Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A 23-36740

A Employer identification number 65-6263326

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

Room/suite

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

City or town, state 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 foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,163,156.

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

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

Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (attach schedule)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	143,383.	142,950.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	238,591.			
b	Gross sales price for all assets on line 6a 979,553.				
7	Capital gain net income (from Part IV, line 2)		238,591.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	381,974.	381,541.		
13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
c	Other professional fees (attach schedule) STMT 3	32,851.	32,851.		
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 4	-7,455.	2,273.		
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 5	25.	25.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	27,421.	36,149.	NONE	1,000.
25	Contributions, gifts, grants paid	59,000.			59,000.
26	**Total expenses and disbursements** Add lines 24 and 25	86,421.	36,149.	NONE	60,000.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	295,553.			
b	**Net investment income** (if negative, enter -0-)		345,392.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue / Operating and Administrative Expenses

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JSA For Paperwork Reduction Act Notice, see instructions. Form **990-PF** (2013)

Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		NONE	
	2	Savings and temporary cash investments	91,707.	143,405.	143,405.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶		NONE	
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶		NONE	
	5	Grants receivable		NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		NONE	
	7	Other notes and loans receivable (attach schedule) ▶			
		Less· allowance for doubtful accounts ▶ NONE		NONE	
	8	Inventories for sale or use		NONE	
	9	Prepaid expenses and deferred charges		NONE	
	10 a	Investments - U S. and state government obligations (attach schedule)		NONE	
	b	Investments - corporate stock (attach schedule) STMT 6	3,136,819.	3,298,298.	3,979,858.
	c	Investments - corporate bonds (attach schedule) STMT 7	1,393,003.	1,706,178.	1,694,683.
	11	Investments - land, buildings, and equipment basis ▶			
		Less· accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans		NONE	
	13	Investments - other (attach schedule)		NONE	
	14	Land, buildings, and equipment· basis ▶			
		Less· accumulated depreciation (attach schedule) ▶		NONE	
	15	Other assets (describe ▶ SEE ATTACHMENTS)	600,273.	369,474.	345,210.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	5,221,802.	5,517,355.	6,163,156.
Liabilities	17	Accounts payable and accrued expenses		NONE	
	18	Grants payable		NONE	
	19	Deferred revenue		NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons		NONE	
	21	Mortgages and other notes payable (attach schedule)		NONE	
	22	Other liabilities (describe ▶)		NONE	
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	5,221,802.	5,517,355.	
	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)	5,221,802.	5,517,355.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,221,802.	5,517,355.	

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	5,221,802.
2	Enter amount from Part I, line 27a	2	295,553.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,517,355.
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	5,517,355.

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	979,553.		740,962.	238,591.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				238,591.
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	238,591.
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	680,176.	5,544,002.	0.122687
2011	638,775.	6,092,765.	0.104842
2010	663,782.	6,359,160.	0.104382
2009	1,260,119.	6,854,836.	0.183829
2008	3,609,330.	9,597,867.	0.376055

2 **Total** of line 1, column (d)	2	0.891795
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	0.178359
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,737,825.
5 Multiply line 4 by line 3	5	1,023,393.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,454.
7 Add lines 5 and 6	7	1,026,847.
8 Enter qualifying distributions from Part XII, line 4	8	60,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. . . . Date of ruling or determination letter: ________________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	6,908.
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	6,908.
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	6,908.
6	Credits/Payments:				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,444.		
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	2,444.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	4,464.
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** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________________ (2) On foundation managers ▶ $ ________________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

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

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

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

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

		Yes	No
16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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? ☐ Yes ☒ No If "Yes," list the years ▶ ____, ____, ____, ____			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOAN ARA SADOFF 441 WINGATE ROAD, HUNTINGTON VALLEY, PA 19006	TRUSTEE 2	-0-	-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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JSA
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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 . . . . ▶	

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	5,825,203.
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	5,825,203.
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	5,825,203.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	87,378.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	5,737,825.
6	**Minimum investment return.** Enter 5% of line 5			6	286,891.

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	286,891.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,908.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,908.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	279,983.
4	*Recoveries of amounts treated as qualifying distributions*			4	NONE
5	Add lines 3 and 4			5	279,983.
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	279,983.

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	60,000.
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	60,000.
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	60,000.

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					279,983.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				NONE	
b Total for prior years: 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	3,118,091.				
b From 2009	919,335.				
c From 2010	354,755.				
d From 2011	348,483.				
e From 2012	405,418.				
f **Total** of lines 3a through e		5,146,082.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 60,000.					
a Applied to 2012, but not more than line 2a				NONE	
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					60,000.
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).)*		219,983.			219,983.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		4,926,099.			
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				NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					
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)		2,898,108.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		2,027,991.			
10 Analysis of line 9:					
a Excess from 2009	919,335.				
b Excess from 2010	354,755.				
c Excess from 2011	348,483.				
d Excess from 2012	405,418.				
e Excess from 2013					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

Check here ▶ ☐ 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.

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
INSTITUTIE OF SOUTHERN JEWISH LIFE PO BOX 16528 JACKSON MS 39236	N/A	PUBLIC	GENERAL	6,000.
AMERICAN JEWISH JOINT DISTRIBUTION COMMITTEE 711 THIRD AVE. 10TH FL NEW YORK NY 10017	N/A	PUBLIC	GENERAL	25,000.
SOUTHERN POVERTY LAW CENTER 400 WASHINGTON AVE MONTGOMERY AL 36104	N/A	PUBLIC	GENERAL	5,000.
ISREAL GUIDE DOG CENTER FOR THE BLIND 732 S SETTKER'S CURCKE WARRINGTON PA 18976	N/A	PUBLIC	GENERAL	1,000.
WHYY, INC 150N SIXTH ST PHILANDELPHIA PA 19106	N/A	PUBLIC	GENERAL	5,000.
CAMPHILL VILLAGE KIMBERTON HILLS 1601 PUGHTOWN RD. PO BOX 1045 KIMBERTON PA 1	N/A	PUBLIC	GENERAL	1,000.
LA SALLE UNIVERSITY 1900 W OLNEY AVE PHILADELPHIA PA 19141	N/A	PUBLIC	GENERAL	6,000.
ST, JUDE CHILDREN'S RESEARCH HOSPITAL 332 N LAUDERDALE MEMPHIS TN 38105	N/A	PUBLIC	GENERAL	5,000.
THEATRE FOR A NEW AUDIENCE 154 CHRISTOPHER ST #3D NEW YORK NY 10014	N/A	PUBLIC	GENERAL	2,500.
ANTI DEFAMATION LEAGUE 1500 MARKET ST PHILADELPHIA PA 19102	N/A	PUBLIC	GENERAL	2,500.
Total ▶ 3a				59,000.
b Approved for future payment				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	143,383.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	238,591.	
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)				381,974.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 381,974.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Ann Handleman Ardoff 3/30/14 ▶

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
YUERU GU		03/24/2014		P01315622

Firm's name ▶ THE NORTHERN TRUST COMPANY

Firm's EIN ▶

Firm's address ▶ P.O. BOX 803878
CHICAGO, IL 60680

Phone no 312-630-6000

Form **990-PF** (2013)

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		142,950.	142,950.
ACCRUED/DEFERRED INCOME		-204.	
RETURN OF CAPITAL		637.	
	TOTAL	143,383.	142,950.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,000.	1,000.		1,000.
TOTALS	2,000.	1,000.	NONE	1,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN INVESTMENT ADVISORY F	32,851.	32,851.
TOTALS	32,851.	32,851.

JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A 65-6263326

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX REFUND	-9,728.	
FOREIGN TAX	2,273.	2,273.
TOTALS	-7,455.	2,273.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ADR FEE	15.	15.
CLASS ACTION CHARGE	10.	10.
TOTALS	25.	25.

JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A 65-6263326

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	3,298,298.	3,979,858.
TOTALS	3,298,298.	3,979,858.

JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A 65-6263326

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	1,706,178.	1,694,683.
TOTALS	1,706,178.	1,694,683.

FORM 990PF, PART XV - LINES 2a - 2d

==================================

RECIPIENT NAME:
NORTHERN TRUST COMPANY
ADDRESS:
700 BRICKELL AVE
MIIAMI, FL 33131
RECIPIENT'S PHONE NUMBER: 305-372-1000
FORM, INFORMATION AND MATERIALS:
APPLICATIONS SHOULD HAVE AN OUTLINE OF THE PREPOSED BUDGET AND ITS OBJECTIVES AND A PHOTOCPOY OF THE EXEMPT STATUS LETTER FROM THE INTERNAL REVENUE SERVICE
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2013

Name of estate or trust: JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A

Employer identification number: 65-6263326

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	43,988.	44,248.		-260.

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	-260.

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	878,426.	696,714.		181,712.

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	57,139.
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	238,851.

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

Part III Summary of Parts I and II

Caution: *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17			-260.
18 Net long-term gain or (loss):				
a Total for year	18a			238,851.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b			6.
c 28% rate gain	18c			53,295.
19 Total net gain or (loss). Combine lines 17 and 18a ▶	19			238,591.

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

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b $3,000 . . . 20 ( )

Note: *If the loss on line 19, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

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

- *Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 21

22 Enter the **smaller** of line 18a or 19 in column (2) but not less than zero . . . 22

23 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 23

24 Add lines 22 and 23 . . . 24

25 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 25

26 Subtract line 25 from line 24. If zero or less, enter -0- . . . 26

27 Subtract line 26 from line 21. If zero or less, enter -0- . . . 27

28 Enter the **smaller** of the amount on line 21 or $2,450 . . . 28

29 Enter the **smaller** of the amount on line 27 or line 28 . . . 29

30 Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% . . . ▶ 30

31 Enter the smaller of line 21 or line 26 . . . 31

32 Subtract line 30 from line 26 . . . 32

33 Enter the **smaller** of line 21 or $11,950 . . . 33

34 Add lines 27 and 30 . . . 34

35 Subtract line 34 from line 33. If zero or less, enter -0- . . . 35

36 Enter the **smaller** of line 32 or line 35 . . . 36

37 Multiply line 36 by 15% . . . ▶ 37

38 Enter the amount from line 31 . . . 38

39 Add lines 30 and 36 . . . 39

40 Subtract line 39 from line 38. If zero or less, enter -0- . . . 40

41 Multiply line 40 by 20% . . . ▶ 41

42 Figure the tax on the amount on line 27. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 42

43 Add lines 37, 41, and 42 . . . 43

44 Figure the tax on the amount on line 21. Use the 2013 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) 44

45 **Tax on all taxable income.** Enter the **smaller** of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . ▶ 45

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at** ***www.irs.gov/form8949.***

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	**Social security number or taxpayer identification number**
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A	65-6263326

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

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

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

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

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

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

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
3. APPLE COMPUTER INC	11/16/2012	05/29/2013	1,330.00	1,522.00			-192.00
49. ARUBA NETWORKS INC COM	03/28/2013	07/01/2013	761.00	1,222.00			-461.00
71. ARUBA NETWORKS INC COM	02/27/2013	07/02/2013	1,108.00	1,547.00			-439.00
16. CME GROUP INC	02/04/2013	09/16/2013	1,152.00	936.00			216.00
5. CHIPOTLE MEXICAN GRILL	11/27/2012	01/28/2013	1,559.00	1,249.00			310.00
18. COACH INC	07/31/2012	02/25/2013	851.00	900.00			-49.00
15. COACH INC	08/02/2012	04/24/2013	842.00	747.00			95.00
33. DIGITAL RLTY TR INC CO	10/31/2013	12/03/2013	1,446.00	1,781.00			-335.00
7. DOLLAR TREE INC COM STK	01/08/2013	03/20/2013	320.00	273.00			47.00
20. DOLLAR TREE INC COM ST	01/09/2013	03/21/2013	925.00	780.00			145.00
20. EDWARDS LIFESCIENCES C	02/05/2013	07/08/2013	1,340.00	1,757.00			-417.00
24. ENERGIZER HLDGS INC	06/08/2012	03/07/2013	2,258.00	1,773.00			485.00
52. ENERGIZER HLDGS INC	08/17/2012	03/08/2013	4,916.00	3,509.00			1,407.00
14. F5 NETWORKS INC	09/04/2012	06/28/2013	974.00	1,341.00			-367.00
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.

Form **8949** (2013)

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶ **Information about Form 8949 and its separate instructions is at *www.irs gov/form8949*.**

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A	65-6263326

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

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

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

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

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

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

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example· 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
42. FREEPORT MCMORAN C & G STK	01/08/2013	04/02/2013	1,356.00	1,470.00			-114.00
38. FUSION-IO INC	01/29/2013	06/18/2013	503.00	791.00			-288.00
39. FUSION-IO INC	01/29/2013	06/19/2013	518.00	769.00			-251.00
38. FUSION-IO INC	01/08/2013	06/20/2013	507.00	737.00			-230.00
42. HEALTH CARE REIT INC C	08/16/2013	12/19/2013	2,213.00	2,561.00			-348.00
123. HOLOGIC INC COM	06/20/2013	12/04/2013	2,740.00	2,478.00			262.00
16. KLA-TENCOR CORP	08/22/2013	10/24/2013	1,025.00	892.00			133.00
22. LULULEMON ATHLETICA IN	01/18/2013	04/01/2013	1,381.00	1,471.00			-90.00
54. MERCK & CO INC	04/23/2013	08/21/2013	2,559.00	2,625.00			-66.00
406.12 MFB NORTHN MULTIMGR	12/19/2012	06/07/2013	5,580.00	4,841.00			739.00
11. TERADATA CORP DEL COM	02/07/2013	11/25/2013	497.00	697.00			-200.00
38. TEVA PHARMACEUTICALS I	10/04/2012	09/16/2013	1,439.00	1,545.00			-106.00
6. TRACTOR SUPPLY CO	06/26/2012	01/31/2013	623.00	522.00			101.00
12. ULTA SALON COSMETICS & INC COMSTK	02/19/2013	12/20/2013	1,135.00	1,038.00			97.00
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.

