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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)

A Employer identification number

59-6784786

P.O. BOX 803878

B Telephone number (see instructions)

312-630-6000

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

CHICAGO, IL 60680

C If exemption application is pending, check here ►

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

D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization: Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ► Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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.)

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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	41,833	43,115		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	104,376			
b Gross sales price for all assets on line 6a	495,767			
7 Capital gain net income (from Part IV, line 2)		104,376		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances	0			6 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	146,209	147,491		
13 Compensation of officers, directors, trustees, etc	15,433	13,890		1,543
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	STMT 2	2,000	1,000	
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	STMT 3	2,783	807	
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	STMT 4	15		15
24 Total operating and administrative expenses				
Add lines 13 through 23	20,231	15,697	NONE	2,558
25 Contributions, gifts, grants paid	72,672			72,672
26 Total expenses and disbursements Add lines 24 and 25	92,903	15,697	NONE	75,230
27 Subtract line 26 from line 12.				
a Excess of revenue over expenses and disbursements	53,306			
b Net investment income (if negative, enter -0)		131,794		
c Adjusted net income (if negative, enter -0)				

	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
1	Cash - non-interest-bearing			NONE
2	Savings and temporary cash investments	25,181.	26,831.	26,831.
3	Accounts receivable ►			NONE
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			NONE
	Less: allowance for doubtful accounts ►			
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) ►			NONE
	Less: allowance for doubtful accounts ►	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 ►			NONE
	Less accumulated depreciation ► (attach schedule)			
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.
Assets				
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
Liabilities				
23	Total liabilities (add lines 17 through 22)			NONE
Net Assets or Fund Balances				
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 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.

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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)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	104,376.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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 . . .	1	2,636.
	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		
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		X	
1b		X	
1c		X	
2		X	
3		X	
4a		X	
4b			
5		X	
6		X	
7		X	
8b		X	
9		X	
10		X	

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

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

1c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

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?

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?

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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

FL IL

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.

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.

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.

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 ► <u>N/A</u>			
14	The books are in care of ► <u>THE NORTHERN TRUST COMPANY</u> Telephone no ► <u>(312) 630-6000</u> Located at ► <u>PO BOX 803878, CHICAGO, IL</u> ZIP+4 ► <u>60680</u>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u>	► <input type="checkbox"/>	
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? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/> No <input type="checkbox"/>

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

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

1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?		<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	
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

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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		5b	
	Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	<i>If "Yes," attach the statement required by Regulations section 53.4945-5(d).</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			

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:			72,672.	
a Enter amount for 2012 only		NONE		
b Total for prior years 20_____,20_____,20_____.				
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.			72,672.	
a Applied to 2012, but not more than line 2a				
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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

6 Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

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

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	
1	Program service revenue:				
a					
b					
c					
d					
e					
f					
g	Fees and contracts from government agencies				
2	Membership dues and assessments				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities			14	41,833.
5	Net rental income or (loss) from real estate:				
a	Debt-financed property				
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income			18	104,376.
8	Gain or (loss) from sales of assets other than inventory				
9	Net income or (loss) from special events				
10	Gross profit or (loss) from sales of inventory				
11	Other revenue	a			
b					
c					
d					
e					
12	Subtotal. Add columns (b), (d), and (e)				146,209.

13 Total. Add line 12, columns (b), (d), and (e).
(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

1	<p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%; text-align: center;">Yes</td> <td style="width: 50%; text-align: center;">No</td> </tr> </table>	Yes	No
Yes	No			
	1a(1)	<input checked="" type="checkbox"/>		
	1a(2)	<input checked="" type="checkbox"/>		
	1b(1)	<input checked="" type="checkbox"/>		
	1b(2)	<input checked="" type="checkbox"/>		
	1b(3)	<input checked="" type="checkbox"/>		
	1b(4)	<input checked="" type="checkbox"/>		
	1b(5)	<input checked="" type="checkbox"/>		
	1b(6)	<input checked="" type="checkbox"/>		
	1c	<input checked="" type="checkbox"/>		

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

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

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

**Sign
Here**

► James M. Garfield, Jr.

| 04/11/2014

Date _____

► VICE PRESIDENT

Title

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

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

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

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.

THOMAS B EARLE FOUNDATION 02-44068

59-6784786

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
IL AG FILING FEE	15.	15.
TOTALS	15.	15.

THOMAS B EARLE FOUNDATION 02-44068

59-6784786

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION

SEE ATTACHMENTS

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

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02-44068

STATEMENT 5

THOMAS B EARLE FOUNDATION 02-44068

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION
- - - - -

SEE ATTACHMENTS

TOTALS

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

59-6784786

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02-44068

STATEMENT 6

THOMAS B EARLE FOUNDATION 02-44068

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.

