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 DEC 27, 2012 **, and ending** JUN 30, 2013

Name of foundation
MERLE E & PATRICIA A BUTLER FAMILY
CHARITABLE FOUNDATION

A Employer identification number
46-1178301

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O HERZOG CREBS LLP

B Telephone number
314-231-6700

City or town, state, and ZIP code
100 N. BROADWAY, ST. LOUIS, MO 63102

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: ☒ 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)* ▶$ 9,990,778.

J Accounting method: ☒ 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))

			(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	10,000,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	104,346.	104,346.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<1,731.>			
	b	Gross sales price for all assets on line 6a 281,136.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	10,102,615.	104,346.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 2	18,876.	18,876.		0.
	17	Interest				
	18	Taxes STMT 3	1,275.	1,275.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	20,151.	20,151.		0.
	25	Contributions, gifts, grants paid	0.			0.
	26	**Total expenses and disbursements.** Add lines 24 and 25	20,151.	20,151.		0.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	10,082,464.			
	b	**Net investment income** (if negative, enter -0-)		84,195.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

			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		264,240.	264,240.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶ 700,000.			
		Less accumulated depreciation ▶		700,000.	707,945.
	12	Investments - mortgage loans			
	13	Investments - other STMT 4	0.	9,118,224.	9,018,593.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	0.	10,082,464.	9,990,778.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	10,082,464.	
	30	**Total net assets or fund balances**	0.	10,082,464.	
	31	**Total liabilities and net assets/fund balances**	0.	10,082,464.	

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	0.
2	Enter amount from Part I, line 27a	2	10,082,464.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	10,082,464.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,082,464.

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	NORTHERN TRUST SHORT-TERM CAPITAL GAINS	P	VARIOUS	VARIOUS
b	NORTHERN TRUST LONG-TERM CAPITAL GAINS		VARIOUS	VARIOUS
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	281,120.		282,867.	<1,747.>
b	16.			16.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				<1,747.>
b				16.
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 <1,731.>

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).
If (loss), enter -0- in Part I, line 8 } 3 N/A

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.) N/A

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			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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	1,684.
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	0.
3	Add lines 1 and 2		3	1,684.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,684.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	0.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	25.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,709.
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 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
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 STMT 5	10	X	

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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 ▶ HERZOG CREBS LLP Telephone no. ▶ 314-231-6700

Located at ▶ 100 N. BROADWAY, ST. LOUIS, MO ZIP+4 ▶ 63102

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 N/A

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

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

			Yes	No
	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 ☒ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ 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.) N/A	2b		
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.)* N/A	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)? ☐ 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)? N/A **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? N/A ☐ 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** No: 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? N/A **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.

(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
MERLE E. BUTLER C/O HERZOG CREBS LLP 100 N. BROADWAY, ST. LOUIS, MO 63102	TRUSTEE 1.00	0.	0.	0.
PATRICIA A. BUTLER C/O HERZOG CREBS LLP 100 N. BROADWAY, ST. LOUIS, MO 63102	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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				

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Total number of others receiving over $50,000 for professional services ▶ 0

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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12-05-12

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	8,561,453.
b	Average of monthly cash balances			1b	1,590,247.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	10,151,700.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	10,151,700.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	152,276.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	9,999,424.
6	**Minimum investment return.** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD			6	254,775.

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	254,775.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,684.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,684.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	253,091.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	253,091.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	253,091.

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	0.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	0.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0.

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.

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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					253,091.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: _____, _____, _____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009					
d From 2010					
e From 2011					
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 0.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					0.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
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			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					253,091.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010					
d Excess from 2011					
e Excess from 2012					

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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
2 a 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).)

SEE STATEMENT 6

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.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* NONE				
Total			▶ 3a	0.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	104,346.	
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	<1,731.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		102,615.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 102,615.

(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).

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
		N/A	

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
N/A		

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

5/12/2014

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
ROBERT M. JORDAN	R.M. J	5-5-14		P00171878

Firm's name ▶ RUBINBROWN LLP

Firm's EIN ▶ 43-0765316

Firm's address ▶ ONE NORTH BRENTWOOD
SAINT LOUIS, MO 63105

Phone no. (314) 290-3300

Form **990-PF** (2012)

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization
MERLE E & PATRICIA A BUTLER FAMILY
CHARITABLE FOUNDATION

Employer identification number
46-1178301

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

223451
12-21-12

Name of organization	Employer identification number
MERLE E & PATRICIA A BUTLER FAMILY CHARITABLE FOUNDATION	46-1178301

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MERLE & PATRICIA BUTLER C/O HERZOG CREBS LLP 100 N. BROADWAY, ST. LOUIS, MO 63102	$ 10,000,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

MERLE E & PATRICIA A BUTLER FAMILY
CHARITABLE FOUNDATION

Employer identification number

46-1178301

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
MERLE E & PATRICIA A BUTLER FAMILY CHARITABLE FOUNDATION	46-1178301

