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 11/01, **2012, and ending** 10/31,**20**13

Name of foundation: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27, 2007 02-78531

A Employer identification number: 20-7449840

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

Room/suite:

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

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

C If exemption application is pending, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 4,988,445.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,065,559.			
	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	115,830.	115,830.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	318,891.			
	b Gross sales price for all assets on line 6a 2,416,987.				
	7 Capital gain net income (from Part IV, line 2)		318,891.		
	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	1,500,280.	434,721.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	60,178.	29,199.		30,979.
	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	3,014.	1,509.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	10,230.	NONE	NONE	10,230.
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	1,240.			1,240.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	76,662.	31,708.	NONE	43,449.
	25 Contributions, gifts, grants paid	137,000.			137,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	213,662.	31,708.	NONE	180,449.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	1,286,618.			
	b **Net investment income** (if negative, enter -0-)		403,013.		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	111,959.	745,027.	745,027.
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	1,761,675.	1,891,990.	2,292,090.
c Investments - corporate bonds (attach schedule) STMT 6	1,127,250.	1,526,049.	1,612,332.
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule) STMT 7	353,585.	334,643.	338,996.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	3,354,469.	4,497,709.	4,988,445.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	3,354,469.	4,497,709.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds			
30 **Total net assets or fund balances** (see instructions)	3,354,469.	4,497,709.	
31 **Total liabilities and net assets/fund balances** (see instructions)	3,354,469.	4,497,709.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,354,469.
2 Enter amount from Part I, line 27a	2	1,286,618.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	4,641,087.
5 Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT - ST JUDE MED INC	5	143,378.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,497,709.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,416,987.		2,098,096.	318,891.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				318,891.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	318,891.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	193,525.	3,690,093.	0.052444
2010	180,175.	3,775,307.	0.047725
2009	155,599.	3,526,386.	0.044124
2008	167,604.	3,195,673.	0.052447
2007	77,711.	3,426,937.	0.022677

2	**Total** of line 1, column (d)	2	0.219417
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043883
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,900,070.
5	Multiply line 4 by line 3	5	171,147.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,030.
7	Add lines 5 and 6	7	175,177.
8	Enter qualifying distributions from Part XII, line 4	8	180,449.

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,030.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	4,030.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	4,030.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 1,279.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,279.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,751.
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** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (312) 630-6000

Located at ▶ P.O. BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	[ ] Yes [ ] No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] 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 [X] No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMAPNY 4001 TAMIAMI TRAIL NORTH, NAPLES, FL 34103	CO-TRUSTEE 40	21,776.	-0-	-0-
JULIE HENDRICKSON 15 MCKINLEY ST., MONTPELIER, VT 05602	CO-TRUSTEE 20	38,402.		

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services . . . ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,959,462.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,959,462.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,959,462.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,392.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,900,070.
6	**Minimum investment return.** Enter 5% of line 5	6	195,004.

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	195,004.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a	4,030.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b			
c	Add lines 2a and 2b		2c	4,030.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	190,974.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	190,974.
6	Deduction from distributable amount (see instructions)		6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	190,974.

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	180,449.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	180,449.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	4,030.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	176,419.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				190,974.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			127,207.	
b	Total for prior years: 20____, 20____, 20____		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... NONE				
b	From 2008 ...... NONE				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 180,449.				
a	Applied to 2011, but not more than line 2a			127,207.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				53,242.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				137,732.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient — 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				
COLLEGE FOR EVERY STUDENT, INC. 1634 ROUTE 30, CORNWALL VT 05753	NA	PUBLIC	GENERAL	25,000.
ORAL LEE BROWN FOUNDATION 9901 MACARTHUR BLVD OAKLAND CA 94605	NA	PUBLIC	GENERAL	25,000.
VERMONT WORKS FOR WOMEN .32A MALLETTS BAY AVE WINOOSKI VT 05404	NA	PUBLIC	GENERAL	20,000.
FIRST GRADUATE P.B. BOX 29415 SAN FRANCISCO CA 94129	NA	PUBLIC	GENERAL	20,000.
WHAT IF? FOUNDATION 1563 SOLANO AVE, 3192 BERKELEY CA 94707	NA	PUBLIC	GENERAL	6,000.
GLOBAL IMPACT P.O. BOX 5682 ROCKFORD IL 61125	NA	PUBLIC	FIELD OF DREAMS	13,000.
GLOBAL IMPACT P.O. BOX 5682 ROCKFORD IL 61125	NA	PUBLIC	GENERAL	5,000.
CHAMPLAIN COLLEGE 163 SOUTH WILLARD ST, BURLINGTON VT 05402	NA	PUBLIC	GENERAL	8,000.
SAINT MARY'S UNIVERSITY 700 TERRACE HEIGHTS, #12 WINONA MN 55987	NA	PUBLIC	GENERAL	15,000.
Total . . . . ▶ **3a**				137,000.
b Approved for future payment				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	115,830.	
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	318,891.	
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)				434,721.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . . 13 434,721.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Signature of officer or trustee — 11/15/2013 (Date) — VICE PRESIDENT (Title)

THE NORTHERN TRUST COMPAN

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

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

HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number

20-7449840

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).

