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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf

OMB No 1545-0052

2013**Open to Public Inspection**For calendar year **2013** or tax year beginning , 2013, and ending , 20

Name of foundation

THOMAS B EARLE FOUNDATION 02-44068

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

P.O. BOX 803878

City or town, state or province, country, and ZIP or foreign postal code

CHICAGO, IL 60680

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ 1,651,197.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

A Employer identification number

59-6784786

B Telephone number (see instructions)

312-630-6000

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 . ▶ ☐**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)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☒ if the foundation is not required to
attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 495,767.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns
and allowances 0 0 16 2014

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

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT 2

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) STMT 3

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT 4

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements Add lines 24 and 25

27 Subtract line 26 from line 12.

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

ENVELOPE
POSTMARK DATE APR 29 2014

Operating and Administrative Expenses

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			NONE	
	2	Savings and temporary cash investments	25,181.	26,831.	26,831.	
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶			NONE	
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶			NONE	
	5	Grants receivable			NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			NONE	
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE		NONE	
	8	Inventories for sale or use			NONE	
	9	Prepaid expenses and deferred charges			NONE	
	10 a	Investments - U S and state government obligations (attach schedule)			NONE	
	b	Investments - corporate stock (attach schedule) . STMT 5	603,803.	735,826.	956,183.	
	c	Investments - corporate bonds (attach schedule) . STMT 6	574,400.	592,057.	603,696.	
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans			NONE		
13	Investments - other (attach schedule) STMT 7	66,474.	54,045.	64,487.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule) ▶			NONE		
15	Other assets (describe ▶ SEE ATTACHMENTS)	85,555.		NONE		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,355,413.	1,408,759.	1,651,197.		
Liabilities	17	Accounts payable and accrued expenses			NONE	
	18	Grants payable			NONE	
	19	Deferred revenue			NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons			NONE	
	21	Mortgages and other notes payable (attach schedule)			NONE	
	22	Other liabilities (describe ▶)			NONE	
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds	1,355,413.	1,408,759.		
	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)	1,355,413.	1,408,759.		
	31	Total liabilities and net assets/fund balances (see instructions)	1,355,413.	1,408,759.		

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	1,355,413.
2	Enter amount from Part I, line 27a	2	53,306.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT	3	40.
4	Add lines 1, 2, and 3	4	1,408,759.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,408,759.

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 495,767.		391,391.	104,376.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			104,376.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	104,376.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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.

(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))
2012	76,416.	1,539,562.	0.049635
2011	72,656.	1,539,294.	0.047201
2010	67,641.	1,476,358.	0.045816
2009	76,150.	1,359,880.	0.055998
2008	84,386.	1,542,911.	0.054693
2 Total of line 1, column (d)			2 0.253343
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 0.050669
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,586,739.
5 Multiply line 4 by line 3			5 80,398.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,318.
7 Add lines 5 and 6			7 81,716.
8 Enter qualifying distributions from Part XII, line 4			8 75,230.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,636.
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	2,636.
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	2,636.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,783.	
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	1,783.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	853.	
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 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T.		
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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
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.	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no ▶ (312) 630-6000			
Located at ▶ PO BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
and enter the amount of tax-exempt interest received or accrued during the year				
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>		
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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013)	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 2013?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	15,433.	-0-	-0-

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**

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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** (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	

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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	1,610,903.
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	1,610,903.
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	1,610,903.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,164.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,586,739.
6	Minimum investment return. Enter 5% of line 5	6	79,337.

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	79,337.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,636.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,636.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	76,701.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	76,701.
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	76,701.

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	75,230.
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	75,230.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	75,230.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				76,701.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			72,672.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 75,230.				
a Applied to 2012, but not more than line 2a			72,672.	
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 2013 distributable amount				2,558.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				74,143.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	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 2013, 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test - enter				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).				
(3) Largest amount of support from an exempt organization.				
(4) Gross investment income				

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail address 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 13				72,672.
Total			3a	72,672.
b Approved for future payment				
Total			3b	

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

- | | | | | |
|---|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| 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. | | | | |

[illegible]

- 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

04/11/2014
Date

▶ VICE PRESIDENT
Title

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

THE NORTHERN TRUST COMPAN

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
DIVIDENDS AND INTEREST	43,115.	43,115.
ACCRUED/DEFERRED INCOME	-1,443.	
RETURN OF CAPITAL	161.	
	-----	-----
TOTAL	41,833.	43,115.
	=====	=====

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	193.	
ESTIMATED TAX	1,783.	
FOREIGN TAX	807.	807.
	-----	-----
TOTALS	2,783.	807.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

IL AG FILING FEE

15.

15.

TOTALS

15.

15.

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

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ----
SEE ATTACHMENTS	735,826.	956,183.
	-----	-----
TOTALS	735,826.	956,183.
	=====	=====

THOMAS B EARLE FOUNDATION 02-44068

59-6784786

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHMENTS	592,057.	603,696.
	-----	-----
TOTALS	592,057.	603,696.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV -----
SEE ATTACHMENTS	C	54,045.	64,487.
TOTALS		54,045.	64,487.
		=====	=====

=====

RECIPIENT NAME:

BOYS & GIRLS CLUBS
OF WEST-CENTRAL WISCONSIN

ADDRESS:

BOYS & GIRLS CLUBS
TOMAH, WI

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT S.T.E.M LEARNING PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 9,425.

RECIPIENT NAME:

AREA COMMUNITY THEATER, INC

ADDRESS:

907 KILBOURN AVENUE
TOMAH, WI 54660

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

RENOVATION OF BACK STAGE AREA

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CITY OF TOMAH/PARKS & RECREATION

ADDRESS:

CITY OF TOMAH
TOMAH, WI

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PURCHASE EQUIPMENT FOR GYMNASTICS PROGRAM

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,784.

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

=====

RECIPIENT NAME:

CITY OF TOMAH/KUPPER-RATSCH
SENIOR &DISABLED CENTER

ADDRESS:

CITY OF TOMAH
TOMAH, WI

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PURCHASE CLOCKS FOR VIAUALLY IMPARIED SENIORS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:

WESTERN TECHNICAL
COLLEGE

ADDRESS:

400 SEVENTH STREET NORTH
LA CROSSE, WI 54601

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

POST-SECONDARY EDUCATION FOR HOMELESS WOMEN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

FAMILIES FIRST OF MONROE
COUNTY

ADDRESS:

1118 W VETERANS STREET
TOMAH, WI 54660

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

FOR OFFICE EXPENSE IN PROIVIDING ASSISTANCE IN

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MONROE COUNTY SHELTERCARE, INC
ADDRESS:
531 DOUGLAS STREET
SPARTA, WI 54654
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE TO VICTIMS OF DOMESTIC A
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 4,400.