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once.) ▶ $__________

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ABBVIE INC COM USD0 01 (ABBV)	$41 340	129 00	$5 332 86	$4,552 34	$780 52		$206 40	3 9%	1 3%
ALEXION PHARMACEUTICALS INC COM (ALXN)	92 240	79 00	7,286 96	7,381 70	(94 74)				1 7%
AMAZON COM INC COM (AMZN)	277 690	32 00	8,886 08	8,061 90	824 18				2 1%
AMERICAN EXPRESS CO COMMON STOCK, $ 60PAR (AXP)	74 760	69 00	5,158 44	4,004 23	1,154 21		63 48	1 2%	1 2%
AMERICAN TOWER CORP (AMT)	73 170	68 00	4,975 56	5,197.68	(222 12)	18 36	73 44	1 5%	1 2%
APPLE INC COM STK (AAPL)	396 080	46 00	18,219 68	22,505 42	(4,285 74)		561 20	3 1%	4 4%
BIOGEN IDEC INC COM STK (BIIB)	215 200	39 00	8,392 80	5,871 54	2,521 26				2 0%
BOEING CO COM (BA)	102 440	54 00	5,531 76	4,056 50	1,475 26		104 76	1 9%	1 3%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	44 690	88 00	3,932 72	2,973 18	959 54		123 20	3 1%	0 9%
CELGENE CORP COM (CELG)	116 910	96 00	11,223 36	8,315 74	2,907 62				2 7%
COSTCO WHOLESALE CORP NEW COM (COST)	110 570	57 00	6,302 49	5,689 99	612 50		70 68	1 1%	1 5%
COVIDIEN PLC USD0 20(POST CONSOLIDATION) (COV)	62 840	60 00	3,770 40	3,469 78	300 62		62 40	1 7%	0 9%
CUMMINS INC (CMI)	108 460	29 00	3,145 34	3,133 90	11 44		58 00	1 8%	0 8%
DANAHER CORP COMMON STOCK $ 01 PAR (DHR)	63 300	120 00	7,596 00	6,865 76	730 24	3 00	12 00	0 2%	1 8%
DIRECTV COM (DIV)	61 620	56 00	3,450 72	2,795 12	655 60				0 8%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
DU PONT E I DE NEMOURS & CO COM STK (DD)	52 500	137 00	7,192 50	6,312 49	880 01		246 60	3 4%	1 7%
EATON CORP PLC COM USD0 50 (ETN)	65 810	84 00	5,528 04	5,072 20	455 84		141.12	2 6%	1 3%
EBAY INC COM USD0 001 (EBAY)	51 720	97 00	5,016 84	5 175 32	(158 48)				1 2%
EMC CORP COM (EMC)	23 620	115 00	2,716 30	2,870 89	(154 59)	11 50	46 00	1 7%	0 6%
ESTEE LAUDER COMPANIES INC CL A USD0 01 (EL)	65 770	88 00	5,787 76	5,271 68	516 08		63 36	1 1%	1 4%
EXPRESS SCRIPTS HLDG CO COM (ESRX)	61 690	110 00	6,785 90	5,953 02	832 88				1 6%
FACEBOOK INC CL A CL A (FB)	24 860	145 00	3,604 70	4,082 26	(477 56)				0 9%
GILEAD SCIENCES INC (GILD)	51 210	159 00	8 142 39	6,926 30	1,216 09				1 9%
GOOGLE INC CL A CL A (GOOG)	880 370	24 00	21,128 88	17 467 76	3,661 12				5 0%
GRAINGER, W W , INC , COMMON STOCK, $1 PAR (GWW)	252 180	19 00	4,791 42	3,934 91	856 51		70 68	1 5%	1 1%
HEALTH CARE REIT INC COM (HCN)	67 030	37 00	2 480 11	2,336 34	143 77		113 22	4 6%	0 6%
HOME DEPOT INC , COMMON STOCK, $ 05 PAR (HD)	77 470	96 00	7,437 12	6,216 75	1,220 37		149 76	2 0%	1 8%
INTUITIVE SURGICAL INC COM NEW STK (ISRG)	506 580	14 00	7,092 12	7,176 60	(84 48)				1 7%
LINKEDIN CORP CL A (LNKD)	178 300	21 00	3,744 30	3,791 21	(46 91)				0 9%
MASTERCARD INC CL A (MA)	574 500	21 00	12,064 50	10,512 73	1,551 77		50 40	0 4%	2 9%
MC DONALDS CORP COMMON STOCK, NO PAR (MCD)	99 000	78 00	7,722 00	7,209 78	512 22		240 24	3 1%	1 8%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
MERCK & CO INC NEW COM (MRK)	46 450	75 00	3,483.75	3,645 18	(161 43)	32 25	129 00	3 7%	0 8%
MONSANTO CO NEW COM (MON)	98 800	79 00	7,805 20	7,740 27	64 93		118 50	1 5%	1 9%
NATIONAL OILWELL VARCO COM STK (NOV)	68 900	87 00	5,994 30	5,920 61	73 69		90 48	1 5%	1 4%
NIKE INC CL B CL B (NKE)	63 680	102 00	6,495 36	5,328 36	1,167 00	21 42	85 68	1 3%	1 6%
NOBLE ENERGY INC COM (NBL)	60 040	108 00	6 484 32	5,560 60	923 72		60 48	0 9%	1 5%
PEPSICO INC COM (PEP)	81 790	106 00	8,669 74	7,405 64	1,264 10		240 62	2 8%	2 1%
PRECISION CASTPARTS CORP COM (PCP)	226 010	37 00	8,362 37	6,912 46	1 449 91	1 11	4 44	0 1%	2 0%
PRICE T ROWE GROUP INC COM (TROW)	73 150	70 00	5,120 50	5,038 28	82 22		106 40	2 1%	1 2%
PRICELINE COM INC COM NEW STK (PCLN)	827 130	10 00	8,271 30	6,418 32	1,852 98				2 0%
QUALCOMM INC COM (QCOM)	61 080	147 00	8 978 76	9,284 50	(305 74)		205 80	2 3%	2.1%
SALESFORCE COM INC COM STK (CRM)	38 180	160 00	6,108.80	6,756 85	(648 05)				1 5%
SCHLUMBERGER LTD COM COM (SLB)	71 660	87 00	6,234 42	6 206 31	28.11	27 18	108 75	1 7%	1 5%
STARBUCKS CORP COM (SBUX)	65 490	118 00	7,727 82	6,415 10	1,312 72		99 12	1 3%	1 8%
VERIZON COMMUNICATIONS COM (VZ)	50 340	180 00	9 061 20	8,071 74	989 46		370 80	4 1%	2 2%
VMWARE INC CL A COM CL A COM (VMW)	66 990	41 00	2,746 59	3,185 48	(438 89)				0 7%
WALT DISNEY CO (DIS)	63 150	134 00	8,462 10	6,880 48	1,581 62		100 50	1 2%	2 0%
WHOLE FOODS MKT INC COM (WFM)	51 480	122 00	6 280 56	5,451 96	828 60		12 20	0 2%	1 5%
YUM BRANDS INC COM (YUM)	69 340	31 00	2,149 54	2 121 37	28 17		41 54	1 9%	0 5%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Large Cap			$332,876.68	$303,528.53	$29,348.15	$114.82	$4,231.25	1.3%	79.5%
Equity Securities - Mid Cap									
BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010 (BMRN)	$55 790	69 00	$3,849 51	$3 628 27	$221 24				0 9%
CHURCH & DWIGHT INC COM (CHD)	61 710	39 00	2,406 69	2,331 53	75 16		43 68	1 8%	0 6%
CITRIX SYS INC COMMON STOCK (CTXS)	60 330	60 00	3,619 80	3,895 80	(276 00)				0 9%
DICKS SPORTING GOODS INC OC-COM (DKS)	50 060	54 00	2,703 24	2,500 37	202 87		27 00	1 0%	0 6%
DIGITAL RLTY TR INC COM (DLR)	61 000	59 00	3,599 00	4 014 67	(415 67)		184 08	5 1%	0 9%
EDWARDS LIFESCIENCES CORP COM (EW)	67 200	61 00	4,099 20	5,219.63	(1,120 43)				1 0%
HOLOGIC INC COM (HOLX)	19 300	170 00	3,281 00	3,423.90	(142 90)				0 8%
INTERCONTINENTALEXCHANGE INC COM (ICE)	177 760	30 00	5,332 80	3,910 38	1,422 42				1 3%
JACOBS ENGR GROUP INC COM (JEC)	55 130	95 00	5 237 35	5,133 18	104 17				1.3%
KANSAS CITY SOUTHN (KSU)	105 960	73 00	7,735 08	6,327 36	1,407 72	15 69	62 78	0 8%	1 8%
KLA-TENCOR CORP (KLAC)	55 730	63 00	3,510 99	3,342 39	168 60		100 80	2 9%	0 8%
MICHAEL KORS HOLDINGS LTD COM NPV (KORS)	62 020	76 00	4,713 52	3,940 06	773 46				1 1%
PANERA BREAD CO CL A (PNRA)	185 940	22 00	4,090 68	3,525 86	564 82				1 0%
RED HAT INC COM (RHT)	47 820	47 00	2 247 54	2,461 98	(214 44)				0 5%
STERICYCLE INC COM (SRCL)	110 430	58 00	6,404 94	5 435 93	969 01				1 5%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
TERADATA CORP DEL COM STK (TDC)	50 230	42 00	2 109 66	2,571 24	(461 58)				0 5%
TRACTOR SUPPLY CO COM (TSCO)	117 610	46 00	5 410 06	4,293 28	1,116 78		25 76	0 5%	1 3%
TRIMBLE NAV LTD COM (TRMB)	26 010	166 00	4,317 66	4,999 28	(681.62)				1 0%
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK (ULTA)	100 160	38 00	3 806 08	3,510 60	295 48				0 9%
VALMONT INDS INC COM (VMI)	143 090	17 00	2,432 53	2,348 54	83 99	4 25	8 84	0 4%	0 6%
Total Mid Cap			**$80,907.33**	**$76,814.25**	**$4,093 08**	**$19 94**	**$452.94**	**0.6%**	**19.3%**
Equity Securities - Small Cap									
ARUBA NETWORKS INC COM (ARUN)	$15 360	166 00	$2,549 76	$3,889 77	($1,340 01)				0 6%
Total Small Cap			**$2,549.76**	**$3,889.77**	**($1,340 01)**				**0.6%**
Equity Securities - International Developed									
ARM HLDS PLC SPONSORED ISIN US0420681068 (ARMH)	$36 180	67 00	$2,424 06	$2,671 74	($247.68)		$12 26	0.5%	0 6%
Total United Kingdom - USD			**$2,424 06**	**$2,671.74**	**($247.68)**		**$12.26**	**0 5%**	**0 6%**
Total International Developed			**$2,424.06**	**$2,671.74**	**($247 68)**		**$12.26**	**0.5%**	**0 6%**
Total Equity Securities			**$418,757 83**	**$386,904.29**	**$31,853.54**	**$134.76**	**$4,696.45**	**1.1%**	**100.0%**

