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

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2012 or tax year beginning 06/01, 2012, and ending 05/31, 2013

ENVELOPE POSTMARK DATE JUN 25 2013

Name of foundation: DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

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

Room/suite: [ ]

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

Employer identification number: 59-6797711

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 1,130,546

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) \_\_\_\_\_

(Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(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 <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	33,887.	33,887.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	25,218.			
	b Gross sales price for all assets on line 6a 230,697.				
	7 Capital gain net income (from Part IV, line 2)		25,218.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	59,105.	59,105.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	5,717.	5,145.		572.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	930.	434.		
	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 4	17.	17.		
	24 Total operating and administrative expenses. Add lines 13 through 23	8,664.	6,596.	NONE	1,572.
	25 Contributions, gifts, grants paid	56,000.			56,000.
26 Total expenses and disbursements. Add lines 24 and 25	64,664.	6,596.	NONE	57,572.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-5,559.				
b Net investment income (if negative, enter -0-)		52,509.			
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 . . . . .	17,077.	12,867.	12,867.
	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 5 . . . . .	489,229.	537,503.	605,494.
	c	Investments - corporate bonds (attach schedule) . STMT 6 . . . . .	425,862.	446,544.	453,949.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans . . . . .			
	13	Investments - other (attach schedule) . . . . .	56,052.		
	14	Land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶ SEE ATTACHMENTS ) . . . . .	68,915.	54,765.	58,236.	
16	<b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .	1,057,135.	1,051,679.	1,130,546.	
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	<b>Total liabilities</b> (add lines 17 through 22) . . . . .			NONE	
Net Assets or Fund Balances	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	24	Unrestricted . . . . .			
	25	Temporarily restricted . . . . .			
	26	Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>				
	27	Capital stock, trust principal, or current funds . . . . .	1,057,135.	1,051,679.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29	Retained earnings, accumulated income, endowment, or other funds . . . . .				
30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,057,135.	1,051,679.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,057,135.	1,051,679.		

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) . . . . .	1,057,135.
2	Enter amount from Part I, line 27a . . . . .	-5,559.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT-WASH SALE	103.
4	Add lines 1, 2, and 3 . . . . .	1,051,679.
5	Decreases not included in line 2 (itemize) ▶	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	1,051,679.

**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)
<b>1a PUBLICLY TRADED SECURITIES</b>						
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
(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)			
<b>a</b> 230,697.		205,479.	25,218.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any				
<b>a</b>			25,218.			
<b>b</b>						
<b>c</b>						
<b>d</b>						
<b>e</b>						
<b>2</b> Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$				<b>2</b>	25,218.	
<b>3</b> 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				<b>3</b>		

**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	57,184.	1,062,493.	0.053821
2010	59,341.	1,093,973.	0.054244
2009	56,103.	1,079,111.	0.051990
2008	55,164.	1,058,809.	0.052100
2007	58,311.	1,251,472.	0.046594
<b>2</b> Total of line 1, column (d)			0.258749
<b>3</b> 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			0.051750
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			1,095,274.
<b>5</b> Multiply line 4 by line 3			56,680.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			525.
<b>7</b> Add lines 5 and 6			57,205.
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions.			57,572.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total tax due is 75.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political influence, tax on political expenditures, and state reporting. Includes checkboxes for 'Yes' and 'No'.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of THE NORTHERN TRUST COMPANY Telephone no (312) 630-6000
Located at PO BOX 803878, CHICAGO, IL ZIP+4 60680
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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

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

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

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

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

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

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

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

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No **5b**

Organizations relying on a current notice regarding disaster assistance check here  **5b**

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

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

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

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No **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?  Yes  No **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY 1515 RINGLING BLVD, SARASOTA, FL 34236	TRUSTEE 40	5,717.	- 0 -	- 0 -
GEORGE LENKE , WARSAW, IN	ADVISOR			
PATRICIA LENKE , WARSAW, IN	ADVISOR			

**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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,111,953.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	NONE
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,111,953.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,111,953.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	16,679.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,095,274.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	54,764.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	54,764.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	525.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	525.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	54,239.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	54,239.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	54,239.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	57,572.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	57,572.
<b>5</b>	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)	<b>5</b>	525.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	57,047.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				54,239.
<b>2</b> Undistributed income, if any, as of the end of 2012:				
<b>a</b> Enter amount for 2011 only . . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007 . . . . .		NONE		
<b>b</b> From 2008 . . . . .		NONE		
<b>c</b> From 2009 . . . . .		NONE		
<b>d</b> From 2010 . . . . .		478.		
<b>e</b> From 2011 . . . . .		4,951.		
<b>f</b> Total of lines 3a through e . . . . .	5,429.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 57,572.				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2012 distributable amount . . . . .				54,239.
<b>e</b> Remaining amount distributed out of corpus . . . . .	3,333.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	8,762.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .		NONE		
<b>c</b> 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		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				NONE
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	NONE			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	8,762.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008 . . . . .	NONE			
<b>b</b> Excess from 2009 . . . . .	NONE			
<b>c</b> Excess from 2010 . . . . .	478.			
<b>d</b> Excess from 2011 . . . . .	4,951.			
<b>e</b> Excess from 2012 . . . . .	3,333.			

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

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

**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

**Part XV** Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p><b>a Paid during the year</b></p> <p>SEE STATEMENT 13</p>				56,000.
<b>Total</b> . . . . . ▶ <b>3a</b>				56,000.
<p><b>b Approved for future payment</b></p>				
<b>Total</b> . . . . . ▶ <b>3b</b>				



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

- 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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Sign Here [Signature] 06/18/2013 VICE PRESIDENT 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 address Firm's EIN Phone no

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	33,887.	33,887.
TOTAL	33,887.	33,887.

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
-----	-----	-----
PROIR YEAR TAX	46.	
ESTIMATED TAX	450.	
FOREIGN TAX	434.	434.
	-----	-----
TOTALS	930.	434.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
CLASS ACTION CHARGE	17.	17.
TOTALS	----- 17. =====	----- 17. =====

DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

59-6797711

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

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED SCHEDULE	537,503.	605,494.
TOTALS	537,503.	605,494.

DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

59-6797711

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHED SCHEDULE	446,544.	453,949.
TOTALS	446,544.	453,949.
	=====	=====

RECIPIENT NAME:  
SAILOR CIRCUS  
ADDRESS:  
2075 BAHIA VISTA ST.  
SARASOTA, FL 34239  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
CHILDREN'S FIRST  
ADDRESS:  
1723 NORTH ORANGE AVE  
SARASOTA, FL 34234  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
EASTER SEALS SOUTHWEST FL  
ADDRESS:  
350 BRADEN AVE  
SARASOTA, FL 34243  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
G WIZ THE SCIENCE MUSEUM  
ADDRESS:  
1001 BOULEVARD OF THE ARTS  
SARASOTA, FL 34236-4807  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
BEAMAN HOME SHELTER  
ADDRESS:  
P.O. BOX 12  
WARSAW, IN 46581  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
FLORIDA CENTER FOR CHILD  
& FAMILY DEVELOPMENT  
ADDRESS:  
4620 17TH STREET  
SARASOTA, FL 34235  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
CARDINAL CENTER  
ADDRESS:  
504 NORTH BAY DRIVE  
WARSAW, IN 46580  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FOR BUILDER'S CIRCLE  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
GULF COAST HERITAGE  
ASSOCIATION, INC.  
ADDRESS:  
P.O. BOX 846  
OSPREY, FL 34229  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
HOUR OF POWER CRYSTAL  
CATHEDRAL  
ADDRESS:  
13280 CHAPMAN AVE  
GARDEN GROVE, CA 92840  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
''JUST PEACHY''  
BREAST CANCER RESEARCH  
ADDRESS:  
P.O. BOX 635  
WINONA LAKE, IN 46590  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
KOSCIUSKO COUNTY COMMUNITY  
FOUNDATION, INC.  
ADDRESS:  
102 EAST MARKET STREET  
WARSAW, IN 46580  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
''DEBORAH M. COOLEY MEMORIAL SCHOLARSHIP FUND  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:  
KOSCIUSKO COUNTY HISTORICAL  
SOCIETY  
ADDRESS:  
P.O. BOX 1071  
WARSAW, IN 46518  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FOR ''JAIL MUSEUM'' & ''POUND STORE''  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 4,000.

RECIPIENT NAME:  
MOTE MARINE  
LABORATORIES  
ADDRESS:  
1600 KEN THOMPSON PARKWAY  
SARASOTA, FL 34236  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
RINGLING SCHOOL OF ART &  
DESIGN  
ADDRESS:  
2700 NORTH TAMIAMI TRAIL  
SARASOTA, FL 34234  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:  
SALVATION ARMY-SARASOTA  
ADDRESS:  
P.O.BOX 2792  
SARASOTA, FL 34230  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
UNITED WAY OF KOSCIUSKO  
COUNTY  
ADDRESS:  
475 ANCHORAGE ROAD  
WARSAW, IN 46581  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
UNITED WAY OF SARASOTA  
ADDRESS:  
1445 SECOND STREET  
SARASOTA, FL 34236  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
WCDC  
ADDRESS:  
117 W. CENTER  
WARSAW, IN 46580  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
FOR BIBLICAL GARDEN  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
WOMENS RESOURCE CENTER  
OF SARASOTA, INC.  
ADDRESS:  
340 SOUTH TUTTLE AVE  
SARASOTA, FL 34237  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
SPARCC  
ADDRESS:  
2139 MAIN STREET  
SARASOTA, FL 34237  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 3,000.

RECIPIENT NAME:  
SALVATION ARMY-WARSAW  
ADDRESS:  
4550 SOUTH COUNTY FARM ROAD  
SARSAW, IN 46580  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL  
FOUNDATION STATUS OF RECIPIENT:  
PUBLIC CHARITY  
AMOUNT OF GRANT PAID ..... 2,000.

TOTAL GRANTS PAID: ..... 56,000.  
=====

**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](http://www.irs.gov/form1041)

OMB No 1545-0092

**2012**

Name of estate or trust: **DEBORAH M. COOLEY CHARITABLE TRUST 02-45292** Employer identification number: **59-6797711**

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)
<b>1a</b>					
<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .					<b>1b</b> 443.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .					<b>2</b>
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>3</b>
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .					<b>4</b> ( )
<b>5</b> 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 . . . . . ▶					<b>5</b> 443.

**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)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS					5,169.
<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .					<b>6b</b> 19,606.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .					<b>7</b>
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .					<b>8</b>
<b>9</b> Capital gain distributions . . . . .					<b>9</b>
<b>10</b> Gain from Form 4797, Part I . . . . .					<b>10</b>
<b>11</b> Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .					<b>11</b> ( )
<b>12</b> 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 . . . . . ▶					<b>12</b> 24,775.

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

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		443.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		24,775.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		9,194.
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . .	<b>15</b>		25,218.

**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

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

**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.

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . .	<b>18</b>		
<b>19</b>	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) . . . . .	<b>19</b>		
<b>20</b>	Add lines 18 and 19 . . . . .	<b>20</b>		
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . . .	<b>21</b>		
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . .	<b>22</b>		
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . .	<b>23</b>		
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,400 . . . . .	<b>24</b>		
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . .	<b>25</b>		
<b>26</b>	Subtract line 25 from line 24 . . . . .	<b>26</b>		
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . .	<b>27</b>		
<b>28</b>	Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . . .	<b>28</b>		
<b>29</b>	Subtract line 28 from line 27 . . . . .	<b>29</b>		
<b>30</b>	Multiply line 29 by 15% (.15) . . . . .	<b>30</b>		
<b>31</b>	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) . . . . .	<b>31</b>		
<b>32</b>	Add lines 30 and 31 . . . . .	<b>32</b>		
<b>33</b>	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) . . . . .	<b>33</b>		
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . .	<b>34</b>		

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

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

OMB No 1545-0092

**2012**

Department of the Treasury  
Internal Revenue Service

▶ 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](http://www.irs.gov/form1041)