RECIPIENT NAME:
RIVERFRONT ACTIVITY CENTER, INC.
ADDRESS:
3000 SOUTH AVENUE
LA CROSSE, WI 54601
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
TO ENHANCE THE QUALITY OF LIFE FOR SENIOR
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
TOMAH AREA SCHOOL DISTRICT
ADDRESS:
129 W CLIFTON ST.
TOMAH, WI 54660
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
PURCHASE AND INSTALLATION OF LIBRARIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,660.

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

=====

RECIPIENT NAME:

NEIGHBOR TO NEIGHBOR, INC

ADDRESS:

MILWAUKEE, WI

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

INSTALL HANDICAP SPACES

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:

HANDISHOP INDUSTRIES, INC

ADDRESS:

HANDISHOP INDUSTRIES

TOMAH, WI

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PURCHASE IPADS, COMPUTERS, FURNITURE

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 6,404.

RECIPIENT NAME:

LEARNING INDEPENDENT

FUTURE

ADDRESS:

TOMAH, WI

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

HELP STUDENTS WITH DISABILITY

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 15,000.

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

=====

RECIPIENT NAME:

FAITH IN ACTION

VOLUNTEERS OF MONROE COUNTY

ADDRESS:

TOMAH, WI

RELATIONSHIP:

NA

PURPOSE OF GRANT:

HOME REPAIRS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 2,500.

RECIPIENT NAME:

CITY OF TOMAH - TOMAH PUBLIC

LIBRARY

ADDRESS:

TOMAH, WI

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PURCHASE PLYAWAY VIEWS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 3,499.

RECIPIENT NAME:

THE PARENTING PLACE - TOMAH

ADDRESS:

310 W ELIZABETH STREET

TOMAH, WI 54660

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PARENTY/CHILD DEVELOPMENT PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 1,000.

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

=====

RECIPIENT NAME:

MONROE COUNTY HABITAT
FOR HUMANITY

ADDRESS:

18292 IRONWOOD ROAD
TOMAH, WI 54660

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

CONSTRUCTION OF A FAMILY HOME

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

72,672.

=====

**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.

▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.

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

OMB No 1545-0092

2013

Name of estate or trust

THOMAS B EARLE FOUNDATION 02-44068

Employer identification number

59-6784786

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked	63,917.	61,404.	27.	2,540.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶			7	2,540.

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked				
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked	437,682.	358,289.	2,230.	81,623.
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824			11	
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.			12	
13 Capital gain distributions.			13	20,213.
14 Gain from Form 4797, Part I.			14	
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2012 Capital Loss Carryover Worksheet			15 ()	
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶			16	101,836.

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

Schedule D (Form 1041) 2013

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
17 Net short-term gain or (loss)	17		2,540.
18 Net long-term gain or (loss):			
a Total for year	18a		101,836.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	18b		2.
c 28% rate gain	18c		20,901.
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		104,376.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and do not complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 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 19, column (3) or **b** \$3,000 **20** ()

Note: If the loss on line 19, 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 18a and 19 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 18b, col. (2) or line 18c, 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 18a and 19 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 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22 Enter the smaller of line 18a or 19 in column (2) but not less than zero	22		
23 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) . .	23		
24 Add lines 22 and 23	24		
25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	25		
26 Subtract line 25 from line 24. If zero or less, enter -0-	26		
27 Subtract line 26 from line 21. If zero or less, enter -0-	27		
28 Enter the smaller of the amount on line 21 or \$2,450	28		
29 Enter the smaller of the amount on line 27 or line 28	29		
30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶	30		
31 Enter the smaller of line 21 or line 26	31		
32 Subtract line 30 from line 26	32		
33 Enter the smaller of line 21 or \$11,950	33		
34 Add lines 27 and 30	34		
35 Subtract line 34 from line 33. If zero or less, enter -0-	35		
36 Enter the smaller of line 32 or line 35	36		
37 Multiply line 36 by 15%. ▶	37		
38 Enter the amount from line 31	38		
39 Add lines 30 and 36	39		
40 Subtract line 39 from line 38. If zero or less, enter -0-	40		
41 Multiply line 40 by 20% ▶	41		
42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	42		
43 Add lines 37, 41, and 42	43		
44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	44		
45 Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) ▶	45		

Schedule D (Form 1041) 2013

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

THOMAS B EARLE FOUNDATION 02-44068

Social security number or taxpayer identification number

59-6784786

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
3.	AMERICAN TOWER CORP	06/25/2013	07/10/2013	221.00	217.00			4.00
11.	AMERICAN TOWER CORP	06/25/2013	07/25/2013	806.00	796.00			10.00
6.	AMERICAN TOWER CORP	09/23/2013	12/05/2013	466.00	443.00			23.00
2.	C R BARD INC	03/15/2013	07/10/2013	218.00	203.00			15.00
10.	C R BARD INC	03/15/2013	07/25/2013	1,125.00	1,017.00			108.00
4.	C R BARD INC	03/15/2013	12/05/2013	546.00	407.00			139.00
10.	BRISTOL MYERS SQUIBB C	07/19/2012	03/14/2013	382.00	361.00			21.00
16.	CISCO SYS INC	03/14/2013	07/10/2013	406.00	346.00			60.00
72.	CISCO SYS INC	03/14/2013	07/25/2013	1,831.00	1,558.00			273.00
36.	CISCO SYS INC	09/18/2013	12/05/2013	752.00	883.00			-131.00
15.	CITIGROUP INC COM NEW	10/23/2013	12/05/2013	766.00	753.00			13.00
7.	DOMINION RES INC VA NEW	07/19/2012	01/15/2013	367.00	374.00			-7.00
3.	DOMINION RES INC VA NEW	03/15/2012	01/16/2013	158.00	152.00			6.00
41.	E I DU PONT DE NEMOURS	12/12/2012	06/19/2013	2,205.00	1,846.00			359.00
2 Totals.	Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►							

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949**2013**Attachment
Sequence No **12A**

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

THOMAS B EARLE FOUNDATION 02-44068

Social security number or taxpayer identification number

59-6784786

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	3. E I DU PONT DE NEMOURS	12/12/2012	06/20/2013	158.00	134.00			24.00
	3. EMERSON ELECTRIC CO	12/14/2012	07/10/2013	173.00	156.00			17.00
	20. EMERSON ELECTRIC CO	12/14/2012	07/25/2013	1,189.00	1,039.00			150.00
	9. EMERSON ELECTRIC CO	12/14/2012	12/05/2013	598.00	467.00			131.00
	8. EXELON CORP	04/24/2013	07/10/2013	244.00	297.00			-53.00
	32. EXELON CORP	04/24/2013	07/25/2013	1,001.00	1,188.00			-187.00
	14. EXELON CORP	04/24/2013	12/05/2013	389.00	520.00			-131.00
	49. MFC FLEXSHARES TR IBOX TARGET DURATION TIPS IN	07/25/2013	09/19/2013	1,231.00	1,243.00			-12.00
	3. GILEAD SCIENCES INC	05/06/2013	07/10/2013	164.00	164.00			
	13. GILEAD SCIENCES INC	05/06/2013	07/25/2013	772.00	712.00			60.00
	5. GILEAD SCIENCES INC	05/06/2013	12/05/2013	366.00	274.00			92.00
	4. JOHNSON CONTROLS INC	03/15/2012	01/16/2013	126.00	131.00			-5.00
	9. MERCK & CO INC	03/14/2013	07/10/2013	430.00	399.00			31.00
	36. MERCK & CO INC	03/14/2013	07/25/2013	1,706.00	1,597.00			109.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

For Paperwork Reduction Act Notice, see your tax return instructions.