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Portfolio Details *(continued)*

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND									
PRINCIPAL CASH	$1 000	6,448 47	$6,448 47	$6,448 47	$0 00				
INCOME CASH	1 000	135 55	135 55	135 55	0 00				
Total Cash			$6,584.02	$6,584 02	$0.00		$0.66	0.0%	
Total Cash and Short Term Investments			$6,584 02	$6,584 02	$0.00		$0 66	0.0%	
Net Unsettled Trades (see Activity Details)			$4,437 43	$4 437 43	$0 00				
Total Portfolio			$429,779.28	$397,925.74	$31,853.54	$134 76	$4,697.11	1.1%	
Total Accrual			$134 76						
Total Value			$429,914.04						

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
AGILENT TECHNOLOGIES INC COM (A)	$42 760	248 00	$10,604 48	$10,564 66	$39 82	$29 76	$119 04	1 1%	1 5%
ALLSTATE CORP COMMON STOCK (ALL)	48 120	273 00	13,136 76	11,560 76	1,576 00	69 75	273 00	2 1%	1 9%
AMERICAN EXPRESS CO COMMON STOCK, $ 60PAR (AXP)	74 760	262 00	19,587 12	15,285 45	4,301 67		241 04	1 2%	2 8%
AMERICAN INTERNATIONAL GROUP INC COM (AIG)	44 700	344 00	15,376 80	13,592 82	1,783 98				2 2%
APACHE CORP , COMMON STOCK $1 25 PAR (APA)	83 830	172 00	14,418 76	13,970 91	447 85		137 60	1 0%	2 0%
APPLE INC COM STK (AAPL)	396 080	40 00	15,843 20	15,916 28	(73 08)		488 00	3 1%	2 2%
AT&T INC COM (T)	35 400	616 00	21,806 40	21,243 20	563 20		1,108 80	5 1%	3 1%
BANK NEW YORK MELLON CORP COM STK (BK)	28 050	448 00	12,566 40	11,847 99	718 41		268 80	2 1%	1 8%
BAXTER INTL INC COMMON STOCK (BAX)	69 270	277 00	19,187 79	18,662 94	524 85	135 73	542 92	2 8%	2 7%
CBS CORP NEW CL B (CBS)	48 870	266 00	12,999 42	10,537 24	2,462 18	32 40	127 68	1 0%	1 8%
CHEVRON CORP COM (CVX)	118 340	227 00	26 863 18	25,325.80	1,537 38		908 00	3 4%	3 8%
CONOCOPHILLIPS COM (COP)	60 500	220 00	13,310 00	12,770 68	539 32		580 80	4 4%	1 9%
DEERE & CO , COMMON STOCK $1 PAR (DE)	81 250	165 00	13 406 25	14,775 64	(1 369 39)	84 15	336.60	2 5%	1 9%
EBAY INC COM USD0 001 (EBAY)	51 720	301 00	15,567 72	16,112 44	(544 72)				2 2%
EMC CORP COM (EMC)	23 620	478 00	11 290 36	11,934 63	(644 27)	47 80	191 20	1 7%	1 6%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
EXPRESS SCRIPTS HLDG CO COM (ESRX)	61 690	223 00	13,756 87	12,054 79	1,702,08				2 0%
FREEPORT-MCMORAN COPPER & GOLD INC (FCX)	27 610	483 00	13,335 63	16,637 20	(3,301 57)	493 00	603 75	4 5%	1 9%
GENERAL ELECTRIC CO (GE)	23 190	1,268 00	29,404 92	27,364 16	2,040 76	242 82	963 68	3 3%	4 2%
GOLDMAN SACHS GROUP INC COM (GS)	151 250	89 00	13,461 25	12,210 01	1,251 24		178 00	1 3%	1 9%
HALLIBURTON CO COM (HAL)	41 720	325 00	13,559 00	12,192 82	1,366 18		162 50	1 2%	1 9%
HESS CORP COM STK (HES)	66 490	279 00	18,550 71	16,567 05	1,983 66		111,60	0 6%	2 6%
HONEYWELL INTL INC COM STK (HON)	79 340	220 00	17,454 80	14,538 66	2,916 14		360 80	2,1%	2 5%
INTEL CORP COM (INTC)	24 220	496 00	12,013 12	10,344 53	1,668 59		446 40	3 7%	1 7%
JPMORGAN CHASE & CO COM (JPM)	52 790	416 00	21,960 64	18,963 64	2,997 00		632 32	2 9%	3 1%
MICROSOFT CORP COM (MSFT)	34 530	404 00	13,950 12	11,049 43	2,900 69		371 68	2 7%	2 0%
MOSAIC CO/THE (MOS)	53 810	161 00	8,663 41	9,434 19	(770 78)		161 00	1 9%	1 2%
NEXTERA ENERGY INC COM (NEE)	81 480	212 00	17,273 76	14,916 21	2,357 55		559 68	3 2%	2 5%
OCCIDENTAL PETROLEUM CORP (OXY)	89 230	202 00	18,024 46	16,468 97	1,555 49	129 28	517 12	2 9%	2 6%
ORACLE CORPORATION COM (ORCL)	30 720	353 00	10,844 16	12,260 66	(1,416 50)		169 44	1 6%	1 5%
PHILIP MORRIS INTL COM STK NPV (PM)	86 620	136 00	11,780 32	11,635 58	144,74	115 60	462 40	3 9%	1 7%
PROCTER & GAMBLE COM NPV (PG)	76 990	170 00	13,088 30	12,146 39	941 91		409 02	3 1%	1 9%
PUBLIC SERVICE ENTERPRISE GROUP INC , COMMON STOCK (PEG)	32 660	398 00	12,998 68	12 189 72	808 96		573 12	4 4%	1 8%
SANDISK CORP COM (SNDK)	61 100	240 00	14 664 00	11,143 91	3,520 09				2 1%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
TIME WARNER CABLE INC COM (TWC)	112 480	145 00	16,309 60	13,505 25	2,804 35		377 00	2 3%	2 3%
UNITED TECHNOLOGIES CORP COM (UTX)	92 940	172 00	15 985 68	14,690 84	1,294 84		368 08	2 3%	2 3%
US BANCORP (USB)	36 150	326 00	11,784 90	10,638 46	1,146 44	74 98	299 92	2 5%	1 7%
WAL-MART STORES, INC COMMON STOCK, $ 10 PAR (WMT)	74 490	286 00	21,304 14	19,792 73	1,511 41		537 68	2 5%	3 0%
WELLS FARGO & CO NEW COM STK (WFC)	41 270	712 00	29,384 24	24,655 92	4,728 32		854 40	2 9%	4 2%
Total Large Cap			**$605,517 35**	**$559,502.56**	**$46,014.79**	**$1,455.27**	**$14,443.07**	**2.4%**	**85.9%**
Equity Securities - Mid Cap									
AMERISOURCEBERGEN CORP COM (ABC)	$55 830	411 00	$22,946 13	$18 366 42	$4,579 71		$345 24	1 5%	3 3%
BEAM INC (BEAM)	63 110	161 00	10,160 71	9,778 22	382 49		144.90	1 4%	1 4%
BORG WARNER INC COM (BWA)	86.150	142 00	12,233 30	10,278 68	1,954.62		68 16	0 6%	1 7%
DOVER CORP COMMON STOCK $1 PAR (DOV)	77 660	260 00	20,191 60	17,575 84	2,615 76		364 00	1 8%	2 9%
KOHLS CORP COMMON STOCK (KSS)	50 510	165 00	8,334 15	7,284 21	1,049 94		231 00	2 8%	1 2%
LABORATORY CORP AMER HLDGS COM NEW (LH)	100 100	110 00	11,011 00	9,722 42	1,288 58				1 6%
WARNER CHILCOTT PLC COM (WCRX)	19 880	728 00	14,472 64	14,306 87	165 77		364 00	2.5%	2 1%
Total Mid Cap			**$99,349.53**	**$87,312 66**	**$12,036 87**		**$1,517.30**	**1.5%**	**14 1%**
Total Equity Securities			**$704,866 88**	**$646,815.22**	**$58,051.66**	**$1,455 27**	**$15,960.37**	**2.3%**	**100 0%**