Name of estate or trust

DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

Employer identification number

59-6797711

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3. AMERICAN WTR WKS CO INC	01/30/2012	10/24/2012	110.00	100.00	10.00
4. AMERICAN WTR WKS CO INC	01/30/2012	11/02/2012	146.00	134.00	12.00
4. AMGEN INC	01/24/2012	10/24/2012	353.00	273.00	80.00
4. AMGEN INC	01/24/2012	11/02/2012	345.00	273.00	72.00
21. AMGEN INC	01/24/2012	11/16/2012	1,767.00	1,433.00	334.00
22. AUTOMATIC DATA PROCESS	01/18/2012	09/18/2012	1,285.00	1,228.00	57.00
14. AUTOMATIC DATA PROCESS	01/13/2012	09/19/2012	821.00	767.00	54.00
9. AUTOMATIC DATA PROCESSI	01/13/2012	09/20/2012	527.00	493.00	34.00
2. BRISTOL MYERS SQUIBB CO	01/09/2013	03/14/2013	76.00	67.00	9.00
6. CVS CORP	04/27/2012	10/24/2012	277.00	270.00	7.00
7. CVS CORP	04/27/2012	11/02/2012	326.00	315.00	11.00
1. DOMINION RES INC VA NEW	01/09/2013	01/16/2013	53.00	52.00	1.00
4. EXPRESS SCRIPTS HLDG CO	06/20/2012	10/24/2012	249.00	215.00	34.00
5. EXPRESS SCRIPTS HLDG CO	06/20/2012	11/02/2012	310.00	269.00	41.00
8. H J HEINZ CO	09/01/2011	08/13/2012	441.00	419.00	22.00
2. H J HEINZ CO	09/01/2011	08/14/2012	111.00	105.00	6.00
6. HOME DEPOT INC	02/06/2012	10/24/2012	370.00	271.00	99.00
9. HOME DEPOT INC	02/06/2012	11/02/2012	558.00	407.00	151.00
6. INTEL CORP	05/07/2012	10/24/2012	129.00	167.00	-38.00
10. INTEL CORP	05/07/2012	11/02/2012	220.00	279.00	-59.00
2. INTERCONTINENTALEXCHANG	06/07/2012	11/02/2012	260.00	256.00	4.00
1. JOHNSON CONTROLS INC	01/09/2013	01/16/2013	32.00	32.00	
3. NUCOR CORP	02/06/2012	10/24/2012	121.00	135.00	-14.00
3. NUCOR CORP	02/06/2012	11/02/2012	122.00	135.00	-13.00

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

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

Schedule D-1 (Form 1041) 2012

JSA  
2F1221 2 000



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

Employer identification number

DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

59-6797711

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2. ABBOTT LABORATORIES	07/13/2007	10/24/2012	131.00	107.00	24.00
3. ABBOTT LABORATORIES	07/13/2007	11/02/2012	195.00	161.00	34.00
5. ABBOTT LABORATORIES	09/01/2011	11/16/2012	315.00	261.00	54.00
37. ABBOTT LABORATORIES	04/16/2008	11/16/2012	2,333.00	1,924.00	409.00
4. AMERICAN EXPRESS CO	07/06/2011	10/24/2012	222.00	210.00	12.00
7. AMERICAN EXPRESS CO	07/06/2011	11/02/2012	397.00	368.00	29.00
2. APPLE COMPUTER INC	09/01/2011	11/02/2012	1,153.00	765.00	388.00
30. AUTODESK, INC	05/23/2011	09/18/2012	1,002.00	1,253.00	-251.00
31. AUTODESK, INC	09/01/2011	09/19/2012	1,044.00	1,151.00	-107.00
2. BHP LTD SPONSORED ADR	01/27/2011	10/24/2012	142.00	179.00	-37.00
3. BHP LTD SPONSORED ADR	01/27/2011	11/02/2012	213.00	268.00	-55.00
6. BRISTOL MYERS SQUIBB CO	09/01/2011	10/24/2012	198.00	179.00	19.00
10. BRISTOL MYERS SQUIBB C	09/01/2011	11/02/2012	331.00	294.00	37.00
133. BRISTOL MYERS SQUIBB	11/08/2011	03/14/2013	5,085.00	3,934.00	1,151.00
3. CHEVRONTEXACO CORP	09/01/2011	10/24/2012	331.00	298.00	33.00
4. CHEVRONTEXACO CORP	09/01/2011	11/02/2012	433.00	398.00	35.00
2. CITRIX SYS INC	09/01/2011	10/24/2012	128.00	119.00	9.00
3. CITRIX SYS INC	09/01/2011	11/02/2012	188.00	179.00	9.00
7. COCA COLA CO	08/30/2011	10/24/2012	259.00	245.00	14.00
10. COCA COLA CO	08/30/2011	11/02/2012	370.00	349.00	21.00
44. CONOCOPHILLIPS	12/10/2010	10/12/2012	2,474.00	2,158.00	316.00
3. COSTCO WHSL CORP NEW	09/01/2011	10/24/2012	288.00	240.00	48.00
3. COSTCO WHSL CORP NEW	09/01/2011	11/02/2012	288.00	240.00	48.00
6. DANAHER CORP	09/01/2011	10/24/2012	315.00	288.00	27.00
9. DANAHER CORP	10/28/2011	11/02/2012	467.00	455.00	12.00

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

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Employer identification number

DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

59-6797711

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3. WALT DISNEY CO	01/27/2011	10/24/2012	153.00	119.00	34.00
5. WALT DISNEY CO	01/27/2011	11/02/2012	249.00	198.00	51.00
3. DOMINION RES INC VA NEW	09/01/2011	10/24/2012	158.00	146.00	12.00
6. DOMINION RES INC VA NEW	10/28/2011	11/02/2012	310.00	302.00	8.00
11. DOMINION RES INC VA NE	09/01/2011	01/10/2013	574.00	537.00	37.00
9. DOMINION RES INC VA NEW	09/30/2010	01/10/2013	469.00	395.00	74.00
29. DOMINION RES INC VA NE	09/30/2010	01/11/2013	1,516.00	1,271.00	245.00
10. DOMINION RES INC VA NE	09/30/2010	01/14/2013	525.00	438.00	87.00
16. DOMINION RES INC VA NE	09/30/2010	01/15/2013	838.00	701.00	137.00
1. DOMINION RES INC VA NEW	09/30/2010	01/16/2013	53.00	44.00	9.00
2. E I DU PONT DE NEMOURS	02/17/2011	10/24/2012	90.00	111.00	-21.00
4. E I DU PONT DE NEMOURS	10/28/2011	11/02/2012	176.00	203.00	-27.00
9. EMC CORP MASS	01/27/2011	10/24/2012	219.00	225.00	-6.00
14. EMC CORP MASS	10/28/2011	11/02/2012	351.00	349.00	2.00
4. EATON CORP	03/30/2011	10/24/2012	181.00	219.00	-38.00
4. EATON CORP	03/30/2011	11/02/2012	197.00	219.00	-22.00
4. EXXON MOBIL CORP	01/27/2011	10/24/2012	361.00	319.00	42.00
7. EXXON MOBIL CORP	01/27/2011	11/02/2012	632.00	559.00	73.00
14. MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES IND	09/29/2011	10/24/2012	491.00	440.00	51.00
19. MFC FLEXSHARES TR TR I TARGET DURATION TIPS INDEX	09/29/2011	10/24/2012	482.00	473.00	9.00
18. MFC FLEXSHARES TR IBOX TARGET DURATION TIPS INDEX	09/29/2011	10/24/2012	471.00	448.00	23.00
1. FRANKLIN RESOURCES INC	07/07/2011	10/24/2012	129.00	137.00	-8.00
3. FRANKLIN RESOURCES INC	07/07/2011	11/02/2012	396.00	411.00	-15.00
10. GENERAL ELECTRIC CO	01/27/2011	10/24/2012	213.00	202.00	11.00
14. GENERAL ELECTRIC CO	01/27/2011	11/02/2012	302.00	283.00	19.00

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

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Employer identification number

DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

59-6797711

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1. GOOGLE INC CL A	01/27/2011	11/02/2012	688.00	619.00	69.00
4. GOOGLE INC CL A	01/27/2011	12/05/2012	2,758.00	2,476.00	282.00
1. W W GRAINGER INC	09/01/2011	11/02/2012	201.00	151.00	50.00
10. W W GRAINGER INC	09/30/2010	12/12/2012	1,932.00	1,193.00	739.00
2. W W GRAINGER INC	09/01/2011	12/12/2012	387.00	303.00	84.00
12. H J HEINZ CO	01/27/2011	08/08/2012	663.00	576.00	87.00
16. H J HEINZ CO	09/30/2010	08/08/2012	884.00	758.00	126.00
15. H J HEINZ CO	09/30/2010	08/09/2012	827.00	711.00	116.00
15. H J HEINZ CO	09/30/2010	08/10/2012	824.00	711.00	113.00
4. H J HEINZ CO	09/30/2010	08/13/2012	220.00	189.00	31.00
1. INTL BUSINESS MACHINES	09/01/2011	10/24/2012	191.00	171.00	20.00
2. INTL BUSINESS MACHINES	09/01/2011	11/02/2012	387.00	342.00	45.00
5. INTL BUSINESS MACHINES	09/01/2011	01/16/2013	961.00	855.00	106.00
8. J P MORGAN CHASE & CO	09/01/2011	10/24/2012	333.00	295.00	38.00
11. J P MORGAN CHASE & CO	09/01/2011	11/02/2012	466.00	405.00	61.00
2. JOHNSON & JOHNSON	01/27/2011	10/24/2012	142.00	122.00	20.00
2. JOHNSON & JOHNSON	10/28/2011	11/02/2012	142.00	131.00	11.00
5. JOHNSON & JOHNSON	10/28/2011	11/16/2012	344.00	318.00	26.00
25. JOHNSON & JOHNSON	05/22/2003	11/16/2012	1,722.00	1,343.00	379.00
4. JOHNSON CONTROLS INC	02/17/2011	10/24/2012	104.00	168.00	-64.00
6. JOHNSON CONTROLS INC	10/28/2011	11/02/2012	157.00	244.00	-87.00
19. JOHNSON CONTROLS INC	10/28/2011	01/16/2013	599.00	601.00	-2.00
65. JOHNSON CONTROLS INC	06/22/2010	01/16/2013	2,049.00	1,879.00	170.00
3. MCDONALDS CORP	09/22/2011	10/24/2012	262.00	258.00	4.00
5. MCDONALDS CORP	09/22/2011	11/02/2012	434.00	429.00	5.00

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

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Employer identification number

DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

59-6797711

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2. NATIONAL-OILWELL INC	04/30/2008	10/24/2012	155.00	139.00	16.00
1. NATIONAL-OILWELL INC	01/27/2011	10/24/2012	77.00	71.00	6.00
3. NATIONAL-OILWELL INC	04/30/2008	11/02/2012	215.00	208.00	7.00
2. NIKE INC CLASS B	06/22/2010	10/24/2012	186.00	147.00	39.00
2. NIKE INC CLASS B	06/22/2010	11/02/2012	189.00	147.00	42.00
1. NOBLE ENERGY INC	09/01/2011	10/24/2012	91.00	88.00	3.00
2. NOBLE ENERGY INC	09/01/2011	11/02/2012	190.00	176.00	14.00
10. NOBLE ENERGY INC	08/05/2010	04/23/2013	1,102.00	694.00	408.00
7. NOBLE ENERGY INC	09/01/2011	04/23/2013	771.00	617.00	154.00
9. NOBLE ENERGY INC	08/05/2010	04/24/2013	1,011.00	624.00	387.00
2. NORFOLK SOUTHERN CORP	08/10/2011	10/24/2012	122.00	135.00	-13.00
4. NORFOLK SOUTHERN CORP	08/10/2011	11/02/2012	244.00	270.00	-26.00
126. MFB NORTHN FDS MULTI-GLOBAL REALESTATE FD	01/27/2011	10/24/2012	2,306.00	2,289.00	17.00
95. MFB NORTHN FDS MULTI-MGLOBAL REALESTATE FD	01/27/2011	01/24/2013	1,778.00	1,726.00	52.00
182. MFB NORTHN FDS MULTI-EMERGING MKTS EQTY FD	01/27/2011	10/24/2012	3,285.00	4,119.00	-834.00
1. MFB NORTHN FDS MULTI-MAEMERGING MKTS EQTY FD	02/05/2011	01/24/2013	19.00	23.00	-4.00
14.10526 MFB NORTHN MULTI-EQTY FD FD	01/27/2011	10/24/2012	129.00	142.00	-13.00
511.89474 MFB NORTHN MULTIINTL EQTY FD FD	01/27/2011	10/24/2012	4,679.00	5,165.00	-486.00
3. MFB NORTHN MULTI-MANAGEFD FD	02/05/2011	01/24/2013	29.00	31.00	-2.00
298. MFB NORTHN MULTI-MANA EQTY FD FD	02/05/2011	03/14/2013	2,974.00	3,008.00	-34.00
60.96429 MFB NORTHN MULTIMFD	01/27/2011	10/24/2012	584.00	635.00	-51.00
2.03571 MFB NORTHN MULTIMGF	01/27/2011	10/24/2012	20.00	21.00	-1.00
7. MFB NORTHN MULTIMGR SMA	02/05/2011	01/24/2013	72.00	73.00	-1.00
98. MFB NORTHN MULTIMGR MI	01/27/2011	10/24/2012	1,179.00	1,171.00	8.00
59. MFB NORTHN MULTIMGR MI	01/27/2011	01/24/2013	742.00	705.00	37.00

