,508 64 | 0 00 | 375,508 64 |
| **Total Equity Funds**<br>**484,108.880** | | **2,684.69** | **6,549,306.82** | **5,606,149.09** | **943,157.73** | **0.00** | **943,157.73** |
| **Total Equity Securities**<br>**807,628.880** | | **22,627.19** | **26,348,617.22** | **19,412,142.77** | **6,936,474.45** | **0.00** | **6,936,474.45** |
| ***Fixed Income Securities*** | | | | | | | |
| **Corporate/government** | | | | | | | |
| **United States - USD** | | | | | | | |
| CISCO SYS INC 5 5% DUE 02-22-2016 CUSIP 17275RAC6 | | | | | | | |
| 250,000 000 | 113 6466 | 1,489 58 | 284,116 50 | 250,420 00 | 33,696 50 | 0 00 | 33,696 50 |
| Issue Date 22 Feb 06 Rate 5 50% Yield to Maturity 0 611% Maturity Date 22 Feb 16 | | | | | | | |
| COCA COLA CO 5 35% DUE 11-15-2017 CUSIP 191216AK6 | | | | | | | |
| 250,000 000 | 118 5578 | 5,052 77 | 296,394 50 | 250,377 50 | 46,017 00 | 0 00 | 46,017 00 |
| Issue Date 01 Nov 07 Rate 5 35% Yield to Maturity 1 135% Maturity Date 15 Nov 17 | | | | | | | |

# Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Fixed Income Securities*** | | | | | | | |
| **Corporate/government** | | | | | | | |
| **United States - USD** | | | | | | | |
| COSTCO WHSL CORP 5 5% DUE 03-15-2017 CUSIP 22160KAC9 | | | | | | | |
| 250,000 000 | 117 3641 | 611 11 | 293,410 25 | 248,807 50 | 44 602 75 | 0 00 | 44 602 75 |
| Issue Date 20 Feb 07 Rate 5 50% Yield to Maturity 0 837% Maturity Date 15 Mar 17 | | | | | | | |
| EMERSON ELEC CO 5 125% DUE 12-01-2016 CUSIP 291011AV6 | | | | | | | |
| 250,000 000 | 114 8925 | 4,270 83 | 287,231 25 | 255,580 00 | 31,651 25 | 0 00 | 31 651 25 |
| Issue Date 06 Dec 06 Rate 5 125% Yield to Maturity 0 937% Maturity Date 01 Dec 16 | | | | | | | |
| KIMBERLY CLARK 5% DUE 08-15-2013 CUSIP 494368AX1 | | | | | | | |
| 250,000 000 | 101 681 | 1,597 22 | 254,202 50 | 252 197 50 | 2,005 00 | 0 00 | 2,005 00 |
| Issue Date 05 Aug 03 Rate 5 00% Call Date 14 Aug 13 Call Price 100 00 Yield to Maturity 0 50% Maturity Date 15 Aug 13 | | | | | | | |
| MCDONALDS CORP 5 8% DUE 10-15-2017 CUSIP 58013MEB6 | | | | | | | |
| 250,000 000 | 120 605 | 6,686 11 | 301,512 50 | 254,705 00 | 46,807 50 | 0 00 | 46 807 50 |
| Issue Date 18 Oct 07 Rate 5 80% Yield to Maturity 1 056% Maturity Date 15 Oct 17 | | | | | | | |
| METLIFE INC 5 5% DUE 06-15-2014 CUSIP 59156RAH1 | | | | | | | |
| 250,000 000 | 105 867 | 4 048 61 | 264,667 50 | 253 705 00 | 10 962 50 | 0 00 | 10,962 50 |
| Issue Date 03 Jun 04 Rate 5 50% Yield to Maturity 0 636% Maturity Date 15 Jun 14 | | | | | | | |
| MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699 | | | | | | | |
| 223,576 200 | 7 66 | 0 00 | 1,712,593 69 | 1,561,409 27 | 151 184 42 | 0 00 | 151,184 42 |
| Issue Date 25 Aug 08 | | | | | | | |
| MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841 | | | | | | | |
| 129,986 130 | 9 71 | 0 00 | 1,262,165 32 | 1,143,421 62 | 118,743 70 | 0 00 | 118,743 70 |
| Issue Date 29 Aug 08 | | | | | | | |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | Translation | Total |
|---|---|---|---|---|---|---|---|
| ***Fixed Income Securities*** | | | | | | | |
| **Corporate/government** | | | | | | | |
| **United States - USD** | | | | | | | |
| PRIN LIFE INC 5 1% DUE 04-15-2014 CUSIP 74254PAK8 | | | | | | | |
| 250,000 000 | 104 7944 | 5,879 16 | 261,986 00 | 250 315 00 | 11,671 00 | 0 00 | 11,671 00 |
| Issue Date 16 Apr 04 Rate 5 10% Yield to Maturity 0 354% Maturity Date 15 Apr 14 | | | | | | | |
| PROCTER & GAMBLE 4 95% DUE 08-15-2014 CUSIP 742718DA4 | | | | | | | |
| 250,000 000 | 106 3568 | 1,581 25 | 265 892 00 | 247,192 50 | 18,699 50 | 0 00 | 18 699 50 |
| Issue Date 10 Aug 04 Rate 4 95% Yield to Maturity 0 34% Maturity Date 15 Aug 14 | | | | | | | |
| US TSY 4 50 15FEB16 CUSIP 912828EW6 | | | | | | | |
| 500,000 000 | 111 8672 | 2,796 96 | 559,336 00 | 497,890 63 | 61,445 37 | 0 00 | 61,445 37 |
| Issue Date 15 Feb 06 Rate 4 50% Yield to Maturity 0 293% Maturity Date 15 Feb 16 | | | | | | | |
| WAL-MART STORES INC 4 55 DUE 05-01-2013 BEO CUSIP 931142BT9 | | | | | | | |
| 250,000 000 | 100 3327 | 4,739 58 | 250,831 75 | 246,437 50 | 4,394 25 | 0 00 | 4,394 25 |
| Rate 4 55% Yield to Maturity 4 449% Maturity Date 01 May 13 | | | | | | | |
| Total USD | | 38,753 18 | 6,294,339 76 | 5,712,459 02 | 581,880 74 | 0 00 | 581,880 74 |
| Total United States | | 38,753 18 | 6,294,339 76 | 5,712 459 02 | 581,880 74 | 0 00 | 581,880 74 |
| **Total Corporate/Government**<br>**3,353,562.330** | | **38,753.18** | **6,294,339.76** | **5,712,459.02** | **581,880.74** | **0.00** | **581,880.74** |
| **Other bonds** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFC ISHARES IBOXX INVT GRADE GROUP BD FD CUSIP 464287242 | | | | | | | |
| 4,415 000 | 119 90 | 0 00 | 529,358 50 | 498,572 26 | 30,786 24 | 0 00 | 30,786 24 |
| Issue Date 07 Nov 08 | | | | | | | |