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Portfolio Details *(continued)*

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND									
PRINCIPAL CASH	$1 000	16,115 83	$16,115 83	$16,115 83	$0 00				
INCOME CASH	1 000	173 68	173 68	173 68	0 00				
Total Cash			$16,289 51	$16,289.51	$0 00		$1 63	0 0%	
Total Cash and Short Term Investments			$16,289 51	$16,289.51	$0.00		$1 63	0.0%	
Net Unsettled Trades (see Activity Details)			($7,218 34)	($7,218 34)	$0 00				
Total Portfolio			$713,938 05	$655,886.39	$58,051.66	$1,455.27	$15,962.00	2.2%	
Total Accrual			$1,455.27						
Total Value			$715,393 32						

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ACTIVISION BLIZZARD INC COM STK (ATVI)	$14 260	446 00	$6,359 96	$4,918 40	$1,441 56		$84 74	1 3%	1 5%
AGILENT TECHNOLOGIES INC COM (A)	42 760	131 00	5,601 56	5,495 77	105 79	15 72	62 88	1 1%	1 3%
AMERICAN TOWER CORP (AMT)	73 170	198 00	14,487 66	15 133 32	(645 66)	53 46	213 84	1 5%	3 4%
BOSTON PPTYS INC (BXP)	105 470	63 00	6,644 61	6 635 49	9 12	40 95	163 80	2 5%	1 6%
COACH INC COM (COH)	57 090	105 00	5,994 45	5,778 90	215 55	35 43	141 75	2 4%	1 4%
CSX CORP COMMON STOCK $1 PAR (CSX)	23 190	389 00	9,020 91	7,938 66	1 082 25		233 40	2 6%	2 1%
CUMMINS INC (CMI)	108 460	94 00	10 195 24	10,326 67	(131 43)		188 00	1 8%	2 4%
EXPRESS SCRIPTS HLDG CO COM (ESRX)	61 690	144 00	8,883 36	7,757 03	1,126 33				2 1%
GENERAL DYNAMICS CORP COMMON STOCK $1 PAR (GD)	78 330	78 00	6 109 74	5,263 48	846 26		174 72	2 9%	1 4%
INTUIT COM (INTU)	61 030	197 00	12,022 91	11,998 43	24 48		133 96	1 1%	2 8%
PROGRESSIVE CORP OHIO, COMMON STOCK $1 PAR (PGR)	25 420	284 00	7,219 28	6,133 05	1,086 23		80 66	1.1%	1 7%
TJX COS INC COMMON NEW (TJX)	50 060	297 00	14,867 82	12,812 13	2,055 69		172 26	1 2%	3 5%
Total Large Cap			**$107,407.50**	**$100,191.33**	**$7,216.17**	**$145.56**	**$1,650.01**	**1.5%**	**25.3%**
Equity Securities - Mid Cap									
AKAMAI TECHNOLOGIES INC COM STOCK (AKAM)	$42 550	208 00	$8,850 40	$8,553 98	$296 42				2 1%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
AMERISOURCEBERGEN CORP COM (ABC)	55 830	134 00	7,481 22	6,439 84	1,041 38		112 56	1 5%	1 8%
ANSYS INC COM (ANSS)	73 100	104 00	7 602 40	7 280 86	321 54				1 8%
AUTODESK INC , COMMON STOCK (ADSK)	33 940	167 00	5,667 98	6,109 47	(441 49)				1 3%
BIO RAD LABS INC CL A (BIO)	112 200	44 00	4,936 80	4,785 69	151 11				1 2%
BORG WARNER INC COM (BWA)	86 150	112 00	9,648 80	8,054 72	1,594 08		53 76	0 6%	2 3%
C R BARD (BCR)	108 680	50 00	5,434 00	4,881 23	552 77		42 00	0 8%	1 3%
CBRE GROUP INC CL A CL A (CBG)	23 360	364 00	8,503 04	7,407 60	1,095 44				2 0%
COVANCE INC COMMON STOCK (CVD)	76 140	106 00	8,070 84	6,488 75	1,582 09				1 9%
D R HORTON INC COM (DHI)	21 280	633 00	13,470 24	13,179 90	290 34		94 95	0 7%	3.2%
DARDEN RESTAURANTS INC COM (DRI)	50 480	138 00	6,966 24	6,260 37	705 87		303.60	4 4%	1 6%
EASTMAN CHEMICAL CO COMMON STOCK (EMN)	70 010	157 00	10,991 57	10,834 18	157 39	47 10	188 40	1 7%	2 6%
EATON VANCE CORP COM NON VTG (EV)	37 590	241 00	9 059 19	8,072 50	986 69		192 80	2 1%	2 1%
ECHOSTAR CORPORATION (SATS)	39 110	167 00	6,531 37	6 526 62	4 75				1 5%
GLOBAL PMTS INC COM (GPN)	46 320	123 00	5,697 36	5,713 05	(15 69)		9 84	0 2%	1 3%
INTEGRYS ENERGY GROUP INC COM STK (TEG)	58 530	140 00	8,194 20	7 454 18	740 02		380 80	4 6%	1 9%
INTERCONTINENTALEXCHANGE INC COM (ICE)	177 760	65 00	11,554.40	8,458 60	3 095 80				2 7%
INTERNATIONAL GAME TECHNOLOGY COMMON STOCK $ 01 PAR (IGT)	16 710	344 00	5,748 24	4,946 60	801 64	30 96	123 84	2 2%	1 4%
JOY GLOBAL INC COM (JOY)	48 530	158 00	7 667 74	9,885 44	(2,217 70)		110 60	1 4%	1 8%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
KEYCORP NEW COMMON STOCK (KEY)	11 040	696 00	7,683 84	6 135 00	1,548 84		153 12	2 0%	1 8%
MEDNAX INC COM (MD)	91 580	64 00	5,861 12	5,246 20	614 92		182 00	3 1%	1 4%
MURPHY OIL CORP COMMON STOCK, $1 PAR (MUR)	60 890	90 00	5,480 10	5,342 70	137 40		112 50	2 1%	1 3%
NABORS INDUSTRIES COM USD0 10 (NBR)	15 310	364 00	5,572 84	5,495 39	77 45		58 24	1 0%	1 3%
NEWFIELD EXPLORATION (NFX)	23,890	171 00	4,085 19	4,658 58	(573 39)				1 0%
ONEOK INC COM STK (OKE)	41 310	184 00	7,601 04	8,123 16	(522 12)		264 96	3 5%	1 8%
RAYMOND JAMES FINANCIAL INC COMMON STK (RJF)	42 980	211 00	9,068 78	8,585 43	483 35	29 54	118 16	1 3%	2 1%
REINSURANCE GROUP AMER INC COM NEW STK (RGA)	69 110	110 00	7,602 10	6,081 02	1,521 08		39 60	0 5%	1 8%
REPUBLIC SVCS INC COM (RSG)	33 940	326 00	11,064,44	9,824 50	1,239 94	76 61	306 44	2.8%	2 6%
SEALED AIR CORP NEW COM STK (SEE)	23 950	356 00	8 526 20	6,370 76	2,155 44		185 12	2 2%	2 0%
SNAP-ON INC COM (SNA)	89 380	130 00	11,619 40	10,312 69	1,306 71		166 40	1 4%	2 7%
SYNOPSYS INC COM (SNPS)	35 750	204 00	7 293 00	6,606 06	686 94				1 7%
URS CORP NEW COM (URS)	47 220	124 00	5,855 28	4,951 44	903 84	26 04	99 20	1 7%	1 4%
VALSPAR CORP COM (VAL)	64 670	183 00	11,834 61	11,653 20	181 41		168 36	1 4%	2 8%
WHITING PETE CORP COM STK (WLL)	46 090	124 00	5 715 16	5,469 28	245 88				1 3%
XILINX INC COMMON STOCK (XLNX)	39 610	232 00	9,189 52	8,382 08	807 44		232 00	2 5%	2 2%
Total Mid Cap			**$276,128 65**	**$254,571 07**	**$21,557.58**	**$210 25**	**$3,699.25**	**1 3%**	**65.0%**