Form **8949** (2013)

JSA
3X2615 2 000

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

▶Information about Form 8949 and its separate instructions is at *www.irs.gov/form8949*

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A	65-6263326

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

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

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

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

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

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

☒ **(C)** Short-term transactions not reported to you on Form 1099-B

1 (a) Description of property (Example· 100 sh XYZ Co)	(b) Date acquired (Mo , day, yr)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
10. VMWARE INC CL A COM CL	01/29/2013	07/08/2013	656.00	790.00			-134.00
19. VMWARE INC CL A COM CL	02/13/2013	07/09/2013	1,248.00	1,466.00			-218.00
74. ADR SIEMENS A G SIEMEN DM50 (NEW)	07/08/2013	07/25/2013	226.00	218.00			8.00
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) ▶			43,988.	44,248.			-260.

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.

Form **8949** (2013)

JSA
3X2615 2 000

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

JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A

Social security number or taxpayer identification number

65-6263326

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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.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
30. ABBOTT LABORATORIES	10/24/2011	01/22/2013	987.00	767.00			220.00
45. ABBOTT LABORATORIES	11/18/2010	02/05/2013	1,527.00	1,097.00			430.00
74. ABBVIE INC COM USD0.01	08/23/2011	05/13/2013	3,298.00	1,932.00			1,366.00
7. ALEXION PHARMACEUTICALS	07/21/2011	07/10/2013	702.00	398.00			304.00
7. ALLERGAN INC	08/01/2011	01/15/2013	733.00	558.00			175.00
7. ALLERGAN INC	05/02/2012	05/03/2013	731.00	647.00			84.00
23. ALLERGAN INC	03/06/2012	06/17/2013	2,339.00	1,860.00			479.00
3. AMAZON COM INC	04/16/2009	04/29/2013	758.00	229.00			529.00
40. AMERICAN EXPRESS CO	11/18/2010	01/22/2013	2,374.00	1,766.00			608.00
3. APPLE COMPUTER INC	01/25/2012	05/15/2013	1,309.00	1,256.00			53.00
1. APPLE COMPUTER INC	02/17/2011	06/28/2013	393.00	358.00			35.00
92. APPLIED MATERIALS INC	07/21/2011	05/03/2013	1,377.00	1,194.00			183.00
231. APPLIED MATERIALS INC	07/21/2011	07/23/2013	3,805.00	2,998.00			807.00
4. BIOGEN IDEC INC COM STK IDEC SEC#2005597 EFF 11	02/15/2012	04/12/2013	831.00	478.00			353.00
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.

Form 8949 (2013) Attachment Sequence No **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A	65-6263326

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 D, E, or F 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 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.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
7. BLACKROCK INC CL A	07/21/2011	05/13/2013	1,961.00	1,312.00			649.00
2. BLACKROCK INC CL A	07/21/2011	05/14/2013	561.00	375.00			186.00
6. BOEING CO	07/21/2011	04/24/2013	547.00	438.00			109.00
28. BOEING CO	07/21/2011	09/16/2013	3,229.00	2,045.00			1,184.00
66. BRISTOL MYERS SQUIBB C	08/08/2012	10/15/2013	3,134.00	2,257.00			877.00
26. CME GROUP INC	09/02/2011	07/09/2013	2,000.00	1,341.00			659.00
79. CME GROUP INC	09/02/2011	09/16/2013	5,687.00	4,056.00			1,631.00
14. CERNER CORP	07/21/2011	02/26/2013	1,210.00	893.00			317.00
13. CERNER CORP	07/21/2011	06/07/2013	1,292.00	830.00			462.00
4. CERNER CORP	07/21/2011	06/10/2013	395.00	255.00			140.00
11. CITRIX SYS INC	02/06/2012	03/26/2013	778.00	762.00			16.00
9. CITRIX SYS INC	02/06/2012	04/12/2013	623.00	510.00			113.00
7. CITRIX SYS INC	07/22/2010	04/30/2013	439.00	326.00			113.00
16. COACH INC	07/21/2011	01/14/2013	979.00	1,079.00			-100.00
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.

Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A

Social security number or taxpayer identification number
65-6263326

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 D, E, or F 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 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.

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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	
13. COACH INC	07/21/2011	02/25/2013	615.00	876.00			-261.00
6. CUMMINS ENGINE INC	09/02/2009	05/03/2013	667.00	270.00			397.00
11. DANAHER CORP	02/17/2011	09/03/2013	724.00	537.00			187.00
13. DEERE & CO	07/21/2011	02/26/2013	1,123.00	1,072.00			51.00
17. DEERE & CO	07/21/2011	03/28/2013	1,464.00	1,402.00			62.00
15. DICK'S SPORTING GOODS	07/21/2011	09/10/2013	760.00	592.00			168.00
24. DICK'S SPORTING GOODS	07/21/2011	09/19/2013	1,279.00	947.00			332.00
32. DIGITAL RLTY TR INC CO	11/01/2012	12/03/2013	1,402.00	2,234.00			-832.00
14. DIRECTV COM COM	08/04/2011	03/15/2013	780.00	687.00			93.00
41. DIRECTV COM COM	08/12/2011	08/02/2013	2,498.00	1,843.00			655.00
27. DOLLAR TREE INC COM ST	11/21/2011	02/27/2013	1,210.00	1,017.00			193.00
9. DOLLAR TREE INC COM STK	11/21/2011	03/20/2013	411.00	334.00			77.00
25. E I DU PONT DE NEMOURS	04/05/2012	08/21/2013	1,433.00	1,331.00			102.00
42. EMC CORP MASS	02/17/2011	01/08/2013	990.00	1,129.00			-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

Form 8949 (2013) Attachment Sequence No **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A	65-6263326

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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** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
38. EMC CORP MASS	05/03/2010	01/28/2013	955.00	737.00			218.00
37. EMC CORP MASS	04/05/2012	04/30/2013	826.00	864.00			-38.00
83. EMC CORP MASS	05/03/2010	10/03/2013	2,095.00	1,609.00			486.00
6. F5 NETWORKS INC	02/27/2012	02/28/2013	564.00	769.00			-205.00
7. F5 NETWORKS INC	02/06/2012	03/26/2013	612.00	873.00			-261.00
10. F5 NETWORKS INC	07/21/2011	04/30/2013	763.00	997.00			-234.00
9. F5 NETWORKS INC	06/26/2012	06/28/2013	626.00	879.00			-253.00
1. GOOGLE INC CL A	12/29/2011	05/15/2013	905.00	639.00			266.00
4. INTL BUSINESS MACHINES	02/17/2011	01/23/2013	820.00	657.00			163.00
4. INTL BUSINESS MACHINES	02/17/2011	03/12/2013	840.00	598.00			242.00
5. INTL BUSINESS MACHINES	11/18/2010	05/17/2013	1,034.00	537.00			497.00
6. INTL BUSINESS MACHINES	12/23/2008	05/30/2013	1,262.00	496.00			766.00
8. INTL BUSINESS MACHINES	12/23/2008	06/07/2013	1,644.00	662.00			982.00
2. INTUITIVE SURGICAL INC	07/21/2011	01/23/2013	1,133.00	820.00			313.00
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