## ◆ Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| ***Fixed Income Securities*** | | | | | | | |
| **Other bonds** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFC ISHARES TR BARCLAYS 1-3 YR CR BD FD CUSIP 464288646 | | | | | | | |
| 4,795 000 | 105 54 | 0 00 | 506 064 30 | 500 161 66 | 5 902 64 | 0 00 | 5 902 64 |
| Issue Date 05 Dec 08 | | | | | | | |
| MFC ISHARES TR IBOXX $ HIGH YIELD CORP BD FD CUSIP 464288513 | | | | | | | |
| 7,885 000 | 94 35 | 0 00 | 743 949 75 | 698 287 53 | 45 662 22 | 0 00 | 45 662 22 |
| Issue Date 07 Nov 08 | | | | | | | |
| Total USD | | 0 00 | 1,779,372 55 | 1,697,021 45 | 82,351 10 | 0 00 | 82,351 10 |
| Total United States | | 0 00 | 1,779,372 55 | 1,697,021 45 | 82,351 10 | 0 00 | 82,351 10 |
| **Total Other Bonds** | | | | | | | |
| **17,095.000** | | **0.00** | **1,779,372.55** | **1,697,021.45** | **82,351.10** | **0.00** | **82,351.10** |
| **Total Fixed Income Securities** | | | | | | | |
| **3,370,657.330** | | **38,753.18** | **8,073,712.31** | **7,409,480.47** | **664,231.84** | **0.00** | **664,231.84** |
| ***Commodities*** | | | | | | | |
| **Commodities** | | | | | | | |
| **United States - USD** | | | | | | | |
| MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667 | | | | | | | |
| 122,092 870 | 6 57 | 0 00 | 802 150 15 | 919,871 07 | -117,720 92 | 0 00 | -117,720 92 |
| Total USD | | 0 00 | 802,150 15 | 919,871 07 | -117,720 92 | 0 00 | -117,720 92 |
| Total United States | | 0 00 | 802,150 15 | 919,871 07 | -117,720 92 | 0 00 | -117,720 92 |