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Small Cap									
AARON' S INC CLASS A (AAN)	$28 010	187 00	$5,237 87	$5,324 62	($86 75)	$3 17	$12 72	0 2%	1 2%
ALLEGHENY TECHNOLOGIES INC COM (ATI)	26 310	197 00	5,183 07	6,249 08	(1,066 01)		141 84	2 7%	1 2%
GATX CORP COM (GMT)	47 430	130 00	6,165 90	5,815 92	349 98	40.30	161 20	2 6%	1 5%
HARSCO CORP , COMMON STOCK, $1 25 PAR (HSC)	23 190	167 00	3,872 73	4,007 69	(134 96)		136 94	3 5%	0 9%
HELIX ENERGY SOLUTIONS GROUP INC COM STK (HLX)	23 040	452 00	10,414 08	9,774 78	639 30				2 5%
INTERNATIONAL RECTIFIER CORP COM (IRF)	20 940	231 00	4,837 14	4,302 49	534 65				1 1%
SCOTTS MIRACLE-GRO CLASS A' COM NPV (SMG)	48 310	114 00	5,507 34	5,019 20	488 14		148 20	2 7%	1 3%
Total Small Cap			$41,218.13	$40,493.78	$724 35	$43.47	$600.90	1 5%	9 7%
Total Equity Securities			$424,754.28	$395,256.18	$29,498.10	$399.28	$5,950.15	1.4%	100.0%

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND									
PRINCIPAL CASH	$1 000	4,785 08	$4,785 08	$4,785 08	$0 00				
INCOME CASH	1 000	14 56	14 56	14 56	0 00				

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Portfolio Details *(continued)*

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Cash		$4,799.64	$4,799.64	$0.00		$0.48	0 0%	
Total Cash and Short Term Investments		$4,799 64	$4,799.64	$0.00		$0 48	0 0%	
Total Portfolio		$429,553 92	$400,055.82	$29,498.10	$399.28	$5,950.63	1.4%	