Name of organization HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number 20-7449840

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	VIRGINIA M. HENDRICKSON ORCHID TERRACE NAPLES, FL 34105	$ 1,065,559.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization
HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number
20-7449840

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
1	18950 SHARE OF ST JUDE MED INC COMMON STOCK	$ 1,065,559.	10/07/2013

(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
		$	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDEND AND INTEREST	115,830.	115,830.
TOTAL	115,830.	115,830.

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
PRIOR YEAR TAX	226.	
ESTIMATED TAX	1,279.	
FOREIGN TAX	1,509.	1,509.
TOTALS	3,014.	1,509.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL AG FILING FEE	15.	15.
MEMBERSHIP FEE - GRANTMAKERS	500.	500.
MEMBERSHIP FEE - ASSOCIATION O	725.	725.
TOTALS	1,240.	1,240.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	1,891,990.	2,292,090.
TOTALS	1,891,990.	2,292,090.

HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27, 20-7449840

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		1,526,049.	1,612,332.
	TOTALS	1,526,049.	1,612,332.

HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27, 20-7449840

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	334,643.	338,996.
TOTALS		334,643.	338,996.

FORM 990PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

VIRGINIA M. HENDRICKSON
ORCHID TERRACE
NAPLES, FL 34105

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number: 20-7449840

Note: *Form 5227 filers need to complete **only** Parts I and II.*

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

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	14,508.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	14,508.

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

	(a) Description of property (Example: 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					5,595.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	298,787.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	1.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	304,383.

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

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

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			14,508.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			304,383.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			1.
c	28% rate gain	14c			7,961.
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			318,891.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV **Capital Loss Limitation**

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

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number: 20-7449840

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 EXPRESS CO	01/30/2013	07/08/2013	231.00	178.00	53.00
178. AMERICAN TOWER CORP	06/25/2013	07/08/2013	12,826.00	12,885.00	-59.00
85. AMGEN INC	01/25/2012	11/16/2012	7,151.00	5,802.00	1,349.00
67. ANALOG DEVICES INC	07/12/2013	08/20/2013	3,210.00	3,229.00	-19.00
38. ANALOG DEVICES INC	07/12/2013	08/21/2013	1,779.00	1,831.00	-52.00
16. ANALOG DEVICES INC	07/12/2013	08/22/2013	755.00	771.00	-16.00
13. ANALOG DEVICES INC	07/12/2013	08/23/2013	613.00	626.00	-13.00
6.52 APPLE COMPUTER INC	06/25/2013	07/08/2013	2,690.00	3,606.00	-916.00
140. C R BARD INC	03/19/2013	07/08/2013	15,286.00	14,211.00	1,075.00
5. BHP LTD SPONSORED ADR	01/30/2013	07/08/2013	283.00	390.00	-107.00
17. BLACKROCK INC CL A	07/12/2013	08/01/2013	4,850.00	4,560.00	290.00
11. BLACKROCK INC CL A	07/12/2013	08/02/2013	3,138.00	2,950.00	188.00
8. BRISTOL MYERS SQUIBB CO	01/30/2013	03/14/2013	306.00	293.00	13.00
94. CVS CORP	01/30/2013	07/08/2013	5,584.00	4,208.00	1,376.00
1.46 CHEVRONTEXACO CORP	01/30/2013	07/08/2013	177.00	170.00	7.00
335. CISCO SYS INC	03/14/2013	07/08/2013	8,194.00	7,119.00	1,075.00
19. CISCO SYS INC	03/14/2013	07/12/2013	490.00	411.00	79.00
4.27 COCA COLA CO	01/30/2013	07/08/2013	173.00	160.00	13.00
3. COSTCO WHSL CORP NEW	01/30/2013	07/08/2013	337.00	307.00	30.00
13. DANAHER CORP	06/25/2013	07/08/2013	837.00	789.00	48.00
55. DIGITAL RLTY TR INC CO	07/12/2013	08/01/2013	3,008.00	3,491.00	-483.00
37. DIGITAL RLTY TR INC CO	07/12/2013	08/02/2013	2,027.00	2,349.00	-322.00
5. WALT DISNEY CO	01/30/2013	07/08/2013	323.00	269.00	54.00
113. E I DU PONT DE NEMOUR	12/12/2012	06/19/2013	6,076.00	5,039.00	1,037.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No. 1545-0092

2012

Name of estate or trust: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number: 20-7449840