## Asset Detail - Base Currency

| Description / Asset ID<br>Investment Mgr ID<br>Shares/PAR value | Exchange rate/<br>local market price | Accrued<br>income/expense | Market Value | Cost | Unrealized gain/loss<br>Market | <br>Translation | <br>Total |
|---|---|---|---|---|---|---|---|
| *Commodities* | | | | | | | |
| **Total Commodities** | | | | | | | |
| **122,092.870** | | **0.00** | **802,150.15** | **919,871.07** | **-117,720.92** | **0.00** | **-117,720.92** |
| **Total Commodities** | | | | | | | |
| **122,092.870** | | **0.00** | **802,150.15** | **919,871.07** | **-117,720.92** | **0.00** | **-117,720.92** |
| *Cash and Short Term Investments* | | | | | | | |
| **Short term** | | | | | | | |
| USD - United States dollar | | | | | | | |
| | 1 00 | 4 76 | 418,911 72 | 418 911 72 | 0 00 | 0 00 | 0 00 |
| Total short term - all currencies | | 4 76 | 418,911 72 | 418,911 72 | 0 00 | 0 00 | 0 00 |
| Total short term - all countries | | 4 76 | 418,911 72 | 418,911 72 | 0 00 | 0 00 | 0 00 |
| **Total Short Term** | | | | | | | |
| **418,911.720** | | **4.76** | **418,911.72** | **418,911.72** | **0.00** | **0.00** | **0.00** |
| **Total Cash and Short Term Investments** | | | | | | | |
| **418,911.720** | | **4.76** | **418,911.72** | **418,911.72** | **0.00** | **0.00** | **0.00** |
| **Total** | | | | | | | |
| **4,719,290.800** | | **61,385.13** | **35,643,391.40** | **28,160,406.03** | **7,482,985.37** | **0.00** | **7,482,985.37** |