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59-6797711

**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 38. MFB NORTHN FDS SMALL C	01/27/2011	10/24/2012	600.00	563.00	37.00
980. MFB NORTHN HI YIELD F	03/01/2006	10/24/2012	7,330.00	8,241.00	-911.00
2989. MFB NORTHN HI YIELD	02/17/2011	11/02/2012	22,358.00	23,047.00	-689.00
7. MFB NORTHN HI YIELD FXD	01/27/2011	01/24/2013	54.00	52.00	2.00
990. MFB NORTHERN FDS FIXE	09/29/2011	10/24/2012	10,742.00	10,336.00	406.00
8. MFB NORTHERN FDS FIXED	11/01/2011	01/24/2013	85.00	85.00	
4. OMNICOM GROUP	12/10/2010	10/24/2012	193.00	186.00	7.00
5. OMNICOM GROUP	12/10/2010	11/02/2012	241.00	233.00	8.00
2. ORACLE CORPORATION	12/10/2010	10/24/2012	61.00	60.00	1.00
7. ORACLE CORPORATION	01/27/2011	10/24/2012	214.00	230.00	-16.00
7. ORACLE CORPORATION	12/10/2010	11/02/2012	218.00	210.00	8.00
5. ORACLE CORPORATION	10/28/2011	11/02/2012	156.00	168.00	-12.00
41. ORACLE CORPORATION	12/10/2010	04/23/2013	1,340.00	1,230.00	110.00
67.97674 PIMCO COMMODITY R STRATEGY FUND	10/01/2010	10/24/2012	468.00	555.00	-87.00
1.02326 PIMCO COMMODITY RE STRATEGY FUND	10/01/2010	10/24/2012	7.00	8.00	-1.00
1045.58 PIMCO COMMODITY RE STRATEGY FUND	10/28/2011	01/24/2013	7,047.00	8,534.00	-1,487.00
1. PRECISION CASTPARTS COR	10/21/2011	10/24/2012	163.00	168.00	-5.00
2. PRECISION CASTPARTS COR	10/25/2011	11/02/2012	346.00	344.00	2.00
11. PRINCIPAL FINANCIAL GR	01/27/2011	06/05/2012	257.00	370.00	-113.00
34. PRINCIPAL FINANCIAL GR	06/22/2010	06/05/2012	796.00	896.00	-100.00
5. PRINCIPAL FINANCIAL GRO	01/27/2011	06/05/2012	117.00	168.00	-51.00
51. PRINCIPAL FINANCIAL GR	06/22/2010	06/06/2012	1,226.00	1,343.00	-117.00
4. PROCTER & GAMBLE CO	09/01/2011	10/24/2012	273.00	254.00	19.00
5. PROCTER & GAMBLE CO	09/01/2011	11/02/2012	346.00	317.00	29.00
1. PROCTER & GAMBLE CO	09/01/2011	12/05/2012	69.00	63.00	6.00

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

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DEBORAH M. COOLEY CHARITABLE TRUST 02-45292

59-6797711

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 34. PROCTER & GAMBLE CO	03/27/2009	12/05/2012	2,358.00	1,812.00	546.00
5. QUALCOMM INC	07/15/2011	10/24/2012	290.00	274.00	16.00
8. QUALCOMM INC	07/15/2011	11/02/2012	474.00	439.00	35.00
18. MFC SPDR GOLD TR GOLD	01/27/2011	10/24/2012	2,966.00	2,312.00	654.00
196. MFC SPDR GOLD TR GOLD	11/04/2011	01/24/2013	31,692.00	26,080.00	5,612.00
113. MFC SPDR GOLD TR GOLD	01/27/2011	03/14/2013	17,371.00	14,443.00	2,928.00
2. SCHLUMBERGER LTD ISIN #	02/28/2011	10/24/2012	141.00	185.00	-44.00
4. SCHLUMBERGER LTD ISIN #	02/28/2011	11/02/2012	275.00	371.00	-96.00
11. SIMON PPTY GROUP INC N	09/01/2011	10/12/2012	1,681.00	1,295.00	386.00
1. SIMON PPTY GROUP INC NE	09/01/2011	10/24/2012	151.00	118.00	33.00
2. SIMON PPTY GROUP INC NE	12/10/2010	11/02/2012	311.00	198.00	113.00
6. SPECTRA ENERGY CORP COM	09/01/2011	10/24/2012	174.00	156.00	18.00
8. SPECTRA ENERGY CORP COM	10/28/2011	11/02/2012	224.00	235.00	-11.00
31. SPECTRA ENERGY CORP CO	10/28/2011	02/22/2013	912.00	813.00	99.00
30. SPECTRA ENERGY CORP CO	03/27/2009	02/22/2013	883.00	711.00	172.00
41. SPECTRA ENERGY CORP CO	03/27/2009	02/25/2013	1,205.00	599.00	606.00
7. SPECTRA ENERGY CORP COM	03/27/2009	02/26/2013	202.00	102.00	100.00
7. US BANCORP DEL NEW	04/30/2008	10/24/2012	233.00	241.00	-8.00
2. US BANCORP DEL NEW	04/30/2008	11/02/2012	67.00	69.00	-2.00
8. US BANCORP DEL NEW	02/17/2011	11/02/2012	267.00	227.00	40.00
2. UNITED TECHNOLOGIES COR	01/27/2011	10/24/2012	156.00	165.00	-9.00
2. UNITED TECHNOLOGIES COR	01/27/2011	11/02/2012	156.00	165.00	-9.00
23. UNITEDHEALTH GROUP INC	06/22/2010	06/20/2012	1,371.00	717.00	654.00
7. UNITEDHEALTH GROUP INC	06/22/2010	06/21/2012	417.00	218.00	199.00
3. UNITEDHEALTH GROUP INC	09/01/2011	10/24/2012	168.00	143.00	25.00