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 8. E I DU PONT DE NEMOURS	12/12/2012	06/20/2013	422.00	357.00	65.00
225. EMC CORP MASS	01/30/2013	07/08/2013	5,470.00	5,599.00	-129.00
48. EMERSON ELECTRIC CO	01/30/2013	07/08/2013	2,722.00	2,489.00	233.00
6. EMERSON ELECTRIC CO	01/30/2013	07/12/2013	342.00	316.00	26.00
491. EXELON CORP	04/24/2013	07/08/2013	14,868.00	18,103.00	-3,235.00
61. EXPRESS SCRIPTS HLDG C	01/30/2013	07/08/2013	3,856.00	3,164.00	692.00
10. EXXON MOBIL CORP	06/25/2013	07/08/2013	923.00	902.00	21.00
3. FRANKLIN RESOURCES INC	01/30/2013	07/08/2013	411.00	412.00	-1.00
67.48 GENERAL ELECTRIC CO	01/30/2013	07/08/2013	1,576.00	1,475.00	101.00
34. GENUINE PARTS CO	07/12/2013	09/13/2013	2,713.00	2,884.00	-171.00
8. GENUINE PARTS CO	07/12/2013	09/16/2013	641.00	679.00	-38.00
191. GILEAD SCIENCES INC	05/06/2013	07/08/2013	10,192.00	10,465.00	-273.00
6. HOME DEPOT INC	01/30/2013	07/08/2013	476.00	404.00	72.00
11. J P MORGAN CHASE & CO	06/25/2013	07/08/2013	602.00	542.00	60.00
142. KINDER MORGAN INC DEL	07/12/2013	09/13/2013	4,999.00	5,682.00	-683.00
138. KINDER MORGAN INC DEL	07/12/2013	09/16/2013	4,847.00	5,522.00	-675.00
22. KINDER MORGAN INC DEL	07/12/2013	09/17/2013	762.00	880.00	-118.00
3.26 MCDONALDS CORP	01/30/2013	07/08/2013	326.00	292.00	34.00
423. MERCK & CO INC	03/14/2013	07/08/2013	20,105.00	18,382.00	1,723.00
3. MERCK & CO INC	03/14/2013	07/12/2013	145.00	133.00	12.00
394. METLIFE INC	02/26/2013	07/08/2013	18,892.00	13,961.00	4,931.00
178. MONSANTO CO NEW	06/20/2013	07/08/2013	17,636.00	18,839.00	-1,203.00
11. NATIONAL-OILWELL INC	01/30/2013	07/08/2013	801.00	810.00	-9.00
120. NATIONAL RETAIL PPTYS	07/12/2013	08/20/2013	3,752.00	4,380.00	-628.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number: 20-7449840

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	61. NATIONAL RETAIL PPTYS	07/12/2013	08/21/2013	1,903.00	2,226.00	-323.00
	18. NATIONAL RETAIL PPTYS	07/12/2013	08/22/2013	556.00	657.00	-101.00
	43. NATIONAL RETAIL PPTYS	07/12/2013	08/23/2013	1,346.00	1,569.00	-223.00
	9. NIKE INC CLASS B	01/30/2013	07/08/2013	571.00	483.00	88.00
	13. NOBLE ENERGY INC	01/30/2013	04/24/2013	1,460.00	1,408.00	52.00
	5. NORFOLK SOUTHERN CORP	01/30/2013	07/08/2013	364.00	345.00	19.00
	4. NUCOR CORP	01/30/2013	07/08/2013	176.00	185.00	-9.00
	3. OMNICOM GROUP	01/30/2013	07/08/2013	192.00	163.00	29.00
	12. ORACLE CORPORATION	01/30/2013	07/08/2013	378.00	424.00	-46.00
	1272. PFIZER INC	06/25/2013	07/08/2013	35,755.00	30,886.00	4,869.00
	28. PRECISION CASTPARTS CO	09/19/2012	07/08/2013	6,496.00	4,446.00	2,050.00
	2.76 QUALCOMM INC	01/30/2013	07/08/2013	165.00	175.00	-10.00
	324. ST JUDE MEDICAL INC	01/30/2013	07/08/2013	15,189.00	13,889.00	1,300.00
	14200. ST JUDE MEDICAL INC	10/07/2013	10/08/2013	786,189.00	796,762.00	-10,573.00
	2250. ST JUDE MEDICAL INC	10/07/2013	10/10/2013	122,832.00	126,248.00	-3,416.00
	2. SCHLUMBERGER LTD ISIN #	01/30/2013	07/08/2013	149.00	157.00	-8.00
	4. SPECTRA ENERGY CORP COM	01/30/2013	02/26/2013	116.00	111.00	5.00
	342. STARBUCKS CORP	01/30/2013	07/08/2013	23,327.00	15,545.00	7,782.00
	4.96 US BANCORP DEL NEW	01/30/2013	07/08/2013	184.00	164.00	20.00
	99. UNITEDHEALTH GROUP INC	11/16/2012	07/08/2013	6,675.00	5,128.00	1,547.00
	2. V F CORP	01/30/2013	07/08/2013	393.00	292.00	101.00
	58.74 MFO VANGUARD INFLATI SECURITIES FUND ADMIRAL	03/27/2013	07/18/2013	1,553.00	1,674.00	-121.00
	14. WELLS FARGO & CO NEW	06/25/2013	07/08/2013	599.00	525.00	74.00
	10. COVIDIEN PLC USD0.20(P CONSLDTN)	01/30/2013	05/06/2013	652.00	629.00	23.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number: 20-7449840

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 297. EATON CORP PLC COM US	01/30/2013	07/08/2013	20,175.00	15,379.00	4,796.00
450. NOBLE CORPORATION (SW COM USD0.10	10/17/2012	07/08/2013	17,608.00	16,532.00	1,076.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 14,508.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number: 20-7449840