Form 8949 (2013) Attachment Sequence No. **12A** Page **2**

Name(s) shown on return. (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A	65-6263326

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☐ **(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** (f) Code(s) from instructions	(g) Amount of adjustment	(h) **Gain or (loss).** Subtract column (e) from column (d) and combine the result with column (g)
1. INTUITIVE SURGICAL INC	07/21/2011	03/26/2013	491.00	410.00			81.00
2. INTUITIVE SURGICAL INC	07/21/2011	07/09/2013	816.00	820.00			-4.00
60. JOHNSON CONTROLS INC	12/05/2011	07/18/2013	2,406.00	1,957.00			449.00
8. KANSAS CITY SOUTHERN IN	07/21/2011	01/03/2013	701.00	490.00			211.00
10. MCDONALDS CORP	08/30/2012	11/21/2013	977.00	883.00			94.00
69. MICROSOFT CORP COM	03/28/2011	10/21/2013	2,412.00	1,765.00			647.00
6. MONSANTO CO NEW	07/21/2011	02/26/2013	591.00	453.00			138.00
11. NATIONAL-OILWELL INC	02/17/2011	04/08/2013	749.00	561.00			188.00
173. NEWELL RUBBERMAID INC	07/21/2011	04/24/2013	4,589.00	2,661.00			1,928.00
18. NEWELL RUBBERMAID INC	07/21/2011	07/09/2013	485.00	277.00			208.00
109. NEWELL RUBBERMAID INC	08/05/2011	07/11/2013	2,940.00	1,577.00			1,363.00
65. NEWELL RUBBERMAID INC	08/05/2011	07/12/2013	1,753.00	870.00			883.00
50. NEWMONT MINING CORP	01/19/2012	04/03/2013	1,941.00	2,979.00			-1,038.00
14. NOBLE ENERGY INC	04/05/2012	08/26/2013	884.00	677.00			207.00
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

Form 8949 (2013) Attachment Sequence No **12A** Page **2**

Name(s) shown on return (Name and SSN or taxpayer identification no. not required if shown on other side)	**Social security number or taxpayer identification number**
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A	65-6263326

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 D, E, or F 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 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.** (f) Code(s) from instructions	(g) Amount of adjustment	(h) *Gain or (loss).* Subtract column (e) from column (d) and combine the result with column (g)
14. NOBLE ENERGY INC	04/05/2012	10/25/2013	1,057.00	668.00			389.00
9522.86 MFB NORTHN MULTIMG	12/19/2011	06/07/2013	130,844.00	98,533.00			32,311.00
14299.33 MFB NORTHERN FDS	07/26/2011	09/10/2013	300,000.00	235,939.00			64,061.00
35. OMNICOM GROUP	07/21/2011	03/25/2013	2,046.00	1,706.00			340.00
60. OMNICOM GROUP	07/21/2011	07/29/2013	4,202.00	2,925.00			1,277.00
15. OMNICOM GROUP	07/21/2011	11/14/2013	1,039.00	731.00			308.00
19. OMNICOM GROUP	07/21/2011	11/15/2013	1,334.00	926.00			408.00
17. OMNICOM GROUP	07/21/2011	11/18/2013	1,190.00	829.00			361.00
4. OMNICOM GROUP	07/21/2011	11/19/2013	280.00	195.00			85.00
6. PERRIGO CO	11/09/2011	01/28/2013	611.00	546.00			65.00
22. PERRIGO CO	03/14/2012	04/23/2013	2,635.00	2,095.00			540.00
80. QUALCOMM INC	07/21/2011	02/04/2013	5,259.00	4,552.00			707.00
11. QUALCOMM INC	07/21/2011	06/28/2013	674.00	626.00			48.00
12. RED HAT INC	07/21/2011	04/30/2013	578.00	527.00			51.00
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

Form **8949** (2013)

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

JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A

Social security number or taxpayer identification number

65-6263326

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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** (f) Code(s) from instructions	 (g) Amount of adjustment	(h) **Gain or (loss).** *Subtract column (e)* from column (d) and combine the result with column (g)
14. RED HAT INC	07/21/2011	06/17/2013	639.00	615.00			24.00
34. RED HAT INC	09/25/2012	12/20/2013	1,936.00	1,609.00			327.00
1960. MFC SPDR GOLD TR GOL	07/19/2011	03/08/2013	299,167.00	245,872.00	C		53,295.00
79. ST JUDE MEDICAL INC	09/10/2012	09/16/2013	4,198.00	3,101.00			1,097.00
8. SCHLUMBERGER LTD ISIN #	07/21/2011	02/06/2013	627.00	726.00			-99.00
19. STARBUCKS CORP	07/21/2011	01/24/2013	1,037.00	768.00			269.00
11. STARBUCKS CORP	07/21/2011	12/19/2013	854.00	445.00			409.00
11. TERADATA CORP DEL COM	07/21/2011	04/04/2013	586.00	629.00			-43.00
13. TERADATA CORP DEL COM	07/21/2011	04/12/2013	712.00	744.00			-32.00
13. TERADATA CORP DEL COM	07/21/2011	04/30/2013	664.00	744.00			-80.00
19. TERADATA CORP DEL COM	11/01/2012	11/25/2013	858.00	1,162.00			-304.00
130. TEVA PHARMACEUTICALS	12/27/2011	09/16/2013	4,924.00	5,434.00			-510.00
16. TRIMBLE NAVIGATION LTD	07/21/2011	09/27/2013	479.00	303.00			176.00
27. TRIMBLE NAVIGATION LTD	07/21/2011	11/01/2013	887.00	511.00			376.00
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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Form **8949** (2013)