JSA
3X2615 2 000Form **8949** (2013)

Sales and Other Dispositions of Capital Assets► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

THOMAS B EARLE FOUNDATION 02-44068

Social security number or taxpayer identification number

59-6784786

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

Part I Short-Term. Transactions involving capital assets you held one year or less are short-term. For long-term transactions, see page 2.

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- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
16.	MERCK & CO INC	03/14/2013	12/05/2013	781.00	701.00			80.00
6.	METLIFE INC	02/22/2013	07/10/2013	292.00	214.00			78.00
26.	METLIFE INC	02/22/2013	07/25/2013	1,264.00	927.00			337.00
15.	METLIFE INC	09/23/2013	12/05/2013	765.00	711.00			54.00
17.	MONDELEZ INTL INC COM	09/18/2013	12/05/2013	584.00	551.00			33.00
2.	MONSANTO CO NEW	06/19/2013	07/10/2013	204.00	212.00	W	8.00	
12.	MONSANTO CO NEW	06/19/2013	07/25/2013	1,218.00	1,277.00			-59.00
5.	MONSANTO CO NEW	06/19/2013	12/05/2013	555.00	530.00			25.00
138.	MFB NORTHERN FUNDS UL FIXED INCOME FD	12/19/2012	07/10/2013	1,405.00	1,412.00	W	7.00	
7.	PETSMART INC	11/18/2013	12/05/2013	511.00	523.00	W	12.00	
19.	PFIZER INC	03/14/2013	07/10/2013	539.00	499.00			40.00
83.	PFIZER INC	12/05/2012	07/25/2013	2,390.00	2,110.00			280.00
786.18	PIMCO COMMODITY REA STRATEGY FUND	12/12/2012	01/24/2013	5,299.00	5,165.00			134.00
151.	MFC SPDR GOLD TR GOLD	11/02/2012	03/14/2013	23,212.00	23,949.00			-737.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Form

Sales and Other Dispositions of Capital Assets

OMB No. 1545-0074

2013

Attachment
Sequence No. **12A**

Department of the Treasury
Internal Revenue Service

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► File with your Schedule D to list your transactions for lines 1b, 2, 3, 8b, 9, and 10 of Schedule D.

Name(s) shown on return

Social security number or taxpayer identification number

THOMAS B EARLE FOUNDATION 02-44068

59-6784786

Most brokers issue their own substitute statement instead of using Form 1099-B. They also may provide basis information (usually your cost) to you on the statement even if it is not reported to the IRS. Before you check Box A, B, or C below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.

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Note. You may aggregate all short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 1a; you are not required to report these transactions on Form 8949 (see instructions).

You must check Box A, B, or C below. Check only one box. If more than one box applies for your short-term transactions, complete a separate Form 8949, page 1, for each applicable box. If you have more short-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

- ☐ (A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (B) Short-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (C) Short-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
24.	ST JUDE MEDICAL INC	09/24/2012	07/25/2013	1,245.00	1,032.00			213.00
10.	SPECTRA ENERGY CORP CO	07/19/2012	02/26/2013	289.00	306.00			-17.00
4.	STARBUCKS CORP	08/13/2012	07/10/2013	271.00	184.00			87.00
22.	STARBUCKS CORP	08/13/2012	07/25/2013	1,472.00	1,007.00			465.00
3.	EATON CORP PLC COM USD0	12/03/2012	07/10/2013	204.00	154.00			50.00
19.	EATON CORP PLC COM USD	12/03/2012	07/25/2013	1,279.00	976.00			303.00
4.	#REORG/NOBLE STOCK MERG 2R1JA21 EFF 11-20-2013	10/17/2012	07/10/2013	157.00	152.00			5.00
30.	#REORG/NOBLE STOCK MER 2R1JA21 EFF 11-20-2013	11/02/2012	07/25/2013	1,185.00	1,135.00			50.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ▶				63,917.	61,404.		27.	2,540.

Note. If you checked Box A above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (q) to correct the basis. See *Column (q)* in the separate instructions for how to figure the amount of the adjustment.

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Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

THOMAS B EARLE FOUNDATION 02-44068

Social security number or taxpayer identification number

59-6784786

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Part II Long-Term. Transactions involving capital assets you held more than one year are long term. For short-term transactions, see page 1.

Note. You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the total directly on Schedule D, line 8a; you are not required to report these transactions on Form 8949 (see instructions).

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☐ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS

☒ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr.)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
4.	AMERICAN EXPRESS CO	03/15/2012	07/10/2013	307.00	218.00			89.00
25.	AMERICAN EXPRESS CO	07/19/2012	07/25/2013	1,888.00	1,301.00			587.00
11.	AMERICAN EXPRESS CO	09/01/2011	12/05/2013	930.00	538.00			392.00
17.	AMERICAN WTR WKS CO IN	01/30/2012	07/25/2013	727.00	568.00			159.00
6.	AMERICAN WTR WKS CO INC	01/27/2012	12/05/2013	246.00	200.00			46.00
2.	AMGEN INC	03/15/2012	07/10/2013	199.00	136.00			63.00
13.	AMGEN INC	03/01/2012	07/25/2013	1,398.00	880.00			518.00
6.	AMGEN INC	03/01/2012	12/05/2013	680.00	406.00			274.00
1.	APPLE COMPUTER INC	03/15/2012	07/10/2013	421.00	591.00			-170.00
7.	APPLE COMPUTER INC	07/19/2012	07/25/2013	3,060.00	2,389.00			671.00
3.	APPLE COMPUTER INC	11/27/2006	12/05/2013	1,704.00	269.00			1,435.00
25000.	BANK AMER CORP 4.87 01-15-2013 01-15-2013 B	02/21/2003	01/15/2013	25,000.00	25,159.00			-159.00
12.	BHP LTD SPONSORED ADR	09/01/2011	07/25/2013	757.00	913.00			-156.00
21.	BHP LTD SPONSORED ADR	02/22/2010	10/23/2013	1,498.00	1,581.00			-83.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)