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 180. ABBOTT LABORATORIES	05/29/2008	11/16/2012	11,351.00	9,952.00	1,399.00
100. AMERICAN EXPRESS CO	07/06/2011	07/08/2013	7,716.00	5,256.00	2,460.00
280. AMERICAN EXPRESS CO	12/31/2010	07/08/2013	21,604.00	12,766.00	8,838.00
225. AMERICAN WTR WKS CO I	01/31/2012	07/08/2013	9,261.00	7,517.00	1,744.00
200. AMGEN INC	03/06/2012	07/08/2013	19,624.00	13,518.00	6,106.00
81.48 APPLE COMPUTER INC	05/29/2008	07/08/2013	33,612.00	11,156.00	22,456.00
160. BHP LTD SPONSORED ADR	02/22/2010	07/08/2013	9,051.00	10,612.00	-1,561.00
570. BRISTOL MYERS SQUIBB	11/08/2011	03/14/2013	21,795.00	16,971.00	4,824.00
365. CVS CORP	04/27/2012	07/08/2013	21,681.00	16,370.00	5,311.00
87.54 CHEVRONTEXACO CORP	05/29/2008	07/08/2013	10,606.00	7,543.00	3,063.00
4. CHEVRONTEXACO CORP	05/29/2008	07/12/2013	494.00	399.00	95.00
148. CITRIX SYS INC	07/22/2010	07/08/2013	9,353.00	6,886.00	2,467.00
289.73 COCA COLA CO	10/21/2011	07/08/2013	11,728.00	10,044.00	1,684.00
8. COCA COLA CO	08/30/2011	07/12/2013	327.00	280.00	47.00
55. COSTCO WHSL CORP NEW	02/02/2011	07/08/2013	6,180.00	3,955.00	2,225.00
170. COSTCO WHSL CORP NEW	05/29/2008	07/08/2013	19,103.00	12,055.00	7,048.00
525. DANAHER CORP	09/29/2009	07/08/2013	33,788.00	17,328.00	16,460.00
310. WALT DISNEY CO	05/29/2008	07/08/2013	20,007.00	10,167.00	9,840.00
84. DOMINION RES INC VA NE	09/14/2010	01/10/2013	4,380.00	3,703.00	677.00
124. DOMINION RES INC VA N	09/14/2010	01/11/2013	6,482.00	5,458.00	1,024.00
43. DOMINION RES INC VA NE	09/13/2010	01/14/2013	2,256.00	1,887.00	369.00
65. DOMINION RES INC VA NE	09/15/2010	01/15/2013	3,405.00	2,847.00	558.00
9. DOMINION RES INC VA NEW	09/15/2010	01/16/2013	473.00	394.00	79.00
225. E I DU PONT DE NEMOUR	03/23/2010	06/19/2013	12,099.00	8,458.00	3,641.00
805. EMC CORP MASS	07/16/2010	07/08/2013	19,569.00	15,785.00	3,784.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,	20-7449840

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 315. EXPRESS SCRIPTS HLDG	06/21/2012	07/08/2013	19,910.00	16,552.00	3,358.00
380. EXXON MOBIL CORP	05/29/2008	07/08/2013	35,066.00	32,416.00	2,650.00
115. FRANKLIN RESOURCES IN	02/05/2010	07/08/2013	15,768.00	12,429.00	3,339.00
35. FRANKLIN RESOURCES INC	07/07/2011	07/08/2013	4,799.00	4,740.00	59.00
228.52 GENERAL ELECTRIC CO	05/05/2010	07/08/2013	5,336.00	4,701.00	635.00
21. GENERAL ELECTRIC CO	06/12/2007	07/12/2013	496.00	782.00	-286.00
14. GOOGLE INC CL A	09/29/2009	12/04/2012	9,650.00	6,972.00	2,678.00
21. GOOGLE INC CL A	09/29/2009	07/08/2013	19,001.00	10,458.00	8,543.00
10. GOOGLE INC CL A	01/13/2012	07/08/2013	9,048.00	6,248.00	2,800.00
50. W W GRAINGER INC	09/13/2010	12/12/2012	9,662.00	5,693.00	3,969.00
105. HOME DEPOT INC	02/06/2012	06/25/2013	7,804.00	4,749.00	3,055.00
410. HOME DEPOT INC	02/06/2012	07/08/2013	32,548.00	18,336.00	14,212.00
102. INTERCONTINENTALEXCHA	06/07/2012	07/08/2013	18,123.00	12,916.00	5,207.00
23. INTL BUSINESS MACHINES	05/18/2009	01/16/2013	4,418.00	2,325.00	2,093.00
88. INTL BUSINESS MACHINES	03/24/2009	07/08/2013	17,150.00	8,643.00	8,507.00
400. MFC ISHARES INTERMEDI BOND ETFLEHMAN INTER CR BD	06/05/2012	10/09/2013	43,101.00	43,464.00	-363.00
123. J P MORGAN CHASE & CO	03/13/2012	07/08/2013	6,729.00	5,016.00	1,713.00
550. J P MORGAN CHASE & CO	12/03/2010	07/08/2013	30,090.00	22,374.00	7,716.00
130. JOHNSON & JOHNSON	12/08/2009	11/16/2012	8,955.00	8,564.00	391.00
360. JOHNSON CONTROLS INC	09/29/2009	01/16/2013	11,350.00	9,385.00	1,965.00
4.74 MCDONALDS CORP	09/22/2011	07/08/2013	473.00	403.00	70.00
7. MCDONALDS CORP	09/22/2011	07/12/2013	710.00	601.00	109.00
225. NATIONAL-OILWELL INC	11/12/2007	07/08/2013	16,379.00	13,182.00	3,197.00
220. NIKE INC CLASS B	12/08/2009	07/08/2013	13,963.00	7,020.00	6,943.00
76. NOBLE ENERGY INC	05/18/2009	04/23/2013	8,375.00	4,182.00	4,193.00