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)
JOSEPH AND SALLY HANDLEMAN FOUNDATION TRUST A

Social security number or taxpayer identification number
65-6263326

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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	
7. ULTA SALON COSMETICS & INC COMSTK	04/12/2012	06/28/2013	700.00	645.00			55.00
8. ULTA SALON COSMETICS & INC COMSTK	03/20/2012	09/13/2013	910.00	715.00			195.00
8. ULTA SALON COSMETICS & INC COMSTK	05/10/2012	12/20/2013	756.00	688.00			68.00
20. VERIZON COMMUNICATIONS	07/19/2012	11/21/2013	1,007.00	898.00			109.00
46. VODAFONE GROUP PLC SPO	06/14/2012	10/24/2013	1,701.00	1,253.00			448.00
9. WHOLE FOODS MKT INC	02/02/2011	04/08/2013	740.00	467.00			273.00
13. WHOLE FOODS MKT INC	02/02/2011	05/08/2013	1,318.00	675.00			643.00
6. COVIDIEN PLC USD0.20(PO	12/23/2008	06/17/2013	398.00	216.00			182.00
22. COVIDIEN PLC USD0.20(P CONSLDTN)	12/23/2008	09/20/2013	1,386.00	724.00			662.00
22. COVIDIEN PLC USD0.20(P CONSLDTN)	12/23/2008	10/03/2013	1,331.00	724.00			607.00
81. INVESCO LTD COM STK US	07/21/2011	05/13/2013	2,753.00	1,816.00			937.00
.5 MALLINCKRODT PLC COMMON	12/23/2008	07/01/2013	22.00	13.00			9.00
5. MALLINCKRODT PLC COMMON	12/23/2008	07/09/2013	213.00	126.00			87.00
9. MICHAEL KORS HOLDINGS L	09/10/2012	09/19/2013	705.00	488.00			217.00
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) ▶			878,426.	696,714.			181,712.

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◆

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
Canada - USD							
CATAMARAN CORP COM CUSIP 148887102							
78 000	47 48	0 00	3,703 44	3,768 95	-65 51	0 00	-65 51
Total USD		0 00	3,703 44	3,768 95	-65 51	0 00	-65 51
Total Canada		0 00	3,703 44	3,768 95	-65 51	0 00	-65 51
Germany - USD							
ADR SIEMENS AG COM DM50 (NEW) CUSIP 826197501							
74 000	138 51	0 00	10,249 74	7,236 18	3,013 56	0 00	3,013 56
Total USD		0 00	10,249 74	7,236 18	3,013 56	0 00	3,013 56
Total Germany		0 00	10,249 74	7,236 18	3,013 56	0 00	3,013 56
Netherlands - USD							
NXP SEMICONDUCTORS N V COM STK CUSIP N6596X109							
85 000	45 93	0 00	3,904 05	3,246 96	657 09	0 00	657 09
Total USD		0 00	3,904 05	3,246 96	657 09	0 00	657 09
Total Netherlands		0 00	3,904 05	3,246 96	657 09	0 00	657 09
United Kingdom - USD							
#REORG/VODAFONE GROUP REVERSE STOCK SPLIT VODAFONE 2V16AM1 EFF 02-24-2014 CUSIP 92857W209							
209 000	39 31	114 29	8,215 79	5,534 32	2,681 47	0 00	2,681 47
ADR ARM HLDS PLC SPONSORED ISIN US0420681068 CUSIP 042068106							
111 000	54 74	0 00	6,076 14	4,561 70	1,514 44	0 00	1,514 44

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United Kingdom - USD							
ADR BP P L C SPONSORED ADR CUSIP 055622104 BP							
181 000	48 61	0 00	8,798 41	7,576 54	1,221 87	0 00	1,221 87
Total USD		114 29	23,090 34	17,672 56	5,417 78	0 00	5,417 78
Total United Kingdom		114 29	23,090 34	17,672 56	5,417 78	0 00	5,417 78
United States - USD							
3M CO COM CUSIP 88579Y101							
33 000	140 25	0 00	4,628 25	3,161 07	1,467 18	0 00	1,467 18
ABBOTT LAB COM CUSIP 002824100							
74 000	38 33	0 00	2,836 42	1,781 56	1,054 86	0 00	1,054 86
ABBVIE INC COM USD0 01 CUSIP 00287Y109							
112 000	52 81	0 00	5,914 72	3,658 38	2,256 34	0 00	2,256 34
ADT CORP COM CUSIP 00101J106							
96 000	40 47	0 00	3,885 12	3,862 50	22 62	0 00	22 62
ALEXION PHARMACEUTICALS INC COM CUSIP 015351109							
50 000	133 06	0 00	6,653 00	3,368 95	3,284 05	0 00	3,284 05
ALLSTATE CORP COM CUSIP 020002101 ALL							
174 000	54 54	43 50	9,489 96	5,004 24	4,485 72	0 00	4,485 72
AMAZON COM INC COM CUSIP 023135106							
23 000	398 79	0 00	9,172 17	1,752 76	7,419 41	0 00	7,419 41

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
66 000	90 73	0 00	5,988 18	3,369 57	2,618 61	0 00	2,618 61
AMERIPRISE FINL INC COM CUSIP 03076C106 AMP							
20 000	115 05	0 00	2,301 00	2,235 93	65 07	0 00	65 07
APPLE INC COM STK CUSIP 037833100							
36 000	561 11	0 00	20,199 96	6,596 09	13,603 87	0 00	13,603 87
AT&T INC COM CUSIP 00206R102 T							
223 000	35 16	0 00	7,840 68	7,059 60	781 08	0 00	781 08
BAKER HUGHES INC COM CUSIP 057224107 BHI							
170 000	55 26	0 00	9,394 20	11,028 35	-1,634 15	0 00	-1,634 15
BANK NEW YORK MELLON CORP COM STK CUSIP 064058100							
217 000	34 94	0 00	7,581 98	5,635 49	1,946 49	0 00	1,946 49
BIOGEN IDEC INC COM STK CUSIP 09062X103							
28 000	279 75	0 00	7,833 00	2,926 98	4,906 02	0 00	4,906 02
BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010 CUSIP 09061G101							
65 000	70 27	0 00	4,567 55	3,188 96	1,378 59	0 00	1,378 59
BLACKROCK INC COM STK CUSIP 09247X101							
25 000	316 47	0 00	7,911 75	4,556 75	3,355 00	0 00	3,355 00

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
BOEING CO COM CUSIP 097023105							
114 000	136 49	0 00	15,559 86	8,575 11	6,984 75	0 00	6,984 75
CAP 1 FNCL COM CUSIP 14040H105							
55 000	76 61	0 00	4,213 55	3,774 90	438 65	0 00	438 65
CARNIVAL CORP COM PAIRED CUSIP 143658300							
246 000	40 17	0 00	9,881 82	8,395 15	1,486 67	0 00	1,486 67
CELGENE CORP COM CUSIP 151020104 CELG							
70 000	168 96	0 00	11,827 20	4,558 00	7,269 20	0 00	7,269 20
CHEVRON CORP COM CUSIP 166764100 CVX							
82 000	124 91	0 00	10,242 62	6,425 20	3,817 42	0 00	3,817 42
CHURCH & DWIGHT INC COM CUSIP 171340102							
56 000	66 28	0 00	3,711 68	3,367 59	344 09	0 00	344 09
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
354 000	22 45	0 00	7,947 30	5,726 02	2,221 28	0 00	2,221 28
CITRIX SYS INC COM CUSIP 177376100							
44 000	63 25	0 00	2,783 00	2,047 28	735 72	0 00	735 72
COACH INC COM CUSIP 189754104							
122 000	56 13	41 17	6,847 86	6,017 03	830 83	0 00	830 83