THOMAS B EARLE FOUNDATION 02-44068

Social security number or taxpayer identification number

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
14.	BHP LTD SPONSORED ADR	03/15/2012	10/24/2013	1,007.00	747.00			260.00
8.	BHP LTD SPONSORED ADR	05/14/2009	10/25/2013	574.00	399.00			175.00
184.	BRISTOL MYERS SQUIBB	11/08/2011	03/14/2013	7,035.00	5,448.00			1,587.00
5.	CVS CORP	04/27/2012	07/10/2013	299.00	225.00			74.00
30.	CVS CORP	04/27/2012	07/25/2013	1,841.00	1,351.00			490.00
13.	CVS CORP	04/27/2012	12/05/2013	856.00	585.00			271.00
3.	CHEVRONTXACO CORP	03/15/2012	07/10/2013	370.00	309.00			61.00
16.	CHEVRONTXACO CORP	07/19/2012	07/25/2013	2,021.00	1,395.00			626.00
7.	CHEVRONTXACO CORP	11/13/2008	12/05/2013	848.00	488.00			360.00
11.	CITRIX SYS INC	07/19/2012	07/25/2013	766.00	709.00			57.00
5.	CITRIX SYS INC	07/22/2010	12/05/2013	294.00	233.00			61.00
6.	COCA COLA CO	08/30/2011	07/10/2013	243.00	210.00			33.00
41.	COCA COLA CO	08/30/2011	07/25/2013	1,666.00	1,428.00			238.00
17.	COCA COLA CO	08/29/2011	12/05/2013	677.00	591.00			86.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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2.	COSTCO WHSL CORP NEW	09/01/2011	07/10/2013	228.00	160.00			68.00
15.	COSTCO WHSL CORP NEW	07/19/2012	07/25/2013	1,754.00	1,223.00			531.00
20.	COSTCO WHSL CORP NEW	01/17/2008	09/18/2013	2,352.00	1,299.00			1,053.00
5.	COSTCO WHSL CORP NEW	01/17/2008	12/05/2013	605.00	325.00			280.00
6.	DANAHER CORP	03/15/2012	07/10/2013	403.00	298.00			105.00
35.	DANAHER CORP	07/19/2012	07/25/2013	2,345.00	1,463.00			882.00
15.	DANAHER CORP	10/17/2008	12/05/2013	1,104.00	430.00			674.00
3.	WALT DISNEY CO	03/15/2012	07/10/2013	196.00	130.00			66.00
20.	WALT DISNEY CO	07/19/2012	07/25/2013	1,289.00	741.00			548.00
9.	WALT DISNEY CO	11/27/2006	12/05/2013	632.00	290.00			342.00
29.	DOMINION RES INC VA NE	09/01/2011	01/10/2013	1,512.00	1,311.00			201.00
42.	DOMINION RES INC VA NE	09/15/2010	01/11/2013	2,196.00	1,845.00			351.00
14.	DOMINION RES INC VA NE	09/15/2010	01/14/2013	734.00	613.00			121.00
15.	DOMINION RES INC VA NE	11/18/2010	01/15/2013	786.00	647.00			139.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
72.	E I DU PONT DE NEMOURS	09/01/2011	06/19/2013	3,872.00	2,905.00			967.00
10.	EMC CORP MASS	03/15/2012	07/10/2013	248.00	270.00			-22.00
68.	EMC CORP MASS	07/19/2012	07/25/2013	1,795.00	1,503.00			292.00
29.	EMC CORP MASS	07/15/2010	12/05/2013	693.00	569.00			124.00
4.	EXPRESS SCRIPTS HLDG CO	06/20/2012	07/10/2013	255.00	215.00			40.00
25.	EXPRESS SCRIPTS HLDG C	06/20/2012	07/25/2013	1,669.00	1,347.00			322.00
13.	EXPRESS SCRIPTS HLDG C	11/16/2012	12/05/2013	868.00	687.00			181.00
4.	EXXON MOBIL CORP	09/01/2011	07/10/2013	371.00	296.00			75.00
26.	EXXON MOBIL CORP	07/23/1997	07/25/2013	2,466.00	726.00			1,740.00
11.	EXXON MOBIL CORP	07/23/1997	12/05/2013	1,035.00	307.00			728.00
55.	MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	09/29/2011	07/10/2013	1,748.00	1,729.00			19.00
45.	MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	04/20/2012	07/10/2013	1,431.00	1,567.00	W	136.00	
92.	MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	09/29/2011	07/10/2013	2,296.00	2,288.00			8.00
23.	MFC FLEXSHARES TR TR I TARGET DURATION TIPS IN	04/20/2012	07/10/2013	574.00	584.00	W	10.00	
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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Social security number or taxpayer identification number

