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

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

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▶ 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 WILLIAM G BURKHOLDER FOUNDATION 02-45086		A Employer identification number 65-6357210
Number and street (or P.O. box number if mail is not delivered to street address)	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 <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 1,793,471.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	48,216.	49,604.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	112,985.			
b	Gross sales price for all assets on line 6a 584,603.				
7	Capital gain net income (from Part IV, line 2)		112,985.		
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	161,201.	162,589.		
13	Compensation of officers, directors, trustees, etc.	17,394.	15,655.		1,739.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 3	3,209.	874.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 4	16.	1.		15.
24	Total operating and administrative expenses. Add lines 13 through 23	22,619.	17,530.	NONE	2,754.
25	Contributions, gifts, grants paid	79,796.			79,796.
26	Total expenses and disbursements. Add lines 24 and 25	102,415.	17,530.	NONE	82,550.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	58,786.			
b	Net investment income (if negative, enter -0-)		145,059.		
c	Adjusted net income (if negative, enter -0-)				

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	39,567.	34,604.	34,604.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶		NONE	
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶		NONE	
	5	Grants receivable		NONE	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)		NONE	
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶	NONE	NONE	
	8	Inventories for sale or use		NONE	
	9	Prepaid expenses and deferred charges		NONE	
	10 a	Investments - U S and state government obligations (attach schedule) . .		NONE	
	b	Investments - corporate stock (attach schedule) . STMT 5 .	642,987.	802,860.	1,035,338.
	c	Investments - corporate bonds (attach schedule) . STMT 6 .	636,626.	653,063.	653,684.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans		NONE	
	13	Investments - other (attach schedule) STMT 7 .	68,950.	55,668.	69,845.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶		NONE	
15	Other assets (describe ▶ SEE ATTACHMENTS)	92,776.	NONE		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,480,906.	1,546,195.	1,793,471.	
Liabilities	17	Accounts payable and accrued expenses		NONE	
	18	Grants payable		NONE	
	19	Deferred revenue		NONE	
	20	Loans from officers, directors, trustees, and other disqualified persons .		NONE	
	21	Mortgages and other notes payable (attach schedule)		NONE	
	22	Other liabilities (describe ▶)		NONE	
23	Total liabilities (add lines 17 through 22)		NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	1,480,906.	1,546,195.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .			
	30	Total net assets or fund balances (see instructions)	1,480,906.	1,546,195.	
	31	Total liabilities and net assets/fund balances (see instructions)	1,480,906.	1,546,195.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,480,906.
2	Enter amount from Part I, line 27a	2	58,786.
3	Other increases not included in line 2 (itemize) ▶ COST ADJUSTMENT- EXXON MOBILE	3	6,503.
4	Add lines 1, 2, and 3	4	1,546,195.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,546,195.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 584,603.		471,618.	112,985.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			112,985.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	112,985.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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	85,028.	1,682,411.	0.050539
2011	80,956.	1,697,610.	0.047688
2010	75,747.	1,627,835.	0.046532
2009	93,107.	1,523,933.	0.061097
2008	94,050.	1,732,571.	0.054283
2 Total of line 1, column (d)			2 0.260139
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 0.052028
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 1,731,858.
5 Multiply line 4 by line 3			5 90,105.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,451.
7 Add lines 5 and 6			7 91,556.
8 Enter qualifying distributions from Part XII, line 4			8 82,550.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2,901.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,901.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,901.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,606.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,606.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,295.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ▶ N/A				
14	The books are in care of ▶ THE NORTHERN TRUST COMPANY Telephone no. ▶ (312) 630-6000			
	Located at ▶ PO BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
				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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ▶		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No
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? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THE NORTHERN TRUST COMPANY P.O. BOX 803878, CHICAGO, IL 60680	TRUSTEE 40	17,394.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 ☐

NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,758,231.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,758,231.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,758,231.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,373.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	1,731,858.
6	Minimum investment return. Enter 5% of line 5	6	86,593.