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



# Custom Reporting

Account number 0245292

31 MAY 13

Page 1 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>Australia - USD</b>								
ADR BHP BILLITON LTD SPONSORED ADR	CUSIP 088606108							
BHP		65 32	0 00	2,482 16	2,843 63	-361 47	0 00	-361 47
<b>Total USD</b>			0 00	2,482 16	2,843 63	-361 47	0 00	-361 47
<b>Total Australia</b>			0 00	2,482 16	2,843 63	-361 47	0 00	-361 47
<b>United States - USD</b>								
AMERICAN EXPRESS CO	CUSIP 025816109							
		75 71	0 00	6,813 90	4,264 91	2,548 99	0 00	2,548 99
AMERICAN WTR WKS CO INC NEW COM	CUSIP 030420103							
		39 94	14 56	2,076 88	1,739 48	337 40	0 00	337 40
AMGEN INC COM	CUSIP 031162100							
		100 53	22 09	4,724 91	3,187 40	1,537 51	0 00	1,537 51
APPLE INC COM STK	CUSIP 037833100							
		449 68	0 00	11,242 00	3,953 53	7,288 47	0 00	7,288 47
C R BARD	CUSIP 067383109							
		103 09	0 00	3,401 97	3,349 67	52 30	0 00	52 30
CHEVRON CORP COM	CUSIP 166764100							
CYX		122 75	57 00	6,996 75	4,287 60	2,709 15	0 00	2,709 15
CISCO SYSTEMS INC	CUSIP 17275R102							
		24 08	0 00	6,140 40	5,419 38	721 02	0 00	721 02

Northern Trust

\*Generated by Northern Trust from reviewed periodic data on 18 Jun 13 B003

# Custom Reporting

31 MAY 13

Account number 0245292

Page 2 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
CITRIX SYS INC COM	CUSIP 177376100	64.35	0.00	2,187.90	1,969.69	218.21	0.00	218.21
COCA COLA CO COM CUSIP 191216100								
145 000		39.99	0.00	5,798.55	5,029.48	769.07	0.00	769.07
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105								
53 000		109.67	0.00	5,812.51	3,512.46	2,300.05	0.00	2,300.05
CVS CAREMARK CORP COM STK CUSIP 126650100								
107 000		57.58	0.00	6,161.06	4,794.42	1,366.64	0.00	1,366.64
DANAHER CORP COM CUSIP 235851102								
125 000		61.82	0.00	7,727.50	4,567.99	3,159.51	0.00	3,159.51
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109								
81 000		55.79	36.45	4,518.99	3,505.92	1,013.07	0.00	1,013.07
EATON CORP PLC COM USD0 50 CUSIP G29183103								
69 000		66.06	28.98	4,558.14	3,564.20	993.94	0.00	993.94
EMC CORP COM CUSIP 268648102								
241 000		24.76	0.00	5,967.16	5,098.45	868.71	0.00	868.71
EMERSON ELECTRIC CO COM CUSIP 291011104								
72 000		57.46	29.52	4,137.12	3,735.83	401.29	0.00	401.29

Northern Trust

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# Custom Reporting

Account number 0245292

31 MAY 13

Page 3 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
EXELON CORP COM CUSIP 30161N101		31.34	35.65	3,604.10	4,240.00	-635.90	0.00	-635.90
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108								
88.000		62.12	0.00	5,466.56	4,603.31	863.25	0.00	863.25
EXXON MOBIL CORP COM CUSIP 30231G102								
91.000		90.47	57.33	8,232.77	4,308.77	3,924.00	0.00	3,924.00
FRKLN RES INC COM CUSIP 354613101								
35.000		154.81	0.00	5,418.35	4,109.82	1,308.53	0.00	1,308.53
GENERAL ELECTRIC CO CUSIP 369604103								
258.000		23.32	0.00	6,016.56	4,623.73	1,392.83	0.00	1,392.83
GILD								
45.000		54.48	0.00	2,451.60	2,465.49	-13.89	0.00	-13.89
GOOGLE INC CL A CUSIP 38259P508								
7.000		870.41	0.00	6,092.87	4,233.22	1,859.65	0.00	1,859.65
HOME DEPOT INC COM CUSIP 437076102								
122.000		78.66	0.00	9,596.52	5,492.11	4,104.41	0.00	4,104.41
INTEL CORP COM CUSIP 458140100								
133.000		24.28	29.92	3,229.24	3,674.29	-445.05	0.00	-445.05

Northern Trust

\*Generated by Northern Trust from reviewed periodic data on 18 Jun 13 B003

# Custom Reporting

Account number 0245292

31 MAY 13

Page 4 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
INTERCONTINENTALEXCHANGE INC COM	CUSIP 458665V100							
24 000	171 21	0.00	0.00	4,109 04	3 034 93	1,074 11	0.00	1,074 11
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101								
IBM								
21 000	208 02	19 95	19 95	4,368 42	3,071 58	1,296 84	0.00	1,296 84
JPMORGAN CHASE & CO COM CUSIP 46625H100								
JPM								
159 000	54 59	0.00	0.00	8,679 81	5,179 58	3,500 23	0.00	3,500 23
MC DONALDS CORP COM CUSIP 580135101								
59 000	96 57	45 43	45 43	5,697 63	5,142 15	555 48	0.00	555 48
MERCCK & CO INC NEW COM CUSIP 56933Y105								
131 000	46 70	0.00	0.00	6,117 70	5,692 27	425 43	0.00	425 43
METLIFE INC COM CUSIP 59156R108								
92 000	44 21	25 30	25 30	4,067 32	3 260 30	807 02	0.00	807 02
NATIONAL OILWELL VARCO COM STK CUSIP 637071101								
NOV								
55 000	70 30	0.00	0.00	3,866 50	3,048 44	818 06	0.00	818 06
NIKE INC CL B CUSIP 654106103								
54 000	61 66	11 34	11 34	3,329 64	2 018 76	1 310 88	0.00	1,310 88
NOBLE CORPORATION (SWITZERLAND) COM USD0 10 CUSIP H5833N103								
105 000	38 75	0.00	0.00	4,068 75	3 845 91	222 84	0.00	222 84