THOMAS B EARLE FOUNDATION 02-44068

59-6784786

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						(f) Code(s) from instructions	(g) Amount of adjustment	
12.	MFC FLEXSHARES TR IBOX TARGET DURATION TIPS IN	03/15/2012	07/10/2013	299.00	306.00	W	7.00	
15.	MFC FLEXSHARES TR IBOX TARGET DURATION TIPS IN	09/29/2011	07/10/2013	373.00	373.00			
570.	MFC FLEXSHARES TR IBO TARGET DURATION TIPS IN	03/30/2012	09/19/2013	14,323.00	14,191.00			132.00
1.	FRANKLIN RESOURCES INC	07/19/2011	07/10/2013	139.00	136.00			3.00
10.	FRANKLIN RESOURCES INC	09/01/2011	07/25/2013	1,461.00	1,265.00			196.00
32.	FRANKLIN RESOURCES INC	09/01/2011	09/23/2013	1,633.00	1,212.00			421.00
10.	FRANKLIN RESOURCES INC	01/12/2010	12/05/2013	541.00	368.00			173.00
11.	GENERAL ELECTRIC CO	03/15/2012	07/10/2013	260.00	214.00			46.00
73.	GENERAL ELECTRIC CO	07/19/2012	07/25/2013	1,793.00	1,258.00			535.00
31.	GENERAL ELECTRIC CO	09/01/2011	12/05/2013	819.00	505.00			314.00
2.	GOOGLE INC CL A	01/13/2012	07/25/2013	1,786.00	1,250.00			536.00
37.	HOME DEPOT INC	02/06/2012	06/25/2013	2,750.00	1,673.00			1,077.00
6.	HOME DEPOT INC	02/06/2012	07/10/2013	474.00	271.00			203.00
27.	HOME DEPOT INC	02/06/2012	07/25/2013	2,148.00	1,206.00			942.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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12.	HOME DEPOT INC	01/23/2012	12/05/2013	942.00	534.00			408.00
44.	INTEL CORP	05/07/2012	07/25/2013	1,005.00	1,226.00			-221.00
15.	INTEL CORP	05/07/2012	12/05/2013	364.00	418.00			-54.00
8.	#REORG/INTERCONTINEN NA INTERCONTI 2R1HAZI EFF	06/07/2012	07/25/2013	1,416.00	1,026.00			390.00
2.	INTERCONTINENTALEXCHANG COM COM	06/06/2012	12/05/2013	425.00	256.00			169.00
7.	INTL BUSINESS MACHINES	09/01/2011	01/16/2013	1,345.00	941.00			404.00
1.	INTL BUSINESS MACHINES	02/17/2009	07/10/2013	193.00	91.00			102.00
6.	INTL BUSINESS MACHINES	07/19/2012	07/25/2013	1,180.00	757.00			423.00
3.	INTL BUSINESS MACHINES	02/17/2009	12/05/2013	528.00	274.00			254.00
10.	J P MORGAN CHASE & CO	03/13/2012	07/10/2013	550.00	418.00			132.00
45.	J P MORGAN CHASE & CO	03/13/2012	07/25/2013	2,520.00	1,826.00			694.00
19.	J P MORGAN CHASE & CO	03/12/2012	12/05/2013	1,060.00	687.00			373.00
118.	JOHNSON CONTROLS INC	09/01/2011	01/16/2013	3,720.00	3,187.00			533.00
3.	MCDONALDS CORP	09/22/2011	07/10/2013	299.00	258.00			41.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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16.	MCDONALDS CORP	09/22/2011	07/25/2013	1,549.00	1,373.00			176.00
8.	MCDONALDS CORP	08/01/2012	12/05/2013	763.00	725.00			38.00
2.	NATIONAL-OILWELL INC	03/15/2012	07/10/2013	146.00	161.00			-15.00
16.	NATIONAL-OILWELL INC	07/19/2012	07/25/2013	1,145.00	867.00			278.00
6.	NATIONAL-OILWELL INC	05/14/2009	12/05/2013	490.00	204.00			286.00
17.	NIKE INC CLASS B	07/19/2012	07/25/2013	1,061.00	859.00			202.00
6.	NIKE INC CLASS B	12/08/2009	12/05/2013	474.00	191.00			283.00
26.	NOBLE ENERGY INC	09/01/2011	04/23/2013	2,865.00	1,714.00			1,151.00
12.	NOBLE ENERGY INC	04/16/2009	04/24/2013	1,348.00	711.00			637.00
2.	NORFOLK SOUTHERN CORP	08/10/2011	07/10/2013	148.00	135.00			13.00
16.	NORFOLK SOUTHERN CORP	08/10/2011	07/25/2013	1,187.00	1,080.00			107.00
15.	NORFOLK SOUTHERN CORP	08/10/2011	09/18/2013	1,153.00	1,013.00			140.00
5.	NORFOLK SOUTHERN CORP	08/10/2011	12/05/2013	441.00	338.00			103.00
141.	MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	09/01/2011	01/24/2013	2,640.00	2,456.00			184.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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202.	MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	04/20/2012	07/10/2013	3,723.00	3,512.00			211.00
167.	MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	07/19/2012	07/25/2013	3,143.00	2,971.00			172.00
689.	MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	07/19/2012	09/19/2013	13,112.00	11,970.00			1,142.00
354.	MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	09/01/2011	07/10/2013	6,071.00	7,434.00	W	1,363.00	
308.	MFB NORTHN FDS MULTI- EMERGING MKTS EQTY FD	09/16/2011	12/05/2013	5,824.00	6,745.00			-921.00
445.	MFB NORTHN MULTI-MANA EQTY FD FD	09/01/2011	03/14/2013	4,441.00	4,076.00			365.00
755.	MFB NORTHN MULTI-MANA EQTY FD FD	03/15/2012	07/10/2013	7,361.00	6,972.00			389.00
299.	MFB NORTHN MULTI-MANA EQTY FD FD	11/02/2012	12/05/2013	3,187.00	2,742.00			445.00
10.	MFB NORTHN MULTIMGR SM	04/26/2010	01/24/2013	103.00	95.00			8.00
92.	MFB NORTHN MULTIMGR SM	04/26/2010	07/10/2013	1,079.00	878.00			201.00
629.	MFB NORTHN MULTIMGR S	04/26/2010	07/25/2013	7,542.00	6,001.00			1,541.00
81.	MFB NORTHN MULTIMGR SM	11/02/2012	12/05/2013	1,057.00	773.00			284.00
87.	MFB NORTHN MULTIMGR MI	11/04/2011	01/24/2013	1,094.00	990.00			104.00
144.	MFB NORTHN MULTIMGR M	09/01/2011	07/10/2013	2,019.00	1,588.00			431.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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416.	MFB NORTHN MULTIMGR M	11/02/2012	12/05/2013	6,444.00	4,640.00			1,804.00
57.	MFB NORTHN FDS SMALL C	03/15/2012	07/10/2013	1,129.00	876.00			253.00
429.	MFB NORTHN FDS SMALL	07/19/2012	07/25/2013	8,760.00	6,267.00			2,493.00
41.	MFB NORTHN FDS SMALL C	11/02/2012	12/05/2013	899.00	599.00			300.00
1233.	MFB NORTHN HI YIELD	04/20/2012	07/10/2013	9,198.00	9,002.00			196.00
5556.	MFB NORTHN HI YIELD	04/20/2012	07/25/2013	42,059.00	40,224.00			1,835.00
1448.	MFB NORTHERN FDS FIX	11/04/2011	07/10/2013	14,625.00	15,276.00	W	651.00	
91.	MFB NORTHERN FDS FIXED	11/02/2012	12/05/2013	925.00	988.00	W	63.00	
16.	NUCOR CORP	02/06/2012	07/25/2013	736.00	722.00			14.00
6.	NUCOR CORP	02/06/2012	12/05/2013	311.00	271.00			40.00
3.	OMNICOM GROUP	03/15/2012	07/10/2013	195.00	149.00			46.00
22.	OMNICOM GROUP	07/19/2012	07/25/2013	1,416.00	1,045.00			371.00
23.	OMNICOM GROUP	11/19/2010	11/14/2013	1,593.00	1,052.00			541.00
30.	OMNICOM GROUP	11/22/2010	11/15/2013	2,106.00	1,371.00			735.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
26.	OMNICOM GROUP	09/01/2011	11/18/2013	1,820.00	1,137.00			683.00
6.	OMNICOM GROUP	09/01/2011	11/19/2013	420.00	240.00			180.00
55.	ORACLE CORPORATION	03/15/2012	04/23/2013	1,797.00	1,525.00			272.00
9.	ORACLE CORPORATION	10/04/2010	07/10/2013	280.00	245.00			35.00
37.	ORACLE CORPORATION	07/19/2012	07/25/2013	1,190.00	1,056.00			134.00
16.	ORACLE CORPORATION	10/04/2010	12/05/2013	557.00	436.00			121.00
35.	PFIZER INC	11/16/2012	12/05/2013	1,093.00	832.00			261.00
1550.64	PIMCO COMMODITY RE STRATEGY FUND	12/07/2011	01/24/2013	10,451.00	10,767.00			-316.00
1.	PRECISION CASTPARTS COR	10/25/2011	07/10/2013	235.00	172.00			63.00
5.	PRECISION CASTPARTS COR	10/25/2011	07/25/2013	1,130.00	856.00			274.00
3.	PRECISION CASTPARTS COR	10/21/2011	12/05/2013	757.00	505.00			252.00
12.	PROCTER & GAMBLE CO	03/15/2012	07/25/2013	959.00	469.00			490.00
5.	PROCTER & GAMBLE CO	12/15/2003	12/05/2013	413.00	183.00			230.00
5.	QUALCOMM INC	01/30/2012	07/10/2013	298.00	302.00			-4.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

Note. If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See Column (g) in the separate instructions for how to figure the amount of the adjustment.