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	86,593.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	2,901.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,901.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	83,692.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	83,692.
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	83,692.

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	82,550.
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	82,550.
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	82,550.

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				83,692.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			79,796.	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	NONE			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	NONE			
e From 2012	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 82,550.				
a Applied to 2012, but not more than line 2a . . .			79,796.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2013 distributable amount				2,754.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2013 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				80,938.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009 . . .	NONE			
b Excess from 2010 . . .	NONE			
c Excess from 2011 . . .	NONE			
d Excess from 2012 . . .	NONE			
e Excess from 2013 . . .	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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

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

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

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

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

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				
REYNOLDS CORNER ROTARY CLUB FOUNDATION 915 N REYNOLD RD. TOLEDO OH 43615	N/A	PUBLIC CHAR	GENERAL	26,601.
SHRINERS HOSPITAL FOR CHILDREN P.O. BOX 31356 TAMPA FL 33631	N/A	PUBLIC CHAR	ZENOBIA SHRINE IN TOLEDO, OH	53,195.
Total				79,796.
b Approved for future payment				
Total				

18

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

- | | | |
|--|----------------------|---|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>Yes</p> <p>No</p> | |
| | | |
| 1a(1) | | X |
| 1a(2) | | X |
| 1b(1) | | X |
| 1b(2) | | X |
| 1b(3) | | X |
| 1b(4) | | X |
| 1b(5) | | X |
| 1b(6) | | X |
| 1c | | X |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

04/11/2014
Date

VICE PRESIDENT
Title

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

THE NORTHERN TRUST COMPAN

**Paid
Preparer
Use Only**

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

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	49,604.	49,604.
ACCRUED/DEFERRED INCOME	-1,562.	
RETURN OF CAPITAL	174.	
	-----	-----
TOTAL	48,216.	49,604.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

=====

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

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YEAR TAX	729.	
ESTIMATED TAX	1,606.	
FOREIGN TAX	874.	874.
	-----	-----
TOTALS	3,209.	874.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
IL AG FILING FEE	15.		15.
CLASS ACTION CHARGE	1.	1.	
TOTALS	----- 16. =====	----- 1. =====	----- 15. =====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHMENTS	802,860.	1,035,338.
	-----	-----
TOTALS	802,860.	1,035,338.
	=====	=====

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

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE ATTACHMENTS	653,063.	653,684.
	-----	-----
TOTALS	653,063.	653,684.
	=====	=====

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

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHMENTS	C	55,668.	69,845.
		-----	-----
TOTALS		55,668.	69,845.
		=====	=====

**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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Employer identification number

65-6357210

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	58,240.	55,584.	16.	2,672.
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824			4	
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts			5	
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2012 Capital Loss Carryover Worksheet			6 ()	
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h) Enter here and on line 17, column (3) on the back ▶			7	2,672.

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	516,963.	428,783.	737.	88,917.
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	21,396.
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	110,313.

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

Schedule D (Form 1041) 2013

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

	(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17 Net short-term gain or (loss)	17		2,672.
18 Net long-term gain or (loss):			
a Total for year	18a		110,313.
b Unrecaptured section 1250 gain (see line 18 of the wrkst.)	18b		2.
c 28% rate gain	18c		22,688.
19 Total net gain or (loss). Combine lines 17 and 18a. ▶	19		112,985.