\*Generated by Northern Trust from reviewed periodic data on 18 Jun 13 B003

Northern Trust

# Custom Reporting

31 MAY 13

Account number 0245292

Page 5 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>									
<b>Common stock</b>									
<b>United States - USD</b>									
NORFOLK SOUTHN CORP COM	CUSIP 655844108	57 000	76 59	28 50	4,365 63	3,846 05	519 58	0 00	519 58
NUCOR CORP COM	CUSIP 670346105								
OMNICOM GROUP INC COM	CUSIP 681919106	51 000	44 51	0 00	2,270 01	2,302 17	-32 16	0 00	-32 16
ORACLE CORP COM	CUSIP 66389X105	76 000	62 13	0 00	4,721 88	3,426 60	1,295 28	0 00	1,295 28
ORCL		133 000	33 76	0 00	4,490 08	3 941 27	548 81	0 00	548 81
PFIZER INC COM	CUSIP 717081103								
PRECISION CASTPARTS CORP COM	CUSIP 740189105	296 000	27 23	71 04	8,060 08	7,206 00	854 08	0 00	854 08
PROCTER & GAMBLE COM NPV	CUSIP 742718109	19 000	213 92	0 00	4,064 48	3,108 22	956 26	0 00	956 26
QUALCOMM INC COM	CUSIP 747525103	38 000	76 76	0 00	2,916 88	1,874 80	1,042 08	0 00	1,042 08
QCOM		112 000	63 48	0 00	7,109 76	5 897 50	1 212 26	0 00	1,212 26
SCHLUMBERGER LTD COM COM	CUSIP 806657108	49 000	73 03	0 00	3,578 47	4,358 04	-779 57	0 00	-779 57

Northern Trust

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# Custom Reporting

31 MAY 13

Account number 0245292

Page 6 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr / ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>									
<b>Common stock</b>									
<b>United States - USD</b>									
ST JUDE MED INC COM	CUSIP 790849103	75 000	43 23	0 00	3,242 25	3,214 69	27 56	0 00	27 56
STARBUCKS CORP COM CUSIP 855244109									
80 000		63 07		0 00	5,045 60	3,636 37	1 409 23	0 00	1,409 23
UNITED TECHNOLOGIES CORP COM CUSIP 913017109									
34 000		94 90		18 19	3,226 60	1,608 25	1 618 35	0 00	1 618 35
UNITEDHEALTH GROUP INC COM CUSIP 91324P102									
78 000		62 63		0 00	4,885 14	3,308 87	1 576 27	0 00	1,576 27
US BANCORP CUSIP 902973304									
139 000		35 06		0 00	4,873 34	3 520 84	1,352 50	0 00	1,352 50
V F CORP COM CUSIP 918204108									
39 000		183 86		0 00	7,170 54	4 104 59	3 065 95	0 00	3,065 95
VERIZON COMMUNICATIONS COM CUSIP 92343V104									
59 000		48 48		0 00	2,860 32	2,187 18	673 14	0 00	673 14
WALT DISNEY CO CUSIP 254687106									
73 000		63 08		0 00	4 604 84	2 587 79	2 017 05	0 00	2,017 05
WELLS FARGO & CO NEW COM STK CUSIP 949746101									
198 000		40 55		59 40	8,028 90	5 179 13	2,849 77	0 00	2,849 77
<b>Total USD</b>									
				590 65	268,193 92	199 333 43	68,860 49	0 00	68,860 49

Northern Trust

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# Custom Reporting

31 MAY 13

Account number 0245292

Page 7 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
Total United States			590.65	268,193.92	199,333.43	68,860.49	0.00	68,860.49
<b>Total Common Stock</b>			<b>590.65</b>	<b>270,676.08</b>	<b>202,177.06</b>	<b>68,499.02</b>	<b>0.00</b>	<b>68,499.02</b>
<b>Equity funds</b>								
<b>Emerging Markets Region - USD</b>								
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTCS EQTY FD CUSIP 665162483								
5,415.760		18.56	0.00	100,516.50	111,608.35	-11,091.85	0.00	-11,091.85
<b>Total USD</b>			<b>0.00</b>	<b>100,516.50</b>	<b>111,608.35</b>	<b>-11,091.85</b>	<b>0.00</b>	<b>-11,091.85</b>
<b>Total Emerging Markets Region</b>			<b>0.00</b>	<b>100,516.50</b>	<b>111,608.35</b>	<b>-11,091.85</b>	<b>0.00</b>	<b>-11,091.85</b>
<b>Global Region - USD</b>								
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407								
1,531.000		33.70	0.00	51,594.70	54,727.93	-3,133.23	0.00	-3,133.23
<b>Total USD</b>			<b>0.00</b>	<b>51,594.70</b>	<b>54,727.93</b>	<b>-3,133.23</b>	<b>0.00</b>	<b>-3,133.23</b>
<b>Total Global Region</b>			<b>0.00</b>	<b>51,594.70</b>	<b>54,727.93</b>	<b>-3,133.23</b>	<b>0.00</b>	<b>-3,133.23</b>
<b>International Region - USD</b>								
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558								
11,575.960		9.97	0.00	115,412.32	113,397.75	2,014.57	0.00	2,014.57
<b>Total USD</b>			<b>0.00</b>	<b>115,412.32</b>	<b>113,397.75</b>	<b>2,014.57</b>	<b>0.00</b>	<b>2,014.57</b>
<b>Total International Region</b>			<b>0.00</b>	<b>115,412.32</b>	<b>113,397.75</b>	<b>2,014.57</b>	<b>0.00</b>	<b>2,014.57</b>
<b>United States - USD</b>								