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
41 000	119 01	0 00	4,879 41	3,071 80	1,807 61	0 00	1,807 61
CUMMINS INC CUSIP 231021106							
35 000	140 97	0 00	4,933 95	2,793 99	2,139 96	0 00	2,139 96
DANAHER CORP COM CUSIP 235851102							
74 000	77 20	1 85	5,712 80	2,831 83	2,880 97	0 00	2,880 97
DOW CHEMICAL CO COM CUSIP 260543103							
165 000	44 40	52 80	7,326 00	5,911 95	1,414 05	0 00	1,414 05
DU PONT E I DE NEMOURS & CO COM STK CUSIP 263534109							
85 000	64 97	0 00	5,522 45	3,943 88	1,578 57	0 00	1,578 57
EATON CORP PLC COM USD0 50 CUSIP G29183103							
73 000	76 12	0 00	5,556 76	4,496 33	1,060 43	0 00	1,060 43
EBAY INC COM USD0 001 CUSIP 278642103 EBAY							
107 000	54 89	0 00	5,873 23	5,651 98	221 25	0 00	221 25
EDWARDS LIFESCIENCES CORP COM CUSIP 28176E108							
51 000	65 76	0 00	3,353 76	3,877 99	-524 23	0 00	-524 23
EMC CORP COM CUSIP 268648102 EMC							
251 000	25 15	0 00	6,312 65	6,056 17	256 48	0 00	256 48

◆ Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
ENSCO PLC SHS CLASS A COM CUSIP G3157S106							
125 000	57 18	0 00	7,147 50	6,567 35	580 15	0 00	580 15
ESTEE LAUDER COMPANIES INC CL A USD0 01 CUSIP 518439104							
61 000	75 32	0 00	4,594 52	2,919 62	1,674 90	0 00	1,674 90
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
80 000	70 24	0 00	5,619 20	4,409 10	1,210 10	0 00	1,210 10
EXXON MOBIL CORP COM CUSIP 30231G102 XOM							
103 000	101 20	0 00	10,423 60	7,905 98	2,517 62	0 00	2,517 62
FACEBOOK INC CL A CL A CUSIP 30303M102							
122 000	54 66	0 00	6,668 52	3,924 17	2,744 35	0 00	2,744 35
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857							
225 000	37 74	0 00	8,491 50	7,566 87	924 63	0 00	924 63
GENERAL ELECTRIC CO CUSIP 369604103 GE							
355 000	28 03	78 10	9,950 65	5,178 90	4,771 75	0 00	4,771 75
GILEAD SCIENCES INC CUSIP 375558103 GILD							
115 000	75 15	0 00	8,642 25	4,942 56	3,699 69	0 00	3,699 69
GOLDMAN SACHS GROUP INC COM CUSIP 38141G104 GS							
67 000	177 26	0 00	11,876 42	8,753 66	3,122 76	0 00	3,122 76

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Asset Detail - Base Currency

Equity Securities

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Common stock							
United States - USD							
GOOGLE INC CL A CL A CUSIP 38259P508 GOOG							
18 000	1,120 71	0 00	20,172 78	10,653 22	9,519 56	0 00	9,519 56
GRAINGER W W INC COM CUSIP 384802104 GWW							
14 000	255 42	0 00	3,575 88	2,530 23	1,045 65	0 00	1,045 65
HEWLETT PACKARD CO COM CUSIP 428236103							
240 000	27 98	34 84	6,715 20	5,858 62	856 58	0 00	856 58
HOME DEPOT INC COM CUSIP 437076102							
92 000	82 34	0 00	7,575 28	5,247 39	2,327 89	0 00	2,327 89
INTEL CORP COM CUSIP 458140100 INTC							
384 000	25 96	0 00	9,968 64	8,556 54	1,412 10	0 00	1,412 10
INTERCONTINENTALEXCHANGE GROUP INC COM CUSIP 45866F104							
22 000	224 92	0 00	4,948 24	2,818 64	2,129 60	0 00	2,129 60
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602							
8 000	384 08	0 00	3,072 64	3,547 57	-474 93	0 00	-474 93
INVESCO LTD COM STK USD0 20 CUSIP G491BT108							
209 000	36 40	0 00	7,607 60	4,597 36	3,010 24	0 00	3,010 24
JACOBS ENGR GROUP INC COM CUSIP 469814107							
83 000	62 99	0 00	5,228 17	4,592 07	636 10	0 00	636 10

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Asset Detail - Base Currency

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

Equity Securities

Common stock

United States - USD

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
JOHNSON & JOHNSON COM USD1 CUSIP 478160104 JNJ							
100 000	91 59	0 00	9,159 00	3,478 86	5,680 14	0 00	5,680 14
JOHNSON CTL INC COM CUSIP 478366107							
126 000	51 30	27 72	6,463 80	3,597 16	2,866 64	0 00	2,866 64
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
196 000	58 48	0 00	11,462 08	7,964 47	3,497 61	0 00	3,497 61
KLA-TENCOR CORP CUSIP 482480100							
42 000	64 46	0 00	2,707 32	2,202 35	504 97	0 00	504 97
KS CY SOUTHN CUSIP 485170302							
62 000	123 83	13 33	7,677 46	4,259 18	3,418 28	0 00	3,418 28
LINKEDIN CORP CL A CUSIP 53578A108							
19 000	216 83	0 00	4,119 77	3,657 75	462 02	0 00	462 02
MASTERCARD INC CL A CUSIP 57636Q104							
15 000	835 46	0 00	12,531 90	5,994 92	6,536 98	0 00	6,536 98
MC DONALDS CORP COM CUSIP 580135101							
46 000	97 03	0 00	4,463 38	4,092 93	370 45	0 00	370 45
MEDTRONIC INC COM CUSIP 585055106							
145 000	57 39	40 60	8,321 55	5,430 25	2,891 30	0 00	2,891 30

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
MERCK & CO INC NEW COM CUSIP 58933Y105							
143 000	50 05	62 92	7,157 15	5,268 73	1,888 42	0 00	1,888 42
METLIFE INC COM STK USD0 01 CUSIP 59156R108							
230 000	53 92	0 00	12,401 60	9,432 69	2,968 91	0 00	2,968 91
MICHAEL KORS HOLDINGS LTD COM NPV CUSIP G60754101							
46 000	81 19	0 00	3,734 74	2,405 39	1,329 35	0 00	1,329 35
MICROSOFT CORP COM CUSIP 594918104 MSFT							
156 000	37 43	0 00	5,839 08	3,574 07	2,265 01	0 00	2,265 01
MONSANTO CO NEW COM CUSIP 61166W101							
57 000	116 55	0 00	6,643 35	4,714 77	1,928 58	0 00	1,928 58
NATIONAL OILWELL VARCO COM STK CUSIP 637071101 NOV							
74 000	79 53	0 00	5,885 22	3,648 71	2,236 51	0 00	2,236 51
NEW YORK CMNTY BANCORP INC COM CUSIP 649445103							
474 000	16 85	0 00	7,986 90	6,929 99	1,056 91	0 00	1,056 91
NIKE INC CL B CUSIP 654106103							
76 000	78 64	18 24	5,976 64	2,707 90	3,268 74	0 00	3,268 74
NOBLE ENERGY INC COM CUSIP 655044105							
48 000	68 11	0 00	3,269 28	2,273 20	996 08	0 00	996 08