Total Accrual	$399.28
Total Value	$429,953.20

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ACCENTURE PLC SHS CI A NEW (ACN)	$71 960	67 00	$4,821 32	$4,577 49	$243 83		$108 54	2 3%	0.8%
AON PLC COM (AON)	64 350	124 00	7,979 40	8,083 56	(104 16)		86 80	1 1%	1 3%
NORDEA BK AB SWEDEN (NRBAY)	11 112	1,070 00	11,889 84	11,290 78	599 06		373 43	3 1%	2 0%
SODEXO (SDXAY)	83 730	150 00	12,559 50	13,119 73	(560 23)		216 02	1 7%	2 1%
SOFTBANK CORP ADR (SFTBY)	29 144	334 00	9,734 09	6,127 22	3,606 87		102 87	1 1%	1 6%
UNICHARM CORP SPONSORED ADR (UNICY)	11 295	500 00	5 647 50	6,475 95	(828 45)		99 50	1 8%	0 9%
Total Large Cap			$52,631.65	$49,674.73	$2,956 92		$987.16	1.9%	8 8%
Equity Securities - Mid Cap									
PETROFAC LTD ADS (POFCY)	$9 085	1,008 00	$9,157 68	$12,711 23	($3,553 55)		$292 32	3 2%	1 5%
SUBSEA 7 S A SPONSORED ADR (SUBCY)	17 442	343 00	5,982 60	8,280 99	(2,298 39)		198 94	3 3%	1 0%
Total Mid Cap			$15,140 28	$20,992.22	($5,851.94)		$491.26	3 2%	2.5%
Equity Securities - International Developed									
BRAMBLES LTD ADR (BMBLY)	$16 990	487 00	$8,274 13	$7,972 91	$301 22		$241 55	2 9%	1 4%
Total Australia - USD			$8,274 13	$7,972.91	$301.22		$241 55	2.9%	1.4%
AGRIUM INC COM (AGU)	86 960	43 00	3,739 28	4 533 67	(794 39)	21 50	86 00	2 3%	0 6%
BANK N S HALIFAX COM STK (BNS)	53 550	112 00	5 997 60	6,541 22	(543 62)	65 14	260 62	4 3%	1 0%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
CENOVUS ENERGY INC COM (CVE)	28 520	171 00	4,876 92	5,730 42	(853 50)		161 25	3 3%	0 8%
CORUS ENTMT INC CL B NON VTG (CJREF)	22 990	301 00	6,919 99	7,375 66	(455 67)		302 81	4 4%	1 2%
ENBRIDGE INC COM (ENB)	42 070	86 00	3,618 02	3,945 24	(327 22)		104 58	2 9%	0 6%
NEW GOLD INC CDA COM (NGD)	6 420	1,006 00	6,458 52	10,494 31	(4,035.79)				1 1%
SILVER WHEATON CORP COM (SLW)	19 670	294 00	5,782 98	10,337 60	(4,554 62)		35 28	0 6%	1 0%
Total Canada - USD			**$37,393 31**	**$48,958 12**	**($11,564 81)**	**$86.64**	**$950.54**	**2.5%**	**6.3%**
NOKIAN TYRES OYJ ADR ADR (NKRKY)	20 349	286 00	5 819 81	6,394 87	(575 06)		213 36	3 7%	1 0%
Total Finland - USD			**$5,819 81**	**$6,394 87**	**($575 06)**		**$213.36**	**3 7%**	**1 0%**
ARKEMA SPONSORED ADR (ARKAY)	91 678	107 00	9 809 54	11,991 43	(2,181 89)	213 99	104 71	1 1%	1 6%
L OREAL CO ADR (LRLCY)	32 850	361 00	11,858 85	10,553 20	1,305 65		169 31	1 4%	2 0%
PERNOD RICARD S A ADR (PDRDY)	21 840	387 00	8,452 08	9,455 09	(1,003 01)	60 98	123 84	1 5%	1 4%
PUBLICIS S A NEW SPONSORED ADR (PUBGY)	17 960	544 00	9,770 24	9 705 20	65 04	124 39	418 60	4 3%	1 6%
SAFRAN ADR (SAFRY)	52 343	121 00	6,333 50	5,426 64	906 86	80 54	118 46	1 9%	1.1%
SANOFI SPONSORED ADR (SNY)	51 510	269 00	13,856 19	13,212 71	643 48		337 60	2 4%	2 3%
SCHNEIDER ELEC SA ADR (SBGSY)	14 440	1,099 00	15,869 56	16,447 99	(578 43)		411 03	2 6%	2 7%
Total France - USD			**$75,949.96**	**$76,792 26**	**($842.30)**	**$479.90**	**$1,683 54**	**2.2%**	**12.7%**
BASF AKTIENGESELLSCHAFT - LEVEL I (BASFY)	89 490	84 00	7,517 16	8,273 06	(755 90)		207 14	2 8%	1 3%
BAYER A G SPONSORED ADR (BAYRY)	106 670	58 00	6,186 86	6,293 39	(106 53)		104 69	1 7%	1 0%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
DEUTSCHE BOERSE ADR (DBOEY)	6 573	1,189.00	7,815 29	7,491.92	323 37		214 02	2 7%	1 3%
LINDE AG-SPONSORED ADR (LNEGY)	18 633	869 00	16,192 07	15,721 98	470 09		206 82	1 3%	2 7%
SAP AG SPONSORED ADR (SAP)	72 830	117 00	8,521.11	9,550 32	(1,029 21)		93 37	1 1%	1 4%
VOLKSWAGEN A G SPONSORED ADR REPSTG PREF SH (VLKPY)	40 600	227 00	9 216 20	10,731 06	(1,514 86)		88 00	1 0%	1 5%
Total Germany - USD			**$55,448.69**	**$58,061.73**	**($2,613.04)**		**$914.04**	**1.6%**	**9.3%**
JARDINE MATHESON HLDGS LTD ADR (JMHLY)	60 500	198 00	11,979 00	13,017 97	(1,038 97)		250 47	2 1%	2 0%
Total Hong Kong - USD			**$11,979 00**	**$13,017.97**	**($1,038.97)**		**$250.47**	**2 1%**	**2 0%**
CANON INC SPONSORED ADR REPSTG 5 SHS (CAJ)	32 870	167 00	5,489 29	6,288.57	(799 28)		230 13	4 2%	0 9%
DAIHATSU MTR CO LTD (DHTMY)	38 250	164 00	6,273 00	6,497 74	(224 74)		185 65	3 0%	1 1%
FANUC CORPORATION (FANUY)	24 170	519 00	12,544 23	14,068 00	(1,523 77)		177 50	1 4%	2 1%
TOYOTA MTR CORP SPONSORED ADR (TM)	120 660	135 00	16 289 10	13,786 45	2,502 65		248 81	1 5%	2 7%
Total Japan - USD			**$40,595.62**	**$40,640 76**	**($45.14)**		**$842.08**	**2.1%**	**6.8%**
AKZO NOBEL N V SPONSORED ADR (AKZOY)	18 810	498 00	9,367 38	11,211 18	(1,843 80)	200 49	254 48	2 7%	1 6%
ASML HOLDING NV NY REG 2012 (POST REV SPLIT)\ (ASML)	79 100	96 00	7,593 60	6,635 24	958 36		56 35	0 7%	1 3%
KONINKLIJKE AHOLD NV SPONSORED ADR 2007 (AHONY)	14 890	865 00	12,879 85	12,211 20	668 65		413 47	3 2%	2 2%
UNILEVER N V NEW YORK SHS NEW (UN)	39 310	312 00	12,264 72	12,259 18	5 54		271 47	2 2%	2 1%
Total Netherlands - USD			**$42,105.55**	**$42,316.80**	**($211 25)**	**$200.49**	**$995 77**	**2.4%**	**7.1%**