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Social security number or taxpayer identification number

THOMAS B EARLE FOUNDATION 02-44068

59-6784786

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
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32.	QUALCOMM INC	01/30/2012	07/25/2013	2,055.00	1,804.00			251.00
13.	QUALCOMM INC	07/15/2011	12/05/2013	952.00	713.00			239.00
276.	MFC SPDR GOLD TR GOLD	11/19/2010	01/24/2013	44,627.00	32,065.00	C		12,562.00
144.	MFC SPDR GOLD TR GOLD	02/01/2010	03/14/2013	22,136.00	13,797.00	C		8,339.00
9.	ST JUDE MEDICAL INC	09/19/2012	12/05/2013	523.00	387.00			136.00
12.	ST JUDE MEDICAL INC	09/19/2012	12/11/2013	702.00	516.00			186.00
8.	ST JUDE MEDICAL INC	09/21/2012	12/12/2013	464.00	344.00			120.00
16.	SCHLUMBERGER LTD ISIN 6	02/28/2011	07/25/2013	1,328.00	1,483.00			-155.00
6.	SCHLUMBERGER LTD ISIN #	04/11/2011	12/05/2013	521.00	554.00			-33.00
2.	SIMON PPTY GROUP INC NE	03/15/2012	07/10/2013	321.00	282.00			39.00
8.	SIMON PPTY GROUP INC NE	07/19/2012	07/25/2013	1,305.00	971.00			334.00
8.	SIMON PPTY GROUP INC NE	11/02/2010	09/23/2013	1,211.00	715.00			496.00
12.	SIMON PPTY GROUP INC N	07/23/2010	10/23/2013	1,903.00	1,030.00			873.00
9.	SIMON PPTY GROUP INC NE	07/22/2010	10/24/2013	1,431.00	770.00			661.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
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3.	SIMON PTY GROUP INC NE	07/22/2010	10/25/2013	477.00	257.00			220.00
87.	SPECTRA ENERGY CORP CO	09/01/2011	02/22/2013	2,560.00	1,612.00			948.00
59.	SPECTRA ENERGY CORP CO	02/17/2009	02/25/2013	1,733.00	810.00			923.00
3.	SPECTRA ENERGY CORP COM	02/17/2009	02/26/2013	87.00	41.00			46.00
10.	STARBUCKS CORP	08/10/2012	12/05/2013	797.00	455.00			342.00
6.	US BANCORP DEL NEW	03/15/2012	07/10/2013	223.00	184.00			39.00
39.	US BANCORP DEL NEW	07/19/2012	07/25/2013	1,459.00	1,098.00			361.00
17.	US BANCORP DEL NEW	12/17/2010	12/05/2013	656.00	441.00			215.00
11.	UNITED TECHNOLOGIES CO	03/15/2012	07/25/2013	1,149.00	637.00			512.00
4.	UNITED TECHNOLOGIES COR	02/18/2003	12/05/2013	436.00	126.00			310.00
4.	UNITEDHEALTH GROUP INC	03/15/2012	07/10/2013	273.00	207.00			66.00
22.	UNITEDHEALTH GROUP INC	07/19/2012	07/25/2013	1,586.00	1,072.00			514.00
32.	UNITEDHEALTH GROUP INC	12/15/2009	09/18/2013	2,331.00	999.00			1,332.00
6.	UNITEDHEALTH GROUP INC	11/16/2012	12/05/2013	436.00	311.00			125.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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	28. UNITEDHEALTH GROUP INC	11/16/2012	12/11/2013	2,029.00	1,430.00			599.00
	20. UNITEDHEALTH GROUP INC	12/15/2009	12/12/2013	1,428.00	624.00			804.00
	8. V F CORP	04/28/2011	06/25/2013	1,503.00	853.00			650.00
	2. V F CORP	04/27/2011	07/10/2013	397.00	213.00			184.00
	10. V F CORP	07/19/2012	07/25/2013	1,964.00	1,148.00			816.00
	4. V F CORP	06/27/2011	12/05/2013	932.00	422.00			510.00
	19. VERIZON COMMUNICATIONS	09/28/2011	07/25/2013	954.00	705.00			249.00
	7. VERIZON COMMUNICATIONS	09/29/2011	12/05/2013	342.00	260.00			82.00
	9. WELLS FARGO & CO NEW	03/13/2012	07/10/2013	379.00	287.00			92.00
	56. WELLS FARGO & CO NEW	07/19/2012	07/25/2013	2,451.00	1,808.00			643.00
	23. WELLS FARGO & CO NEW	03/12/2012	12/05/2013	994.00	723.00			271.00
	28. COVIDIEN PLC USD0.20 (P CONSOLDTN)	09/01/2011	03/14/2013	1,838.00	1,478.00			360.00
	56. COVIDIEN PLC USD0.20 (P CONSOLDTN)	09/01/2011	05/06/2013	3,652.00	2,817.00			835.00
	8. EATON CORP PLC COM USD0	12/03/2012	12/05/2013	570.00	408.00			162.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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						(f) Code(s) from instructions	(g) Amount of adjustment	
	13. NOBLE CORP PLC COMMON	10/16/2012	12/05/2013	490.00	489.00			1.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶				437,682.	358,289.		2,230.	81,623.

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Custom Reporting

31 DEC 13

Account number 0244068

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Equity Securities

Common stock

United States - USD

AMERICAN EXPRESS CO	CUSIP 025816109							
88 000	90 73	0 00	0 00	7 984 24	4 005 16	3 979 08	0 00	3 979 08
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
52 000	42 26	0 00	0 00	2 197 52	1 734 50	463 02	0 00	463 02
AMGEN INC COM CUSIP 031162100								
46 000	114 16	0 00	0 00	5 251 36	3 091 48	2 159 88	0 00	2 159 88
APPLE INC COM STK CUSIP 037833100								
25 000	561 11	0 00	0 00	14 027 75	3 655 62	10 372 13	0 00	10 372 13
BAXTER INTL INC COM CUSIP 071813109								
71 000	69 55	0 00	0 00	4 938 05	4 762 30	175 75	0 00	175 75
C R BARD CUSIP 067383109								
32 000	133 94	0 00	0 00	4 286 08	3 244 89	1 041 19	0 00	1 041 19
CHEVRON CORP COM CUSIP 166764100								
56 000	124 91	0 00	0 00	6 994 96	3 808 42	3 186 54	0 00	3 186 54
CISCO SYSTEMS INC CUSIP 17275R102								
291 000	22 45	0 00	0 00	6 532 95	6 183 62	349 33	0 00	349 33
CITIGROUP INC COM NEW COM NEW CUSIP 172967424								
121 000	52 11	0 00	0 00	6 305 31	6 067 08	238 23	0 00	238 23