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
NORTHROP GRUMMAN CORP COM CUSIP 666807102 NOC							
44 000	114 61	0 00	5,042 84	3,605 00	1,437 84	0 00	1,437 84
OCCIDENTAL PETROLEUM CORP CUSIP 674599105							
50 000	95 10	32 00	4,755 00	4,345 71	409 29	0 00	409 29
PANERA BREAD CO CL A CUSIP 69840W108							
20 000	176 69	0 00	3,533 80	2,922 17	611 63	0 00	611 63
PARTNERRE HLDG LTD COM STK CUSIP G6852T105							
83 000	105 43	0 00	8,750 69	7,579 32	1,171 37	0 00	1,171 37
PEPSICO INC COM CUSIP 713448108							
154 000	82 94	87 39	12,772 76	9,712 63	3,060 13	0 00	3,060 13
PETSMART INC COM CUSIP 716768106 PETM							
90 000	72 75	0 00	6,547 50	6,454 39	93 11	0 00	93 11
PFIZER INC COM CUSIP 717081103							
345 000	30 63	0 00	10,567 35	6,843 04	3,724 31	0 00	3,724 31
PHILIP MORRIS INTL COM STK NPV CUSIP 718172109 PM							
53 000	87 13	49 82	4,617 89	3,833 39	784 50	0 00	784 50
PNC FINANCIAL SERVICES GROUP COM STK CUSIP 693475105							
54 000	77 58	0 00	4,189 32	2,947 79	1,241 53	0 00	1,241 53

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
PRECISION CASTPARTS CORP COM CUSIP 740189105							
27 000	269 30	0 00	7,271 10	4,582 15	2,688 95	0 00	2,688 95
PRICELINE COM INC COM NEW STK CUSIP 741503403							
7 000	1,162 40	0 00	8,136 80	3,626 13	4,510 67	0 00	4,510 67
PRUDENTIAL FINL INC COM CUSIP 744320102 PRU							
140 000	92 22	0 00	12,910 80	8,512 93	4,397 87	0 00	4,397 87
QUALCOMM INC COM CUSIP 747525103 QCOM							
94 000	74 25	0 00	6,979 50	5,348 60	1,630 90	0 00	1,630 90
REGENERON PHARMACEUTICALS INC COM CUSIP 75886F107							
13 000	275 24	0 00	3,578 12	3,656 47	-78 35	0 00	-78 35
SALESFORCE COM INC COM STK CUSIP 79466L302							
161 000	55 19	0 00	8,885 59	5,862 03	3,023 56	0 00	3,023 56
SCHLUMBERGER LTD COM COM CUSIP 806857108 SLB							
164 000	90 11	49 99	14,778 04	14,977 65	-199 61	0 00	-199 61
STARBUCKS CORP COM CUSIP 855244109							
75 000	78 39	0 00	5,879 25	3,032 25	2,847 00	0 00	2,847 00
STERICYCLE INC COM CUSIP 858912108							
42 000	116 17	0 00	4,879 14	3,536 77	1,342 37	0 00	1,342 37

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
T ROWE PRICE GROUP INC CUSIP 74144T108							
50 000	83 77	0 00	4,188 50	3,582 25	606 25	0 00	606 25
TARGET CORP COM STK CUSIP 87612E106							
93 000	63 27	0 00	5,884 11	4,628 79	1,255 32	0 00	1,255 32
TRACTOR SUPPLY CO COM CUSIP 892356106							
68 000	77 58	0 00	5,275 44	2,822 99	2,452 45	0 00	2,452 45
TRIMBLE NAV LTD COM CUSIP 896239100							
97 000	34 70	0 00	3,365 90	1,825 97	1,539 93	0 00	1,539 93
UNITEDHEALTH GROUP INC COM CUSIP 91324P102 UNH							
87 000	75 30	0 00	6,551 10	5,330 80	1,220 30	0 00	1,220 30
VALMONT INDS INC COM CUSIP 920253101							
23 000	149 12	5 75	3,429 76	3,221 30	208 46	0 00	208 46
VERIZON COMMUNICATIONS COM CUSIP 92343V104 VZ							
111 000	49 14	0 00	5,454 54	4,993 55	460 99	0 00	460 99
WALT DISNEY CO CUSIP 254687106 DIS							
100 000	76 40	86 00	7,640 00	3,473 16	4,166 84	0 00	4,166 84
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
255 000	45 40	0 00	11,577 00	6,975 52	4,601 48	0 00	4,601 48

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
WHOLE FOODS MKT INC COM CUSIP 966837106							
88 000	57 83	0 00	5,089 04	2,676 54	2,412 50	0 00	2,412 50
YUM BRANDS INC COM CUSIP 988498101							
58 000	75 61	0 00	4,385 38	4,096 22	289 16	0 00	289 16
Total USD		726 02	703,678 91	483,918 06	219,760 85	0 00	219,760 85
Total United States		726 02	703,678 91	483,918 06	219,760 85	0 00	219,760 85
Total Common Stock **11,199.000**		**840.31**	**744,626.48**	**515,842 71**	**228,783.77**	**0.00**	**228,783.77**
Preferred stock							
Brazil - USD							
ADR ITAU UNIBANCO HLDG SA SPONSORED ADR REPSTG 500 PFD PFD ADR CUSIP 465562106 ITUB							
427 000	13 57	31 70	5,794 39	5,705 02	89 37	0 00	89 37
Total USD		31 70	5,794 39	5,705 02	89 37	0 00	89 37
Total Brazil		31 70	5,794 39	5,705 02	89 37	0 00	89 37
Total Preferred Stock **427.000**		**31.70**	**5,794.39**	**5,705.02**	**89.37**	**0.00**	**89.37**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
9,994 170	19 05	0 00	190,388 93	214,311 60	-23,922 67	0 00	-23,922 67