59-6784786

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STATEMENT 7

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=====

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 LEARING 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.

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 PROIVDING 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.

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.

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 PALYAWAY 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.

THOMAS B EARLE FOUNDATION 02-44068

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

59-6784786

=====

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**

OMB No 1545-0092

► 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

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.

JSA
3F1210 1 000

Schedule D (Form 1041) 2013

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02-44068

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Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
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 wrksht.)	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:	20	()
a The loss on line 19, column (3) or b \$3,000		

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	

Sales and Other Dispositions of Capital Assets

2013

Attachment Sequence No 12A

Department of the Treasury
Internal Revenue ServiceName(s) shown on return
THOMAS B EARLE FOUNDATION 02-44068► 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.

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.

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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.
JSA
3X2615 2 000

Form 8949 (2013)

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service► 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.

2013

Attachment
Sequence No 12AName(s) shown on return
THOMAS B EARLE FOUNDATION 02-44068Social 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.

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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 2 000

Form 8949 (2013)

Sales and Other Dispositions of Capital Assets

Department of the Treasury
Internal Revenue Service► 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.

2013

Attachment
Sequence No 12A

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.

<input type="checkbox"/>	(A) Short-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(B) Short-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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.

For Paperwork Reduction Act Notice, see your tax return instructions.
JSA
3X2615 2 000

Form 8949 (2013)

Department of the Treasury
Internal Revenue Service

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

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 (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
32-2615-2-000

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).

You **must** check Box D, E, or F below. Check **only one** box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-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.

(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 (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

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).

You **must** check Box D, E, or F below. Check **only one** box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-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.

(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	
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. CHEVRONTEXACO CORP		03/15/2012	07/10/2013	370.00	309.00			61.00
16. CHEVRONTEXACO CORP		07/19/2012	07/25/2013	2,021.00	1,395.00			626.00
7. CHEVRONTEXACO 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) ►

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

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).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-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

(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	
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) ►

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

59-6784786

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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).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-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.

<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
<input type="checkbox"/>	(E) Long-term transactions reported on Form(s) 1099-B showing basis was not reported to the IRS
<input checked="" type="checkbox"/>	(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	
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

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THOMAS B EARLE FOUNDATION 02-44068

Social security number or taxpayer identification number

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)
						(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

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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	
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 2R1HAZ1 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

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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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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

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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)
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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
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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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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) ►								

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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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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	
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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3. SIMON PPTY 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

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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 CONSLEDTN)	09/01/2011	03/14/2013	1,838.00	1,478.00			360.00
56.	COVIDIEN PLC USD0.20 (P CONSLEDTN)	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
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437,682. 358,289. 2,230. 81,623.

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Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market Translation	Unrealized gain/loss Translation	Total
<i>Equity Securities</i>							
<i>Common stock</i>							
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
88 000	90.73	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	2,197.52	1,734.50	463.02	0.00	463.02
AMGEN INC COM CUSIP 031162100							
46 000	114.16	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	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	4,938.05	4,762.30	175.75	0.00	175.75
C R BARD CUSIP 067383109							
32 000	133.94	0.00	4,286.08	3,244.89	1,041.19	0.00	1,041.19
CHEVRON CORP COM CUSIP 186764100							
CVX							
56 000	124.91	0.00	6,994.96	3,808.42	3,186.54	0.00	3,186.54
CISCO SYSTEMS INC CUSIP 17275FR102							
CSCO							
291 000	22.45	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	6,306.31	6,067.08	238.23	0.00	238.23

Custom Reporting

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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	Total
Equity Securities							
Common stock							
United States - USD							
CITRIX SYS INC COM CUSIP 177376100							
34 000	63.25	0.00	2,150.50	1,561.98	568.52	0.00	568.52
COCA COLA CO COM CUSIP 191216100							
142 000	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							
CVS	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 USD050 CUSIP G29183103							
66 000	76.12	0.00	5,252.28	3,564.19	1,688.09	0.00	1,688.09
EMC CORP COM CUSIP 266648102							
EMC	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

Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

>Description / Asset 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							
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						
85 000	101 20	0 00	9,006 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						
GE	254 000	28 03	55 88	7,119 62	3,627 34	3,492 28	0 00
GILEAD SCIENCES INC	CUSIP 375558103						
GILD	44 000	75 15	0 00	3,306 60	2,410 70	895 90	0 00
GOOGLE INC CL A CLA	CUSIP 39259P508						
GOOG	8 000	1,120 71	0 00	8,965 68	3,808 85	5,156 83	0 00
HOME DEPOT INC COM	CUSIP 437076102						
	95 000	82 34	0 00	7,822 30	4,296 24	3,526 06	0 00
INTEL CORP COM	CUSIP 458140100						
INTC	132 000	25 86	0 00	3,426 72	3,650 24	-223 52	0 00
INTERCONTINENTALEXCHANGE GROUP INC COM	CUSIP 45886F104						
	24 000	224 82	0 00	5,398 08	3,016 66	2,381 42	0 00
							2,381 42