Northern Trust

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Custom Reporting

31 DEC 13

Account number 0244068

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAIR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
CITRIX SYS INC COM	CUSIP 177376100							
34 000	83 25	0 00	2,150 50	1,581 98	568 52	0 00		568 52
COCA COLA CO COM CUSIP 191216100								
143 000	41 31	0 00	5,907 33	4,934 67	972 66	0 00		972 66
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105								
34 000	119 01	0 00	4,046 34	1,645 74	2,400 60	0 00		2,400 60
CVS CAREMARK CORP COM STK CUSIP 126650100								
108 000	71 57	0 00	7,586 42	4,736 00	2,850 42	0 00		2,850 42
DANAHER CORP COM CUSIP 235851102								
123 000	77 20	3 07	9,495 60	3,467 08	6,028 52	0 00		6,028 52
EATON CORP PLC COM USD0 50 CUSIP G29183103								
69 000	76 12	0 00	5,252 28	3,564 19	1,688 09	0 00		1,688 09
EMC CORP COM CUSIP 268648102								
238 000	25 15	0 00	5,985 70	5,015 24	970 46	0 00		970 46
EMERSON ELECTRIC CO COM CUSIP 291011104								
71 000	70 18	0 00	4,982 78	3,677 73	1,305 05	0 00		1,305 05
EXELON CORP COM CUSIP 30161N101								
113 000	27 39	0 00	3,095 07	4,152 40	-1,057 33	0 00		-1,057 33

Northern Trust

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Custom Reporting

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAIR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
EXPRESS SCRIPTS HLDG CO COM	CUSIP 30219G108							
106 000	70 24	0 00	7,445 44	5,782 13	1,663 31	0 00		1,663 31
EXXON MOBIL CORP COM CUSIP 30231G102								
89 000	101 20	0 00	9,008 80	1,738 90	7,267 90	0 00		7,267 90
FRKLN RES INC COM CUSIP 354613101								
78 000	57 73	9 36	4,502 94	2,872 29	1,630 65	0 00		1,630 65
GENERAL ELECTRIC CO CUSIP 369604103								
254 000	28 03	55 88	7,119 62	3,627 34	3,492 28	0 00		3,492 28
GILEAD SCIENCES INC CUSIP 375558103								
44 000	75 15	0 00	3,306 60	2,410 70	895 90	0 00		895 90
GOOGLE INC CL A CL A CUSIP 38259P508								
8 000	1,120 71	0 00	8,965 68	3,808 85	5,156 83	0 00		5,156 83
HOME DEPOT INC COM CUSIP 437076102								
95 000	82 34	0 00	7,822 30	4,296 24	3,526 06	0 00		3,526 06
INTEL CORP COM CUSIP 458140100								
132 000	25 96	0 00	3,426 72	3,650 24	-223 52	0 00		-223 52
INTERCONTINENTALEXCHANGE GROUP INC COM CUSIP 45886F104								
24 000	224 92	0 00	5,398 08	3,016 66	2,381 42	0 00		2,381 42

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Description / Asset ID		Exchange rate/ local market price		Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value						Market	Translation	
Equity Securities									
Common stock									
United States - USD									
INTERNATIONAL BUSINESS MACHS CORP COM	CUSIP 459200101								
IBM	20 000	187 57		0 00	3,751 40	1,827 89	1,923 51	0 00	1,923 51
JPMORGAN CHASE & CO COM	CUSIP 46625H100								
JPM	157 000	58 48		0 00	9,181 36	4,155 84	5,025 52	0 00	5,025 52
MC DONALDS CORP COM	CUSIP 580135101								
	58 000	97 03		0 00	5,627 74	5,040 98	586 76	0 00	586 76
MERCK & CO INC NEW COM	CUSIP 58933Y105								
	129 000	50 05		56 76	6,456 45	5,560 08	896 37	0 00	896 37
METLIFE INC COM STK USD0 01	CUSIP 59156R108								
	121 000	53 92		0 00	6,524 32	4,508 50	2,015 82	0 00	2,015 82
MONDELEZ INTL INC COM	CUSIP 609207105								
	134 000	35 30		18 76	4,730 20	4,342 84	387 36	0 00	387 36
MONSANTO CO NEW COM	CUSIP 61166W101								
	41 000	116 55		0 00	4,778 55	4,338 83	439 72	0 00	439 72
NATIONAL OILWELL VARCO COM STK	CUSIP 637071101								
NOV	55 000	79 53		0 00	4,374 15	1,671 05	2,703 10	0 00	2,703 10
NIKE INC CL B	CUSIP 654106103								
	53 000	78 64		12 72	4,167 92	1,691 22	2,476 70	0 00	2,476 70

Northern Trust

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Account number 0244068

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Common stock

United States - USD

NOBLE CORP PLC COMMON STOCK CUSIP G65431101							
104 000	37 47	0 00	3,896 88	3,761 40	135 48	0 00	135 48
NORFOLK SOUTHN CORP COM CUSIP 655844108							
NSC							
44 000	92 83	0 00	4,084 52	2,967 57	1,116 95	0 00	1,116 95
NUCOR CORP COM CUSIP 670346105							
51 000	53 38	18 87	2,722 38	2,302 16	420 22	0 00	420 22
ORACLE CORP COM CUSIP 68389X105							
ORCL							
131 000	38 26	0 00	5,012 06	3,587 50	1,444 56	0 00	1,444 56
PETSMART INC COM CUSIP 716768106							
PETM							
55 000	72 75	0 00	4,001 25	4,081 88	-80 63	0 00	-80 63
PFIZER INC COM CUSIP 717081103							
292 000	30 63	0 00	8,943 96	7,013 03	1,930 93	0 00	1,930 93
PRECISION CASTPARTS CORP COM CUSIP 740189105							
19 000	269 30	0 00	5,116 70	3,101 72	2,014 98	0 00	2,014 98
PROCTER & GAMBLE COM NPV CUSIP 742718109							
37 000	81 41	0 00	3,012 17	1,350 98	1,661 19	0 00	1,661 19
QUALCOMM INC COM CUSIP 747525103							
QCOM							
111 000	74 25	0 00	8,241 75	5,678 14	2,563 61	0 00	2,563 61