Northern Trust

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# Custom Reporting

31 MAY 13

Account number 0245292

Page 8 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Equity Securities</b>								
<b>Equity funds</b>								
<b>United States - USD</b>								
MFB NORTHERN FUNDS SMALL CAP CORE FUND	CUSIP 665162665							
866 750	18 97	0 00	16,442.24	12,725.93	3,716.31	0.00		3,716.31
MFB NORTHERN MULTI-MANAGER MID CAP FD CUSIP 665162574								
2,207 100	13 72	0 00	30,281.41	26,012.28	4,269.13	0.00		4,269.13
MFB NORTHERN MULTI-MANAGER SMALL CAP FD CUSIP 665162566								
1 401 990	11 23	0 00	15,744.34	14,103.06	1,641.28	0.00		1,641.28
Total USD		0 00	62,467.99	52,841.27	9,626.72	0.00		9,626.72
Total United States		0 00	62,467.99	52,841.27	9,626.72	0.00		9,626.72
<b>Total Equity Funds</b>		<b>0.00</b>	<b>329,991.51</b>	<b>332,575.30</b>	<b>-2,583.79</b>	<b>0.00</b>		<b>-2,583.79</b>
22,998.560								
<b>Other equity</b>								
<b>United States - USD</b>								
SIMON PROPERTY GROUP INC COM	CUSIP 828806109							
29 000	166 44	0 00	4,826.76	2,750.76	2,076.00	0.00		2,076.00
Total USD		0 00	4,826.76	2,750.76	2,076.00	0.00		2,076.00
Total United States		0 00	4,826.76	2,750.76	2,076.00	0.00		2,076.00
<b>Total Other Equity</b>		<b>0.00</b>	<b>4,826.76</b>	<b>2,750.76</b>	<b>2,076.00</b>	<b>0.00</b>		<b>2,076.00</b>
29,000								
<b>Total Equity Securities</b>		<b>590.65</b>	<b>605,494.35</b>	<b>537,503.12</b>	<b>67,991.23</b>	<b>0.00</b>		<b>67,991.23</b>
27,751.560								

Northern Trust

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# Custom Reporting

Account number 0245292

31 MAY 13

Page 9 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Fixed Income Securities</b>								
<b>Corporate/government</b>								
<b>United States - USD</b>								
MFB NORTHERN FUNDS FIXED INCOME FD	CUSIP 665162806							
22,202 340	10 43	0 00	231,570 40	231,567 74	2 66	0 00	0 00	2 66
Issue Date 25 Aug 08								
MFB NORTHERN FUNDS ULTRA SHORT FIXED INCOME FD	CUSIP 665162467							
2,122 540	10 21	0 00	21,671 13	21,713 25	-42 12	0 00	0 00	-42 12
Issue Date 25 Aug 08								
MFB NORTHERN HI YIELD FXD INC FD	CUSIP 665162699							
18,910 410	7 71	0 00	145,799 26	138,163 02	7,636 24	0 00	0 00	7,636 24
Issue Date 25 Aug 08								
Total USD			399,040 79	391,444 01	7,596 78	0 00	0 00	7,596 78
Total United States			399,040 79	391,444 01	7,596 78	0 00	0 00	7,596 78
Total Corporate/Government			399,040.79	391,444.01	7,596.78	0.00	0.00	7,596.78
<b>Other bonds</b>								
<b>United States - USD</b>								
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD	CUSIP 339391605							
411 000	25 61	0 00	10,525 71	10,260 64	265 07	0 00	0 00	265 07
Issue Date 07 Dec 12								
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD	CUSIP 339391506							
1,764 000	25 16	0 00	44,362 24	44,838 86	-456 62	0 00	0 00	-456 62
Issue Date 07 Dec 12								

\*Generated by Northern Trust from reviewed periodic data on 18 Jun 13 B003

# Custom Reporting

Account number 0245292

31 MAY 13

Page 10 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
						Market	Translation	
<i>Fixed Income Securities</i>								
<b>Other bonds</b>								
Total USD			0.00	54,907.95	55,099.50	-191.55	0.00	-191.55
Total United States			0.00	54,907.95	55,099.50	-191.55	0.00	-191.55
<b>Total Other Bonds</b>	<b>2,175,000</b>		<b>0.00</b>	<b>54,907.95</b>	<b>55,099.50</b>	<b>-191.55</b>	<b>0.00</b>	<b>-191.55</b>
<b>Total Fixed Income Securities</b>	<b>45,410,290</b>		<b>0.00</b>	<b>453,948.74</b>	<b>446,543.51</b>	<b>7,405.23</b>	<b>0.00</b>	<b>7,405.23</b>

## *Real Estate*

### Real estate funds

#### Global Region - USD

MFBNORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475

3,104,240	18.76	0.00	58,235.54	54,765.13	3,470.41	0.00	0.00	3,470.41
<b>Total USD</b>		<b>0.00</b>	<b>58,235.54</b>	<b>54,765.13</b>	<b>3,470.41</b>	<b>0.00</b>	<b>0.00</b>	<b>3,470.41</b>
<b>Total Global Region</b>		<b>0.00</b>	<b>58,235.54</b>	<b>54,765.13</b>	<b>3,470.41</b>	<b>0.00</b>	<b>0.00</b>	<b>3,470.41</b>
<b>Total Real Estate Funds</b>	<b>3,104,240</b>	<b>0.00</b>	<b>58,235.54</b>	<b>54,765.13</b>	<b>3,470.41</b>	<b>0.00</b>	<b>0.00</b>	<b>3,470.41</b>
<b>Total Real Estate</b>	<b>3,104,240</b>	<b>0.00</b>	<b>58,235.54</b>	<b>54,765.13</b>	<b>3,470.41</b>	<b>0.00</b>	<b>0.00</b>	<b>3,470.41</b>

## *Cash and Short Term Investments*

### Short term

## Northern Trust

\*Generated by Northern Trust from reviewed periodic data on 18 Jun 13 B003

# Custom Reporting

Account number 0245292

31 MAY 13

Page 11 of 11

## ◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Cash and Short Term Investments</i>								
<b>Short term</b>								
USD - United States dollar		1.00	0.00	12,866.89	12,866.89	0.00	0.00	0.00
Total short term - all currencies								
			0.00	12,866.89	12,866.89	0.00	0.00	0.00
Total short term - all countries								
			0.00	12,866.89	12,866.89	0.00	0.00	0.00
Total Short Term								
			0.00	12,866.89	12,866.89	0.00	0.00	0.00
Total Cash and Short Term Investments								
			0.00	12,866.89	12,866.89	0.00	0.00	0.00
Total								
			590.65	1,130,545.52	1,051,678.65	78,866.87	0.00	78,866.87

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

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