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

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

HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number 20-7449840

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 24. NOBLE ENERGY INC	05/18/2009	04/24/2013	2,696.00	1,320.00	1,376.00
240. NORFOLK SOUTHERN CORP	08/10/2011	07/08/2013	17,454.00	16,201.00	1,253.00
215. NUCOR CORP	02/06/2012	07/08/2013	9,468.00	9,705.00	-237.00
325. OMNICOM GROUP	12/21/2010	07/08/2013	20,820.00	14,956.00	5,864.00
174. ORACLE CORPORATION	10/04/2010	04/23/2013	5,685.00	4,739.00	946.00
556. ORACLE CORPORATION	10/04/2010	07/08/2013	17,503.00	15,141.00	2,362.00
55. PRECISION CASTPARTS CO	10/25/2011	07/08/2013	12,760.00	9,345.00	3,415.00
148. PROCTER & GAMBLE CO	04/08/2010	12/04/2012	10,281.00	9,259.00	1,022.00
262.24 QUALCOMM INC	01/17/2012	07/08/2013	15,697.00	14,069.00	1,628.00
5. QUALCOMM INC	01/17/2012	07/12/2013	309.00	287.00	22.00
600. MFC SPDR GOLD TR GOLD	11/19/2010	06/17/2013	80,273.00	72,312.00	7,961.00
211. SCHLUMBERGER LTD ISIN 86	05/07/2012	07/08/2013	15,756.00	18,550.00	-2,794.00
124. SIMON PPTY GROUP INC	11/02/2010	07/08/2013	19,774.00	10,975.00	8,799.00
260. SPECTRA ENERGY CORP C	09/29/2009	02/22/2013	7,651.00	4,851.00	2,800.00
174. SPECTRA ENERGY CORP C	05/18/2009	02/25/2013	5,112.00	2,697.00	2,415.00
36. SPECTRA ENERGY CORP CO	05/18/2009	02/26/2013	1,040.00	558.00	482.00
290.04 US BANCORP DEL NEW	12/20/2010	07/08/2013	10,754.00	8,706.00	2,048.00
11. US BANCORP DEL NEW	05/29/2008	07/12/2013	413.00	367.00	46.00
55. UNITED TECHNOLOGIES CO	06/12/2007	07/08/2013	5,335.00	3,838.00	1,497.00
2. UNITED TECHNOLOGIES COR	06/12/2007	07/12/2013	199.00	140.00	59.00
46. UNITED TECHNOLOGIES CO	06/12/2007	08/20/2013	4,703.00	3,210.00	1,493.00
19. UNITED TECHNOLOGIES CO	06/12/2007	08/21/2013	1,939.00	1,326.00	613.00
12. UNITED TECHNOLOGIES CO	06/12/2007	08/22/2013	1,231.00	837.00	394.00
16. UNITED TECHNOLOGIES CO	06/12/2007	08/23/2013	1,650.00	1,117.00	533.00
234. UNITEDHEALTH GROUP IN	12/15/2009	07/08/2013	15,778.00	7,306.00	8,472.00

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

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

HENDRICKSON FAMILY FOUNDATION U/A/D APRIL 27,

Employer identification number 20-7449840

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	24. V F CORP	04/28/2011	06/25/2013	4,509.00	2,580.00	1,929.00
	143. V F CORP	06/27/2011	07/08/2013	28,082.00	15,053.00	13,029.00
	4003.66 MFO VANGUARD INFLA PROTECTED SECURITIES FUND A	12/27/2011	07/18/2013	105,857.00	97,226.00	8,631.00
	255. VERIZON COMMUNICATION	09/29/2011	07/08/2013	13,020.00	9,457.00	3,563.00
	170. WELLS FARGO & CO NEW	03/13/2012	07/08/2013	7,279.00	5,363.00	1,916.00
	670. WELLS FARGO & CO NEW	12/03/2010	07/08/2013	28,689.00	18,493.00	10,196.00
	71. WHOLE FOODS MKT INC	06/03/2010	12/12/2012	6,461.00	2,872.00	3,589.00
	63. WHOLE FOODS MKT INC	06/03/2010	12/13/2012	5,665.00	2,548.00	3,117.00
	47. WHOLE FOODS MKT INC	06/03/2010	12/14/2012	4,184.00	1,901.00	2,283.00
	86. COVIDIEN PLC USD0.20(P CONSLDTN)	02/05/2010	03/14/2013	5,645.00	3,562.00	2,083.00
	154. COVIDIEN PLC USD0.20(CONSLDTN)	05/18/2009	05/06/2013	10,044.00	5,453.00	4,591.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 298,787.00