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
UNITED OVERSEAS BK LTD SPONSORED ADRISIN #US9112713022 (UOVEY)	31 440	188 00	5,910 72	5 863 82	46 90		155 71	2 6%	1 0%
Total Singapore - USD			$5,910.72	$5,863.82	$46.90		$155.71	2.6%	1 0%
ERICSSON (ERIC)	11 280	941 00	10,614 48	10,459 77	154 71		276 65	2 6%	1 8%
SVENSKA CELLULOSA AKTIEBOLAGET SCA SPONSORED ADR (SVCBY)	25 220	270 00	6,809 40	6 216 74	592 66		151.20	2 2%	1 1%
Total Sweden - USD			$17,423 88	$16,676.51	$747.37		$427.85	2.5%	2.9%
CREDIT SUISSE GROUP SPONSORED ADR ISIN US2254011081 (CS)	26 460	157 00	4,154 22	4,171 35	(17 13)		16 64	0 4%	0 7%
GIVAUDAN SA ADR (GVDNY)	25 768	595 00	15,331 96	13,003 52	2,328 44		421 26	2 7%	2 6%
NESTLE S A SPONSORED ADR REPSTG REG SH (NSRGY)	65 780	148 00	9,735 44	10,026 92	(291 48)		161 23	1 7%	1 6%
NOVARTIS AG (NVS)	70 710	178 00	12,586 38	11,862 52	723 86		366 15	2 9%	2 1%
ROCHE HLDG LTD SPONSORED ADR ISIN #US7711195104 (RHHBY)	61 865	364 00	22,518 86	19,364 68	3,154 18		242 13	1 1%	3.8%
SGS SA (SGSOY)	21 490	636 00	13,667 64	14,770 89	(1,103 25)		88 20	0 6%	2 3%
SONOVA HLDG AG UNSP ADR (SONVY)	21 181	284 00	6,015 40	6,487 86	(472 46)	87 14	72 70	1 2%	1 0%
Total Switzerland - USD			$84,009 90	$79,687.74	$4,322.16	$87 14	$1,368 31	1.6%	14.1%
BG PLC ADR FINAL INSTALLMENT NEW (BRGYY)	16 960	343 00	5,817 28	5,819 66	(2 38)		89 52	1 5%	1 0%
BUNZL PLC SPONSORED ADR NEW (BZLFY)	97 720	138 00	13,485 36	11,861 84	1,623 52	205 41	301 67	2 2%	2 3%
EXPERIAN PLC (EXPGY)	17 490	470 00	8 220 30	7,737 56	482 74	103 40	147 58	1 8%	1 4%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ICAP PLC SPONSORED ADR REPSTG 2 ORD SH ADR (IAPLY)	11 040	334 00	3,687 36	3,350 02	337 34	321 09	212 76	5 8%	0 6%
REED ELSEVIER P L C SPONSORED ADR NEW (RUK)	45 630	275 00	12,548 25	12,393 32	154 93		386 38	3 1%	2 1%
SABMILLER PLC SPONSORED ADR (SBMRY)	48 190	199 00	9,589 81	9,929 66	(339 85)		193 63	2 0%	1 6%
TULLOW OIL PLC ADR ADR (TUWOY)	7 645	633 00	4,839 28	6,188 40	(1,349.12)		49 37	1.0%	0 8%
Total United Kingdom - USD			**$58,187.64**	**$57,280 46**	**$907 18**	**$629.90**	**$1,380.91**	**2.4%**	**9.7%**
Total International Developed			**$443,098 21**	**$453,663 95**	**($10,565 74)**	**$1,484.07**	**$9,424.11**	**2 1%**	**74.2%**
Equity Securities - International Emerging									
CIELO S A SPONSORED ADR (CIOXY)	$25 190	199 00	$5 012 81	$4,805 10	$207 71		$183 88	3 7%	0 8%
Total Brazil - USD			**$5,012.81**	**$4,805 10**	**$207 71**		**$183.88**	**3 7%**	**0.8%**
BAIDU INC SPONSORED ADR (BIDU)	94 530	41 00	3,875 73	4,274 84	(399 11)				0 6%
CHINA MOBILE LTD (CHL)	51 770	250 00	12,942 50	13,706 47	(763 97)	257 80	494 75	3 8%	2 2%
CNOOC LTD SPONSORED ADR SPONSORED ADR (CEO)	167 480	29 00	4,856 92	6,163 58	(1,306 66)	107 58	158 08	3 3%	0 8%
IND & COMM BK OF-UNSPON ADR ADR IND & COMM BK OF-UNSPON ADR (IDCBY)	12 430	663 00	8,241 09	9,763 31	(1,522 22)	426 13	787 01	9 6%	1 4%
MINDRAY MED INTL LTD SPONSORED ADR REPSTG CL A (MR)	37 450	177 00	6,628 65	6,691 34	(62 69)		81.42	1 2%	1 1%
Total China - USD			**$36,544.89**	**$40,599.54**	**($4,054 65)**	**$791.51**	**$1,521.26**	**4.2%**	**6.1%**
ICICI BK LTD (IBN)	38 250	151 00	5,775 75	6,711 09	(935 34)		100 72	1 7%	1 0%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total India - USD			$5,775 75	$6,711 09	($935 34)		$100.72	1 7%	1 0%
CHECK POINT SOFTWARE TECHNOLOGIES ORD ILS 01 (CHKP)	49 680	257 00	12,767 76	12 585 55	182 21				2 1%
PARTNER COMMUNICATIONS CO LTD ADR ISIN US70211M1099 (PTNR)	6 270	1,184 00	7 423 68	6 970 27	453 41		430 98	5 8%	1.2%
Total Israel - USD			$20,191 44	$19,555.82	$635.62		$430.98	2.1%	3 4%
GRUPO FINANCIERO BANORTE S A B DE C (GBOOY)	29 710	164 00	4,872 44	6,413 66	(1,541 22)		41 66	0 9%	0 8%
Total Mexico - USD			$4,872 44	$6,413.66	($1,541.22)		$41 66	0.9%	0.8%
SBERBANK RUSSIA SPONSORED ADR (SBRCY)	11 480	746 00	8,564 08	10,061 06	(1,496 98)		144 72	1 7%	1 4%
Total Russian Federation - USD			$8,564 08	$10,061.06	($1,496.98)		$144.72	1.7%	1 4%
TURKIYE GARANTI BANKASI A S SPONSORED ADR REPSTG 2000 SHS (TKGBY)	4 300	1 208 00	5 194 40	6,533 19	(1 338 79)		71 27	1 4%	0 9%
Total Turkey - USD			$5,194 40	$6,533 19	($1,338 79)		$71.27	1.4%	0.9%
Total International Emerging			$86,155 81	$94,679 46	($8,523 65)	$791.51	$2,494.48	2.9%	14.4%
Total Equity Securities			$597,025.95	$619,010 36	($21,984 41)	$2,275 58	$13,397 02	2.2%	100 0%

Continued on next page

Portfolio Details *(continued)*

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND									
PRINCIPAL CASH	$1 000	19,131 72	$19,131 72	$19,131 72	$0 00				
INCOME CASH	1 000	55 17	55 17	55 17	0 00				
Total Cash			$19,186 89	$19,186.89	$0.00	$0.20	$1.92	0.0%	
Total Cash and Short Term Investments			$19,186 89	$19,186 89	$0.00	$0 20	$1.92	0.0%	
Net Unsettled Trades (see Activity Details)			$5,829 86	$5,829 86	$0 00				
Total Portfolio			$622,042.70	$644,027 11	($21,984.41)	$2,275.78	$13,398.94	2.2%	
Total Accrual			$2,275.78						
Total Value			$624,318.48						

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
MFB NORTHERN FUNDS STK INDEX FD (NOSIX)	$19 930	79,016 60	$1,574,800 83	$1,450 000 00	$124,800 83		$28,999 09	1 8%	38 1%
Total Large Cap			$1,574,800 83	$1,450,000.00	$124,800.83		$28,999.09	1 8%	38 1%
Equity Securities - Small Cap									
MFB NORTHERN FUNDS SMALL CAP INDEX FD (NSIDX)	$10 730	41,393 37	$444,150 86	$400,000 00	$44,150 86		$6,084 83	1 4%	10 8%
Total Small Cap			$444,150 86	$400,000 00	$44,150.86		$6,084.83	1.4%	10 8%
Equity Securities - International Developed									
MFC VANGUARD INTL EQUITY INDEX FDS VANGUARD FTSE ALL WORLD EX US ETF (VEU)	$44 220	24,500 00	$1,083,390 00	$1,136,065 00	($52,675 00)		$51,131 50	4 7%	26 2%
Total International Region - USD			$1,083,390 00	$1,136,065 00	($52,675.00)		$51,131.50	4.7%	26 2%
Total International Developed			$1,083,390 00	$1,136,065 00	($52,675 00)		$51,131 50	4.7%	26 2%
Equity Securities - International Emerging									
MFC VANGUARD FTSE EMERGING MKTS ETF (VWO)	$38 780	26,500 00	$1,027,670 00	$1 180,150 00	($152,480 00)		$40,783 50	4 0%	24 9%
Total Emerging Markets Region - USD			$1,027,670.00	$1,180,150.00	($152,480 00)		$40,783 50	4.0%	24.9%
Total International Emerging			$1,027,670 00	$1,180,150 00	($152,480 00)		$40,783 50	4 0%	24 9%
Total Equity Securities			$4,130,011 69	$4,166,215.00	($36,203 31)		$126,998.92	3 1%	100 0%