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

Robert Family Foundation
23-55525

| Date | Organization | Amount | City | State |
|---|---|---|---|---|
| 4/11/2012 | KEXP | $20,000.00 | Seattle | WA |
| 4/11/2012 | YWCA of Seattle | $20,000 00 | Seattle | WA |
| 4/11/2012 | Seattle Biomedical Research Institute | $10,000.00 | Seattle | WA |
| 4/11/2012 | 826 Seattle | $5,000.00 | Seattle | WA |
| 4/11/2012 | Richard Hugo House | $7,500.00 | Seattle | WA |
| 4/11/2012 | Literacy Source | $8,000.00 | Seattle | WA |
| 4/11/2012 | American Cancer Society | $1,000.00 | Seattle | WA |
| 6/20/2012 | CityClub | $5,000.00 | Seattle | WA |
| 6/25/2012 | Wayne State University | $50,000.00 | Detroit | MI |
| 6/29/2012 | People Helping People | $5,000.00 | New York | NY |
| 8/30/2012 | University of Michigan (School of Medicine) | $300,000 00 | Ann Arbor | MI |
| 8/16/2012 | Detroit Institute of Arts | $50,000.00 | Detroit | MI |
| 8/16/2012 | Planned Parenthood of Southeastern Michigan | $20,000.00 | Ann Arbor | MI |
| 8/16/2012 | Pewabic Pottery | $20,000.00 | Detroit | MI |
| 8/16/2012 | Greening of Detroit | $20,000.00 | Detroit | MI |
| 8/16/2012 | Grosse Pointe Unitarian Church | $9,500 00 | Grosse Pointe Farms | MI |
| 9/24/2012 | Henry Ford Medical Center | $10,000.00 | Grosse Pointe Farms | MI |
| 9/24/2012 | Beaumont Hospital - Grosse Pointe | $10,000.00 | Grosse Pointe | MI |
| 9/24/2012 | Smith College Fund | $5,000.00 | Boston | MA |
| 9/24/2012 | Grosse Pointe Academy | $5,000.00 | Grosse Pointe FArms | MI |
| 9/24/2012 | Atlas Theatre | $5,000.00 | Washington | DC |
| 9/24/2012 | Services for Older Citizens | $10,000.00 | Grosse Pointe Farms | MI |
| 9/24/2012 | WRCJ | $1,500.00 | Detroit | MI |
| 9/24/2012 | Detroit Public TV | $1,000 00 | Detroit | MI |
| 9/24/2012 | WCGU | $1,000.00 | Detroit | MI |
| 10/11/2012 | Alzheimer's Association | $1,000.00 | Detroit | MI |
| 10/11/2012 | Grosse Pointe Symphony | $1,000.00 | Grosse Pointe Farms | MI |
| 10/11/2012 | Detroit Symphony Orchestra | $1,000.00 | Detroit | MI |
| 10/11/2012 | Michigan Opera Company | $5,000.00 | Detroit | MI |
| 10/24/2012 | Neighborcare Health | $20,000.00 | Seattle | WA |
| 10/24/2012 | Planned Parenthood of Great Northwest | $20,000.00 | Seattle | WA |
| 10/24/2012 | Henry Art Gallery | $30,000.00 | Seattle | WA |
| 10/24/2012 | Farestart | $10,000.00 | Seattle | WA |
| 11/15/2012 | Naples Music Club | $5,000.00 | Naples | FL |
| 11/15/2012 | Salvation Army | $1,000.00 | Bonita Springs | FL |
| 11/15/2012 | Naples Unitarian Church | $4,000.00 | Naples | FL |
| 11/28/2012 | United Way Lee County | $1,000.00 | Bonita Springs | FL |
| 11/28/2012 | Planned Parenthood of Collier County | $10,000.00 | Naples | FL |
| 11/28/2012 | Center for the Arts of Bonita Springs | $30,000.00 | Bonita Springs | FL |
| 1/22/2013 | University of Michigan (School of Dentistry) | $300,000.00 | Ann Arbor | MI |
| 2/11/2013 | African Education Fund | $3,000.00 | Tucson | AZ |
| 1/9/2013 | African Education Fund | $2,000.00 | Tucson | AZ |
| 2/5/2013 | KEXP | $20,000.00 | Seattle | WA |
| 2/5/2013 | Henry Art Gallery | $7,500.00 | Seattle | WA |
| 2/5/2013 | Seattle Biomedical Research Institute | $5,000.00 | Seattle | WA |
| 2/11/2013 | Literacy Council Gulf Coast | $2,000.00 | Bonita Springs | FL |
| 2/11/2013 | Habitat for Humanity of Collier County | $20,000.00 | Naples | FL |
| 2/11/2013 | Grosse Pointe Library Foundation | $10,000.00 | Grosse Pointe Farms | MI |
| 2/14/2013 | Jublilee Women's Center | $5,000.00 | Seattle | WA |
| 2/22/2013 | Henry Ford Medical Center | $10,000.00 | Grosse Pointe Farms | MI |

| | | | | |
|---|---|---|---|---|
| 2/28/2013 | Opera Naples | $5,000.00 | Naples | FL |
| 2/28/2013 | Habitat for Humanity of Detroit | $25,000.00 | Detroit | MI |
| 3/5/2012 | Hillsdale College | $75,000.00 | Hillsdale | MI |
| 3/5/2012 | Arthritis Foundation | $50,000.00 | Washington | DC |
| 3/5/2012 | NARSAD | $50,000.00 | Great Neck | NY |
| 3/5/2012 | United Way of Greater Greensboro | $20,000.00 | Greensboro | NC |
| 3/5/2012 | Triad Stage | $2,500.00 | Greensboro | NC |
| 3/5/2012 | Greensboro Symphony | $2,500.00 | Greensboro | NC |
| 3/5/2012 | Greensboro Ballet | $2,500.00 | Greensboro | NC |
| 3/13/2013 | Center for the Arts of Bonita Springs | $15,000.00 | Bonita Springs | FL |
| 3/19/2013 | Center for the Arts of Bonita Springs | $35,000.00 | Bonita Springs | FL |
| | **Total** | **$1,405,500.00** | | |