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
Canada - USD							
BCE INC COM NEW CUSIP 05534B760							
262 000	43 53	0 00	11,404 86	11,043 30	361 56	0 00	361 56
Total USD		0 00	11,404 86	11,043 30	361 56	0 00	361 56
Total Canada		0 00	11,404 86	11,043 30	361 56	0 00	361 56
Switzerland - USD							
ADR NOVARTIS AG CUSIP 66987V109							
188 000	77 55	0 00	14,579 40	13,803 89	775 51	0 00	775 51
Total USD		0 00	14,579 40	13,803 89	775 51	0 00	775 51
Total Switzerland		0 00	14,579 40	13,803 89	775 51	0 00	775 51
United Kingdom - USD							
ADR GLAXOSMITHKLINE PLC SPONSORED ADR CUSIP 37733W105							
206 000	52 63	0 00	10,841 78	10,900 65	-58 87	0 00	-58 87
Total USD		0 00	10,841 78	10,900 65	-58 87	0 00	-58 87
Total United Kingdom		0 00	10,841 78	10,900 65	-58 87	0 00	-58 87
United States - USD							
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
225 000	48 45	90 00	10,901 25	10,055 25	846 00	0 00	846 00
ALTRIA GROUP INC COM CUSIP 02209S103 ,MO							
358 000	37 23	0 00	13,328 34	13,170 82	157 52	0 00	157 52

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
ANALOG DEVICES INC COM CUSIP 032654105							
183 000	49 30	0 00	9,021 90	8,818 77	203 13	0 00	203 13
APPLE INC COM STK CUSIP 037833100							
21 000	522 35	0 00	10,969 35	3,778 14	7,191 21	0 00	7,191 21
AT&T INC COM CUSIP 00206R102 T							
239 000	36 20	107 55	8,651 80	8,549 03	102 77	0 00	102 77
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
241 000	74 97	0 00	18,067 77	17,643 66	424 11	0 00	424 11
BAXTER INTL INC COM CUSIP 071813109							
142 000	65 87	0 00	9,353 54	10,313 46	-959 92	0 00	-959 92
BLACKROCK INC COM STK CUSIP 09247X101							
28 000	300 81	0 00	8,422 68	7,510 02	912 66	0 00	912 66
BRISTOL MYERS SQUIBB CO COM CUSIP 110122108							
317 000	52 52	110 95	16,648 84	14,501 64	2,147 20	0 00	2,147 20
CHEVRON CORP COM CUSIP 166764100 CVX							
151 000	119 96	0 00	18,113 96	13,034 85	5,079 11	0 00	5,079 11
CISCO SYSTEMS INC CUSIP 17275R102							
731 000	22 50	0 00	16,447 50	15,527 60	919 90	0 00	919 90

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
COCA COLA CO COM CUSIP 191216100							
317 000	39 57	0 00	12,543 69	11,000 05	1,543 64	0 00	1,543 64
CULLEN / FROST BANKERS INC COM CUSIP 229899109							
227 000	70 79	0 00	16,069 33	16,385 63	-316 30	0 00	-316 30
EMERSON ELECTRIC CO COM CUSIP 291011104							
254 000	66 97	0 00	17,010 38	13,167 93	3,842 45	0 00	3,842 45
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
223 000	47 45	0 00	10,581 35	10,158 25	423 10	0 00	423 10
GENERAL ELECTRIC CO CUSIP 369604103 GE							
784 000	26 14	0 00	20,493 76	16,013 54	4,480 22	0 00	4,480 22
GENUINE PARTS CO COM CUSIP 372460105							
110 000	78 83	0 00	8,671 30	9,329 31	-658 01	0 00	-658 01
INTEL CORP COM CUSIP 458140100 INTC							
792 000	24 43	0 00	19,348 56	21,062 92	-1,714 36	0 00	-1,714 36
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
245 000	92 61	0 00	22,689 45	21,996 83	692 62	0 00	692 62
KIMBERLY-CLARK CORP COM CUSIP 494368103 KMB							
206 000	108 00	0 00	22,248 00	20,382 42	1,865 58	0 00	1,865 58

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
KINDER MORGAN INC DEL COM CUSIP 49456B101							
165 000	35 31	67 65	5,826 15	6,602 85	-776 70	0 00	-776 70
KRAFT FOODS GROUP INC COM CUSIP 50076Q106							
327 000	54 38	0 00	17,782 26	18,494 34	-712 08	0 00	-712 08
LOCKHEED MARTIN CORP COM CUSIP 539830109							
120 000	133 34	0 00	16,000 80	14,783 63	1,217 17	0 00	1,217 17
MATTEL INC COM CUSIP 577081102							
350 000	44 37	0 00	15,529 50	16,478 00	-948 50	0 00	-948 50
MC DONALDS CORP COM CUSIP 580135101							
238 000	96 52	0 00	22,971 76	20,698 31	2,273 45	0 00	2,273 45
MERCK & CO INC NEW COM CUSIP 58933Y105							
132 000	45 09	0 00	5,951 88	5,733 45	218 43	0 00	218 43
MICROSOFT CORP COM CUSIP 594918104 MSFT							
435 000	35 35	0 00	15,377 25	15,468 60	-91 35	0 00	-91 35
NEXTERA ENERGY INC COM CUSIP 65339F101							
74 000	84 75	0 00	6,271 50	6,210 08	61 42	0 00	61 42
ONEOK INC COM STK CUSIP 682680103							
343 000	56 50	130 34	19,379 50	14,746 99	4,632 51	0 00	4,632 51