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
SCHLUMBERGER LTD COM COM CUSIP 806857108								
SLB	49 000	90 11	17 18	4,415 39	4,249 44	165 95	0 00	165 95
ST JUDE MED INC COM CUSIP 790849103								
STJ	55 000	61 95	13 75	3,407 25	2,350 87	1,056 38	0 00	1,056 38
STARBUCKS CORP COM CUSIP 855244109								
	79 000	78 39	0 00	6,192 81	3,571 75	2,621 06	0 00	2,621 06
UNITED TECHNOLOGIES CORP COM CUSIP 913017109								
	34 000	113 80	0 00	3,869 20	1,069 64	2,799 56	0 00	2,799 56
US BANCORP CUSIP 902973304								
USB	137 000	40 40	31 51	5,534 80	2,025 66	3,509 14	0 00	3,509 14
V F CORP COM CUSIP 918204108								
	132 000	62 34	0 00	8,228 88	3,451 65	4,777 23	0 00	4,777 23
VERIZON COMMUNICATIONS COM CUSIP 92343V104								
VZ	59 000	49 14	0 00	2,899 26	2,185 96	713 30	0 00	713 30
WALT DISNEY CO CUSIP 254687106								
DIS	73 000	76 40	62 78	5,577 20	2,352 03	3,225 17	0 00	3,225 17
WELLS FARGO & CO NEW COM STK CUSIP 949746101								
WFC	196 000	45 40	0 00	8,898 40	4,230 53	4,667 87	0 00	4,667 87
Total USD			300 64	307,661 37	192,980 59	114,680 78	0 00	114,680 78

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAF value							

Equity Securities

Common stock							
Total United States		300.64	307,661.37	192,980.59	114,680.78	0.00	114,680.78
Total Common Stock		300.64	307,661.37	192,980.59	114,680.78	0.00	114,680.78

Equity funds

Emerging Markets Region - USD

MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
7,625,300	19.05	0.00	145,261.96	114,763.87	30,498.09	0.00	30,498.09
Total USD		0.00	145,261.96	114,763.87	30,498.09	0.00	30,498.09
Total Emerging Markets Region		0.00	145,261.96	114,763.87	30,498.09	0.00	30,498.09

Global Region - USD

MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407

2,397,000	34.31	1,666.34	82,241.07	85,350.57	-3,109.50	0.00	-3,109.50
Total USD		1,666.34	82,241.07	85,350.57	-3,109.50	0.00	-3,109.50
Total Global Region		1,666.34	82,241.07	85,350.57	-3,109.50	0.00	-3,109.50

International Region - USD

MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209

3,993,770	12.34	0.00	49,283.12	48,164.88	1,118.24	0.00	1,118.24
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MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558

25,530,790	10.94	0.00	279,306.84	225,785.35	53,521.49	0.00	53,521.49
Total USD		0.00	328,589.96	273,950.23	54,639.73	0.00	54,639.73
Total International Region		0.00	328,589.96	273,950.23	54,639.73	0.00	54,639.73

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							

Equity Securities

Equity funds

United States - USD

MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 865162665

790 780	20 95	0 00	16,566 84	11,730 70	4,836 14	0 00	4,836 14
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MFB NORTN MULT-MANAGER MID CAP FD CUSIP 865162574

3,973 220	13 73	0 00	54,552 31	40,367 01	14,185 30	0 00	14,185 30
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MFB NORTN MULT-MANAGER SMALL CAP FD CUSIP 865162566

1,457 380	11 50	0 00	16,759 87	12,540 85	4,219 02	0 00	4,219 02
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Total USD		0 00	87,879 02	64,638 56	23,240 46	0 00	23,240 46
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Total United States		0 00	87,879 02	64,638 56	23,240 46	0 00	23,240 46
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Total Equity Funds		1,666 34	643,972.01	538,703 23	105,268.78	0.00	105,268.78
45,768.240							

Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

57 000	79 82	0 00	4,549 74	4,142 57	407 17	0 00	407 17
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Total USD		0 00	4,549 74	4,142 57	407 17	0 00	407 17
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Total United States		0 00	4,549 74	4,142 57	407 17	0 00	407 17
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Total Other Equity		0 00	4,549.74	4,142.57	407 17	0.00	407.17
57,000							

Total Equity Securities		1,966.98	956,183.12	735,826.39	220,356 73	0.00	220,356.73
50,794.240							

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◆ Asset Detail - Base Currency

<u>Description / Asset ID</u>		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income Securities								
Corporate/government								
United States - USD								
MFB NORTHERN FUNDS FIXED INCOME FD CUSIP 665162806								
33,865,250		10 09	0 00	341,700 37	349,127 75	-7,427 38	0 00	-7,427 38
Issue Date 25 Aug 08								
MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467								
3,197,430		10 21	0 00	32,645 76	32,709 79	-64 03	0 00	-64 03
Issue Date 25 Aug 08								
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699								
21,877,190		7 49	0 00	163,860 15	143,457 43	20,402 72	0 00	20,402 72
Issue Date 25 Aug 08								
Total USD			0 00	538,206 28	525,294 97	12,911 31	0 00	12,911 31
Total United States			0 00	538,206 28	525,294 97	12,911 31	0 00	12,911 31
Total Corporate/Government			0 00	538,206 28	525,294 97	12,911 31	0 00	12,911 31
58,939,870								
Other bonds								
United States - USD								
MFC FLEXSHARES TR TRIBOX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506								
2,628,000		24 92	0 00	65,489 76	66,761 83	-1,272 07	0 00	-1,272 07
Issue Date 07 Dec 12								
Total USD			0 00	65,489 76	66,761 83	-1,272 07	0 00	-1,272 07
Total United States			0 00	65,489 76	66,761 83	-1,272 07	0 00	-1,272 07
Total Other Bonds			0 00	65,489 76	66,761 83	-1,272 07	0 00	-1,272 07
2,628,000								

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Total Fixed Income Securities								
61,567.870			0.00	603,696.04	592,056.80	11,639.24	0.00	11,639.24

Real Estate

Real estate funds

Global Region - USD

MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475

3,948.990	16.33		0.00	64,487.00	54,044.79	10,442.21	0.00	10,442.21
Total USD			0.00	64,487.00	54,044.79	10,442.21	0.00	10,442.21
Total Global Region			0.00	64,487.00	54,044.79	10,442.21	0.00	10,442.21
Total Real Estate Funds								
3,948.990			0.00	64,487.00	54,044.79	10,442.21	0.00	10,442.21
Total Real Estate			0.00	64,487.00	54,044.79	10,442.21	0.00	10,442.21

Cash and Short Term Investments

Short term

USD - United States dollar

1.00			0.31	26,830.91	26,830.91	0.00	0.00	0.00
Total short term - all currencies			0.31	26,830.91	26,830.91	0.00	0.00	0.00
Total short term - all countries			0.31	26,830.91	26,830.91	0.00	0.00	0.00
Total Short Term			0.31	26,830.91	26,830.91	0.00	0.00	0.00

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value					Market	Translation
						Market	Translation
Total Cash and Short Term Investments							Total
26,830 910			0.31	26,830.91	26,830.91	0.00	0.00
Total							
143,142.010			1,967.29	1,651,197.07	1,408,758 89	242,438.18	242,438.18

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