Continued on next page

Portfolio Details *(continued)*

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Fixed Income Securities - Corporate/ Government									
Funds MFB NORTHERN FUNDS BD INDEX FD (NOBOX)	$10 540	75,750 08	$798 405 84	$824,999 00	($26,593 16)		$22,043 27	2 8%	33 0%
MFC ISHARES INTERMEDIATE CREDIT (CIU)	107 750	7,425 00	800,043 75	823,742 17	(23,698 42)		24,227 78	3 0%	33 1%
MFO PIMCO FDS EMERGING LOCAL BD FD INSTLCL USD (PELBX)	9 780	13,648 82	133,485 46	150,000 00	(16 514 54)		6,633 33	5 0%	5 5%
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL (PHIYX)	9 420	51,573 10	485,818 60	500,000 00	(14,181 40)		29,757 68	6 1%	20 1%
Total Corporate/ Government			**$2,217,753.65**	**$2,298,741 17**	**($80,987 52)**		**$82,662.05**	**3.7%**	**91.8%**
Fixed Income Securities - Other Bonds									
Funds MFC FLEXSHARES TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD (TDTT)	$24 830	8,000 00	$198,640 00	$204,120 00	($5,480 00)		$4,600 00	2 3%	8 2%
Total Other Bonds			**$198,640.00**	**$204,120.00**	**($5,480 00)**		**$4,600.00**	**2.3%**	**8 2%**
Total Fixed Income Securities			**$2,416,393.65**	**$2,502,861.17**	**($86,467.52)**		**$87,262.05**	**3.6%**	**100.0%**

Continued on next page

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Real Estate - Real Estate Funds									
MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRUCTURE FUND (NMFIX)	$10 780	19,327 73	$208,352 92	$200 000 00	$8 352 92		$3 826 89	1 8%	29.4%
MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE SECS PORT (DFITX)	5 070	48,175 99	244,252 26	250,000 00	(5,747 74)		31 940 68	13 1%	34 5%
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO (DFREX)	27 600	9,251 45	255,340 02	250,000 00	5 340 02		8,825 88	3 5%	36 1%
Total Real Estate Funds			$707,945 20	$700,000 00	$7,945.20		$44,593.45	6.3%	100 0%
Total Real Estate			$707,945 20	$700,000.00	$7,945.20		$44,593.45	6 3%	100.0%

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Commodities - Commodities									
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	$31 560	5,500 00	$173,580 00	$199,465 81	($25,885 81)		$2,024 00	1 2%	53 8%
MFC SPDR GOLD TR GOLD SHS (GLD)	119 150	1,250 00	148,937 50	201,695 88	(52,758 38)				46 2%
Total Global Region - USD			$322,517 50	$401,161 69	($78,644.19)		$2,024.00	0 6%	100.0%
Total Commodities			$322,517 50	$401,161 69	($78,644 19)		$2,024 00	0.6%	100 0%
Total Commodities			$322,517 50	$401,161 69	($78,644 19)		$2,024 00	0.6%	100 0%

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Portfolio Details *(continued)*

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FUNDS MONEY MKT FD MONEY MARKET FUND									
PRINCIPAL CASH	$1 000	159,762 14	$159,762 14	$159,762 14	$0 00				
INCOME CASH	1 000	54,567 35	54,567 35	54,567 35	0 00				
Total Cash			**$214,329.49**	**$214,329 49**	**$0 00**	**$1.53**	**$21.43**	**0 0%**	
Total Cash and Short Term Investments			**$214,329 49**	**$214,329.49**	**$0 00**	**$1 53**	**$21.43**	**0 0%**	
Total Portfolio			**$7,791,197 53**	**$7,984,567 35**	**($193,369.82)**	**$1 53**	**$260,899.86**	**3.3%**	

Total Accrual	**$1.53**
Total Value	**$7,791,199 06**

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	104,346.	0.	104,346.
TOTAL TO FM 990-PF, PART I, LN 4	104,346.	0.	104,346.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TRUSTEE/EXECUTOR FEES	14,917.	14,917.		0.
INVESTMENT FEES	3,547.	3,547.		0.
ADR FEES	412.	412.		0.
TO FORM 990-PF, PG 1, LN 16C	18,876.	18,876.		0.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	1,275.	1,275.		0.
TO FORM 990-PF, PG 1, LN 18	1,275.	1,275.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 4

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST	FMV	9,118,224.	9,018,593.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,118,224.	9,018,593.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 5
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
MERLE E. BUTLER	C/O HERZOG CREBS LLP 100 N. BROADWAY, ST. LOUIS, MO 63102
PATRICIA A. BUTLER	C/O HERZOG CREBS LLP 100 N. BROADWAY, ST. LOUIS, MO 63102

FORM 990-PF PART XV - LINE 1A STATEMENT 6
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

MERLE E. BUTLER
PATRICIA A. BUTLER

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
MERLE E & PATRICIA A BUTLER FAMILY
CHARITABLE FOUNDATION

Employer identification number (EIN) or
46-1178301

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O HERZOG CREBS LLP

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
100 N. BROADWAY, ST. LOUIS, MO 63102

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ HERZOG CREBS LLP
100 N. BROADWAY - ST. LOUIS, MO 63102

Telephone No. ▶ 314-231-6700 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MAY 15, 2014 .

5 For calendar year ______ , or other tax year beginning DEC 27, 2012 , and ending JUN 30, 2013 .

6 If the tax year entered in line 5 is for less than 12 months, check reason ☒ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ALL INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 1,684.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 1,684.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶

223842
01-21-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print
File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
MERLE E & PATRICIA A BUTLER FAMILY
CHARITABLE FOUNDATION

Employer identification number (EIN) or
46-1178301

Number, street, and room or suite no. If a P.O. box, see instructions.
PO BOX 40

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions
RED BUD, IL 62278

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ MERLE AND PATRICIA BUTLER PO BOX 40 - RED BUD, IL 62278

Telephone No. ▶ 314-972-3387 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ____. If this is for the whole group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until MAY 15, 2014.

5 For calendar year ____, or other tax year beginning DEC 27, 2012, and ending JUN 30, 2013

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☒ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ALL INFORMATION NECESSARY TO COMPLETE AN ACCURATE RETURN IS NOT AVAILABLE AT THIS TIME

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 1,684.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 1,684.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ J b. Date ▶ 2.12.2014

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6 month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions MERLE E & PATRICIA A BUTLER FAMILY CHARITABLE FOUNDATION	Employer identification number (EIN) or 46-1178301
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 40	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RED BUD, IL 62278	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ MERLE AND PATRICIA BUTLER
PO BOX 40 - RED BUD, IL 62278

Telephone No. ▶ 3149723387 FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until FEBRUARY 15, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year ______ or
▶ ☒ tax year beginning JUL 1, 2012 , and ending JUN 30, 2013 .

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 0.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev. 1-2013)

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