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
PAYCHEX INC COM CUSIP 704326107							
199 000	42 26	69 65	8,409 74	8,018 45	391 29	0 00	391 29
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
184 000	89 12	0 00	16,398 08	16,425 66	-27 58	0 00	-27 58
PROCTER & GAMBLE COM NPV CUSIP 742718109							
187 000	80 75	112 48	15,100 25	12,167 35	2,932 90	0 00	2,932 90
QUALCOMM INC COM CUSIP 747525103 QCOM							
210 000	69 47	0 00	14,588 70	11,270 44	3,318 26	0 00	3,318 26
SOUTHERN CO COM STK CUSIP 842587107							
288 000	40 91	146 16	11,782 08	12,925 04	-1,142 96	0 00	-1,142 96
SPECTRA ENERGY CORP COM STK CUSIP 847560109							
303 000	35 57	0 00	10,777 71	10,142 80	634 91	0 00	634 91
ST JUDE MED INC COM CUSIP 790849103 STJ							
2,500 000	57 39	0 00	143,475 00	0 00	143,475 00	0 00	143,475 00
TUPPERWARE BRANDS CORPORATION CUSIP 899896104 TUP							
72 000	89 65	0 00	6,454 80	5,760 00	694 80	0 00	694 80
US BANCORP CUSIP 902973304 USB							
445 000	37 36	0 00	16,625 20	14,426 15	2,199 05	0 00	2,199 05

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
WILLIAMS CO INC COM CUSIP 969457100							
493 000	35 71	0 00	17,605 03	16,659 61	945 42	0 00	945 42
Total USD		834 78	675,889 94	489,411 87	186,478 07	0 00	186,478 07
Total United States		834 78	675,889 94	489,411 87	186,478 07	0 00	186,478 07
Total Common Stock							
13,516 000		**834.78**	**712,716.98**	**525,159.71**	**187,556.27**	**0.00**	**187,556.27**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162582							
25,497 950	11 76	0 00	299,855 89	203,624 86	96,231 03	0 00	96,231 03
Total USD		0 00	299,855 89	203,624 86	96,231 03	0 00	96,231 03
Total Emerging Markets Region		0 00	299,855 89	203,624 86	96,231 03	0 00	96,231 03
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
1,100 000	34 73	0 00	38,203 00	36,672 79	1,530 21	0 00	1,530 21
Total USD		0 00	38,203 00	36,672 79	1,530 21	0 00	1,530 21
Total Global Region		0 00	38,203 00	36,672 79	1,530 21	0 00	1,530 21
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
44,001 110	12 29	0 00	540,773 64	540,594 77	178 87	0 00	178 87

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
Total USD		0 00	540,773 64	540,594 77	178 87	0 00	178 87
Total International Region		0 00	540,773 64	540,594 77	178 87	0 00	178 87
United States - USD							
&&&MFB NORTHN MID CAP INDEX FD CUSIP 665130100							
3,957 720	16 84	0 00	66,648 00	40,402 91	26,245 09	0 00	26,245 09
MFB NORTHERN FDS SMALL CAP INDEX FD CUSIP 665162723							
11,071 890	12 11	0 00	134,080 58	71,245 78	62,834 80	0 00	62,834 80
MFO NUVEEN PREFERRED SECURIT-I CUSIP 670700400							
4,781 650	17 15	432 73	82,005 29	71,331 16	10,674 13	0 00	10,674 13
MFO TIAA-CREF MUT FDS SOCIAL CHOICE EQUITY FD INSTL CL CUSIP 87244W300							
25,188 150	15 08	0 00	379,837 30	362,155 00	17,682 30	0 00	17,682 30
Total USD		432 73	662,571 17	545,134 85	117,436 32	0 00	117,436 32
Total United States		432 73	662,571 17	545,134 85	117,436 32	0 00	117,436 32
Total Equity Funds **115,598.470**		**432.73**	**1,541,403.70**	**1,326,027.27**	**215,376.43**	**0.00**	**215,376.43**
Other equity							
United States - USD							
HCP INC COM REIT CUSIP 40414L109 HCP							
313 000	41 50	164 32	12,989 50	14,507 55	-1,518 05	0 00	-1,518 05
HEALTH CARE REIT INC COM CUSIP 42217K106							
224 000	64 85	0 00	14,526 40	15,018 42	-492 02	0 00	-492 02

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Other equity							
United States - USD							
RLTY INC CORP COM CUSIP 756109104							
121 000	41 65	22 00	5,039 65	5,424 82	-385 17	0 00	-385 17
VENTAS INC REIT CUSIP 92276F100							
83 000	65 24	0 00	5,414 92	5,852 33	-437 41	0 00	-437 41
Total USD		186 32	37,970 47	40,803 12	-2,832 65	0 00	-2,832 65
Total United States		186 32	37,970 47	40,803 12	-2,832 65	0 00	-2,832 65
Total Other Equity							
741.000		**186.32**	**37,970.47**	**40,803.12**	**-2,832.65**	**0.00**	**-2,832.65**
Total Equity Securities							
129,854.470		**1,453.83**	**2,292,090.15**	**1,891,990.10**	**400,100.05**	**0.00**	**400,100.05**
Fixed Income Securities							
Corporate/government							
United Kingdom - USD							
HSBC HOLDINGS PLC 5 1 DUE 04-05-2021 CUSIP 404280AK5							
50,000 000	111 3826	184 16	55,691 30	50,338 50	5,352 80	0 00	5,352 80
Issue Date 05 Apr 11 Rate 5 10% Yield to Maturity 3 356% Maturity Date 05 Apr 21							
Total USD		184 16	55,691 30	50,338 50	5,352 80	0 00	5,352 80
Total United Kingdom		184 16	55,691 30	50,338 50	5,352 80	0 00	5,352 80
United States - USD							