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTY EQTY INDEX FD CUSIP 665162582							
25,421 930	11 28	0 00	286,759 37	311,660 19	-24,900 82	0 00	-24,900 82
Total USD		0 00	477,148 30	525,971 79	-48,823 49	0 00	-48,823 49
Total Emerging Markets Region		0 00	477,148 30	525,971 79	-48,823 49	0 00	-48,823 49
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD CUSIP 33939L407							
1,140 000	34 31	792 50	39,113 40	39,842 77	-729 37	0 00	-729 37
Total USD		792 50	39,113 40	39,842 77	-729 37	0 00	-729 37
Total Global Region		792 50	39,113 40	39,842 77	-729 37	0 00	-729 37
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
76,333 570	12 34	0 00	941,956 25	839,472 18	102,484 07	0 00	102,484 07
MFO DFA INTL SMALL CO PORTFOLIO FD CUSIP 233203629							
8,388 410	19 21	0 00	161,141 35	154,416 08	6,725 27	0 00	6,725 27
MFO DIMENSIONAL FD ADVISORS INTL VALUE PORTFOLIO CUSIP 25434D203							
8,025 680	19 83	0 00	159,149 23	150,000 00	9,149 23	0 00	9,149 23
Total USD		0 00	1,262,246 83	1,143,888 26	118,358 57	0 00	118,358 57
Total International Region		0 00	1,262,246 83	1,143,888 26	118,358 57	0 00	118,358 57
United States - USD							

◆ Asset Detail - Base Currency

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

Equity Securities

Equity funds

United States - USD

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
MFB NORTHERN FDS SMALL CAP INDEX FD CUSIP 665162723							
8,985 020	12 25	0 00	110,066 49	83,064 33	27,002 16	0 00	27,002 16
MFB NORTHERN FDS STK INDEX FD CUSIP 665162772							
39,724 830	22 86	0 00	908,109 61	634,426 67	273,682 94	0 00	273,682 94
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
4,396 600	20 95	0 00	92,108 77	65,661 59	26,447 18	0 00	26,447 18
MFB NORTHN MID CAP INDEX FD CUSIP 665130100							
15,538 940	16 89	0 00	262,452 69	224,044 73	38,407 96	0 00	38,407 96
MFB NORTHN MULTI-MANAGER SMALL CAP FD CUSIP 665162566							
6,368 910	11 50	0 00	73,242 46	56,359 00	16,883 46	0 00	16,883 46
Total USD		0 00	1,445,980 02	1,063,556 32	382,423 70	0 00	382,423 70
Total United States		0 00	1,445,980 02	1,063,556 32	382,423 70	0 00	382,423 70
Total Equity Funds							
204,318.060		**792.50**	**3,224,488.55**	**2,773,259.14**	**451,229.41**	**0 00**	**451,229.41**

Other equity

United States - USD

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
AMERICAN TOWER CORP CUSIP 03027X100							
62 000	79 82	0 00	4,948 84	3,490 81	1,458 03	0 00	1,458 03
Total USD		0 00	4,948 84	3,490 81	1,458 03	0 00	1,458 03
Total United States		0 00	4,948 84	3,490 81	1,458 03	0 00	1,458 03

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Total Other Equity							
62.000		**0.00**	**4,948.84**	**3,490.81**	**1,458.03**	**0.00**	**1,458.03**
Total Equity Securities							
216,006.060		**1,664.51**	**3,979,858.26**	**3,298,297.68**	**681,560.58**	**0.00**	**681,560.58**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS BD INDEX FD CUSIP 665162533							
51,798 190	10 42	0 00	539,737 14	554,128 12	-14,390 98	0 00	-14,390 98
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
91,426 650	7 49	0 00	684,785 60	671,791 81	12,993 79	0 00	12,993 79
Issue Date 25 Aug 08							
Total USD		0 00	1,224,522 74	1,225,919 93	-1,397 19	0 00	-1,397 19
Total United States		0 00	1,224,522 74	1,225,919 93	-1,397 19	0 00	-1,397 19
Total Corporate/Government							
143,224.840		**0.00**	**1,224,522.74**	**1,225,919.93**	**-1,397.19**	**0.00**	**-1,397.19**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
2,025 000	24 87	21 56	50,361 75	53,014 50	-2,652 75	0 00	-2,652 75
Issue Date 07 Dec 12							

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Fixed Income Securities							
Other bonds							
United States - USD							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
13,820 000	24 92	0 00	344,394 40	352,444 20	-8,049 80	0 00	-8,049 80
Issue Date 07 Dec 12							
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
715 000	105 46	60 78	75,403 90	74,799 30	604 60	0 00	604 60
Issue Date 05 Dec 08							
Total USD		82 34	470,160 05	480,258 00	-10,097 95	0 00	-10,097 95
Total United States		82 34	470,160 05	480,258 00	-10,097 95	0 00	-10,097 95
Total Other Bonds							
16,560 000		**82.34**	**470,160.05**	**480,258.00**	**-10,097.95**	**0.00**	**-10,097.95**
Total Fixed Income Securities							
159,784.840		**82.34**	**1,694,682.79**	**1,706,177.93**	**-11,495.14**	**0.00**	**-11,495.14**
Real Estate							
Real estate funds							
Global Region - USD							
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475							
8,600 200	16 33	0 00	140,441 26	132,367 32	8,073 94	0 00	8,073 94
Total USD		0 00	140,441 26	132,367 32	8,073 94	0 00	8,073 94
Total Global Region		0 00	140,441 26	132,367 32	8,073 94	0 00	8,073 94

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market pnce	Accrued ıncome/expense	Market Value	Cost	Unrealızed gaın/loss Market	 Translatıon	 Total
Real Estate							
Real estate funds							
United States - USD							
MFB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541							
15,132 340	9 07	0 00	137,250 32	128,605 20	8,645 12	0 00	8,645 12
Total USD		0 00	137,250 32	128,605 20	8,645 12	0 00	8,645 12
Total Unıted States		0 00	137,250 32	128,605 20	8,645 12	0 00	8,645 12
Total Real Estate Funds **23,732.540**		**0.00**	**277,691.58**	**260,972.52**	**16,719.06**	**0.00**	**16,719.06**
Total Real Estate **23,732.540**		**0.00**	**277,691.58**	**260,972.52**	**16,719.06**	**0.00**	**16,719.06**
Commodities							
Commodities							
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
12,298 460	5 49	0 00	67,518 54	108,501 40	-40,982 86	0 00	-40,982 86
Total USD		0 00	67,518 54	108,501 40	-40,982 86	0 00	-40,982 86
Total Unıted States		0 00	67,518 54	108,501 40	-40,982 86	0 00	-40,982 86
Total Commodities **12,298.460**		**0.00**	**67,518.54**	**108,501.40**	**-40,982.86**	**0.00**	**-40,982.86**
Total Commodities **12,298.460**		**0 00**	**67,518.54**	**108,501.40**	**-40,982.86**	**0.00**	**-40,982.86**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	1 21	143,405 31	143,405 31	0 00	0 00	0 00
Total short term - all currencies		1 21	143,405 31	143,405 31	0 00	0 00	0 00
Total short term - all countries		1 21	143,405 31	143,405 31	0 00	0 00	0 00
Total Short Term **143,405.310**		**1.21**	**143,405.31**	**143,405.31**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments **143,405.310**		**1.21**	**143,405 31**	**143,405.31**	**0.00**	**0.00**	**0.00**
Total **555,227.210**		**1,748.06**	**6,163,156.48**	**5,517,354.84**	**645,801.64**	**0.00**	**645,801.64**

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