Custom Reporting

31 DEC 13

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
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 USDO 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 6116BW101							
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

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Custom Reporting

31 DEC 13

◆ Asset Detail - Base Currency

Investment Mgr ID	Description / Asset ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<i>Shares/Par value</i>									
<i>Equity Securities</i>									
<i>Common stock</i>									
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		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		38.26	0.00	5,012.06	3,567.50	1,444.56	0.00		1,444.56
PETSMART INC COM	CUSIP 716768106								
PETM		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		289.30	0.00	5,116.70	3,101.72	2,014.98	0.00		2,014.98
PROCTER & GAMBLE COM NPV	CUSIP 7422718109								
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		74.25	0.00	8,241.75	5,678.14	2,563.61	0.00		2,563.61

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◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Market Value	Cost	Market	Unrealized gain/loss	Total
Investment Mgr ID	Shares/PAR value	Income/expense	Market Value	Cost	Market	Translation	
<i>Equity Securities</i>							
<i>Common stock</i>							
United States - USD							
SCHLUMBERGER LTD COM COM CUSIP 806657108							
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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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<i>Equity Securities</i>								
Common stock								
Total United States	300.64	307,661.37	192,980.59	114,680.78	0.00			114,680.78
Total Common Stock	4,969.00	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								
3,983.770	12.34	0.00	49,283.12	48,164.88	1,118.24	0.00		1,118.24
MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162556								
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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◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Unrealized gain/loss		
Investment Mgr ID	Exchange rate/ local market price	Income/expense	Market Value	Cost	Market
					Translation
<i>Equity Securities</i>					
Equity funds					
United States - USD					
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665					
790 780	20.95	0.00	16,566.84	11,730.70	4,836.14
MFB NORTRHN MULTI-MANAGER MID CAP FD CUSIP 665162574					
3,973.220	13.73	0.00	54,552.31	40,367.01	14,185.30
MFB NORTRHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566					
1,457.380	11.50	0.00	16,759.87	12,540.85	4,219.02
Total USD		0.00	87,879.02	64,638.56	23,240.46
Total United States		0.00	87,879.02	64,638.56	23,240.46
Total Equity Funds					
45,768.240			643,972.01	538,703.23	105,268.78
Other equity					
United States - USD					
AMERICAN TOWER CORP CUSIP 03027X100					
57 000	79.82	0.00	4,549.74	4,142.57	407.17
Total USD		0.00	4,549.74	4,142.57	407.17
Total United States		0.00	4,549.74	4,142.57	407.17
Total Other Equity					
57.000			4,549.74	4,142.57	407.17
Total Equity Securities					
50,794.240			956,183.12	735,826.39	220,356.73

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◆ Asset Detail - Base Currency

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

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
Issue Date 25 Aug 08						-7,427.38
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
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
Issue Date 25 Aug 08						20,402.72
Total USD		0.00	538,206.28	525,294.97	12,911.31	0.00
Total United States		0.00	538,206.28	525,294.97	12,911.31	0.00
Total Corporate/Government		0.00	538,206.28	525,294.97	12,911.31	0.00
58,939.870						12,911.31

Other bonds

United States - USD						
MFC FLEXSHARES TR TRIBOXX 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
Issue Date 07 Dec 12						-1,272.07
Total USD		0.00	65,489.76	66,761.83	-1,272.07	0.00
Total United States		0.00	65,489.76	66,761.83	-1,272.07	0.00
Total Other Bonds		0.00	65,489.76	66,761.83	-1,272.07	0.00
2,628 000						-1,272.07

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Account number 0244068

◆ Asset Detail - Base Currency

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

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

3,948.980	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		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
Total Real Estate	3,948.980	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							
Total short term - all currencies	0.31	0.31	26,830.91	26,830.91	0.00	0.00	0.00
Total short term - all countries	0.31	0.31	26,830.91	26,830.91	0.00	0.00	0.00
Total Short Term	0.31	0.31	26,830.91	26,830.91	0.00	0.00	0.00

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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	Total
Investment Mgr ID							
Shares/PAR value							
Total Cash and Short Term Investments							
28,830.910	0.31	26,830.91	26,830.91	0.00	0.00	0.00	0.00
Total							
143,142.010	1,967.29	1,651,197.07	1,408,758.89	242,438.18	0.00	242,438.18	0.00

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