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
CISCO SYS INC 5 5% DUE 02-22-2016 CUSIP 17275RAC6							
50,000 000	110 9276	527 08	55,463 80	51,561 50	3,902 30	0 00	3,902 30
Issue Date 22 Feb 06 Rate 5 50% Yield to Maturity 0 718% Maturity Date 22 Feb 16							
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533							
27,205 700	10 58	0 00	287,836 30	267,900 55	19,935 75	0 00	19,935 75
Issue Date 25 Aug 08							
MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467							
15,000 000	10 22	0 00	153,300 00	153,150 00	150 00	0 00	150 00
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
34,936 210	7 63	0 00	266,563 28	240,020 72	26,542 56	0 00	26,542 56
Issue Date 25 Aug 08							
MFO FRKLN INVS SECS TR FLTG RATE DAILY ACCESS FD ADVISOR CUSIP 353612781							
11,012 000	9 20	0 00	101,310 40	100,980 00	330 40	0 00	330 40
MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL CUSIP 693390841							
28,061 880	9 63	0 00	270,235 90	253,960 00	16,275 90	0 00	16,275 90
Issue Date 29 Aug 08							
NUCOR CORP 5 85% DUE 06-01-2018 CUSIP 670346AK1							
75,000 000	114 802	1,828 12	86,101 50	75,067 50	11,034 00	0 00	11,034 00
Issue Date 02 Jun 08 Rate 5 85% Yield to Maturity 2 418% Maturity Date 01 Jun 18							
Total USD		2,355 20	1,220,811 18	1,142,640 27	78,170 91	0 00	78,170 91
Total United States		2,355 20	1,220,811 18	1,142,640 27	78,170 91	0 00	78,170 91

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Total Corporate/Government							
291,215.790		**2,539.36**	**1,276,502.48**	**1,192,978.77**	**83,523.71**	**0.00**	**83,523.71**
Other bonds							
United States - USD							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
5,000 000	24 99	0 00	124,950 00	125,188 00	-238 00	0 00	-238 00
Issue Date 07 Dec 12							
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
2,000 000	105 44	0 00	210,880 00	207,882 10	2,997 90	0 00	2,997 90
Issue Date 05 Dec 08							
Total USD		0 00	335,830 00	333,070 10	2,759 90	0 00	2,759 90
Total United States		0 00	335,830 00	333,070 10	2,759 90	0 00	2,759 90
Total Other Bonds							
7,000.000		**0.00**	**335,830.00**	**333,070.10**	**2,759.90**	**0.00**	**2,759 90**
Total Fixed Income Securities							
298,215.790		**2,539.36**	**1,612,332 48**	**1,526,048.87**	**86,283.61**	**0 00**	**86,283.61**
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
19,472 310	9 60	0 00	186,934 17	180,614 29	6,319 88	0 00	6,319 88

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Real Estate							
Real estate funds							
Total USD		0 00	186,934 17	180,614 29	6,319 88	0 00	6,319 88
Total United States		0 00	186,934 17	180,614 29	6,319 88	0 00	6,319 88
Total Real Estate Funds **19,472.310**		**0 00**	**186,934.17**	**180,614 29**	**6,319.88**	**0.00**	**6,319.88**
Total Real Estate **19,472.310**		**0.00**	**186,934.17**	**180,614.29**	**6,319.88**	**0.00**	**6,319.88**
Commodities							
Commodities							
Global Region - USD							
MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107							
600 000	127 74	0 00	76,644 00	57,938 50	18,705 50	0 00	18,705 50
Total USD		0 00	76,644 00	57,938 50	18,705 50	0 00	18,705 50
Total Global Region		0 00	76,644 00	57,938 50	18,705 50	0 00	18,705 50
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
13,348 260	5 65	0 00	75,417 66	96,090 13	-20,672 47	0 00	-20,672 47
Total USD		0 00	75,417 66	96,090 13	-20,672 47	0 00	-20,672 47
Total United States		0 00	75,417 66	96,090 13	-20,672 47	0 00	-20,672 47
Total Commodities **13,948.260**		**0.00**	**152,061.66**	**164,028.63**	**-1,966.97**	**0.00**	**-1,966.97**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Total Commodities							
13,948.260		**0.00**	**152,061.66**	**154,028.63**	**-1,966.97**	**0.00**	**-1,966.97**

Cash and Short Term Investments

Short term

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
USD - United States dollar							
	1 00	5 11	745,027 43	745,027 43	0 00	0 00	0 00
Total short term - all currencies		5 11	745,027 43	745,027 43	0 00	0 00	0 00
Total short term - all countries		5 11	745,027 43	745,027 43	0 00	0 00	0 00
Total Short Term							
745,027.430		**5.11**	**745,027.43**	**745,027.43**	**0 00**	**0.00**	**0.00**
Total Cash and Short Term Investments							
745,027.430		**5.11**	**745,027.43**	**745,027.43**	**0.00**	**0.00**	**0 00**
Total							
1,206,518.260		**3,998.30**	**4,988,446.89**	**4,497,709.32**	**490,736.57**	**0.00**	**490,736.57**