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

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:

a The loss on line 19, column (3) or **b** \$3,000 **20** ()

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2013

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

2013Attachment
Sequence No **12A**

Name(s) shown on return

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

65-6357210

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

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
13.	AMERICAN TOWER CORP	06/25/2013	07/25/2013	953.00	941.00			12.00
10.	AMERICAN TOWER CORP	09/23/2013	12/05/2013	777.00	739.00			38.00
10.	C R BARD INC	03/15/2013	07/25/2013	1,125.00	1,017.00			108.00
6.	C R BARD INC	03/15/2013	12/03/2013	829.00	610.00			219.00
80.	CISCO SYS INC	03/14/2013	07/25/2013	2,034.00	1,731.00			303.00
49.	CISCO SYS INC	09/18/2013	12/03/2013	1,038.00	1,202.00			-164.00
20.	CITIGROUP INC COM NEW	10/23/2013	12/03/2013	1,041.00	1,004.00			37.00
41.	E I DU PONT DE NEMOURS	01/24/2013	06/19/2013	2,205.00	1,979.00			226.00
3.	E I DU PONT DE NEMOURS	01/24/2013	06/20/2013	158.00	145.00			13.00
23.	EMERSON ELECTRIC CO	12/14/2012	07/25/2013	1,368.00	1,195.00			173.00
12.	EMERSON ELECTRIC CO	12/14/2012	12/03/2013	798.00	623.00			175.00
36.	EXELON CORP	04/24/2013	07/25/2013	1,126.00	1,337.00			-211.00
19.	EXELON CORP	04/24/2013	12/05/2013	528.00	705.00			-177.00
59.	MFC FLEXSHARES TR IBOX TARGET DURATION TIPS IN	07/25/2013	09/19/2013	1,483.00	1,487.00			-4.00
2 Totals Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts) Enter each total here and include on your Schedule D, line 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)

Sales and Other Dispositions of Capital Assets

OMB No 1545-0074

Department of the Treasury
Internal Revenue Service► Information about Form 8949 and its separate instructions is at www.irs.gov/form8949.

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

2013Attachment
Sequence No **12A**

Name(s) shown on return

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

65-6357210

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

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

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo., day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
14.	GILEAD SCIENCES INC	05/06/2013	07/25/2013	831.00	767.00			64.00
7.	GILEAD SCIENCES INC	05/06/2013	12/05/2013	512.00	384.00			128.00
41.	MERCK & CO INC	03/14/2013	07/25/2013	1,943.00	1,819.00			124.00
22.	MERCK & CO INC	03/14/2013	12/03/2013	1,093.00	968.00			125.00
30.	METLIFE INC	02/22/2013	07/25/2013	1,459.00	1,070.00			389.00
21.	METLIFE INC	09/23/2013	12/03/2013	1,079.00	996.00			83.00
23.	MONDELEZ INTL INC COM	09/18/2013	12/05/2013	791.00	745.00			46.00
13.	MONSANTO CO NEW	06/19/2013	07/25/2013	1,319.00	1,377.00			-58.00
7.	MONSANTO CO NEW	06/19/2013	12/05/2013	777.00	742.00			35.00
6.	MFB NORTHERN FUNDS ULTR FIXED INCOME FD	11/02/2012	01/24/2013	61.00	61.00			
5.	MFB NORTHERN FUNDS ULTR FIXED INCOME FD	11/02/2012	03/14/2013	51.00	51.00			
6.	MFB NORTHERN FUNDS ULTR FIXED INCOME FD	11/02/2012	09/19/2013	61.00	61.00			
9.	PETSMART INC	11/18/2013	12/05/2013	656.00	672.00	W	16.00	
94.	PFIZER INC	01/24/2013	07/25/2013	2,706.00	2,564.00			142.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 1b (if Box A above is checked), line 2 (if Box B above is checked), or line 3 (if Box C above is checked) ►								

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

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

Form **8949** (2013)

Sales and Other Dispositions of Capital Assets

► 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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

65-6357210

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

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

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo., day, yr)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	795.12 PIMCO COMMODITY REA STRATEGY FUND	04/20/2012	01/24/2013	5,359.00	5,216.00			143.00
	115. MFC SPDR GOLD TR GOLD	04/20/2012	03/14/2013	17,678.00	18,341.00			-663.00
	23. ST JUDE MEDICAL INC	09/24/2012	07/25/2013	1,193.00	989.00			204.00
	25. STARBUCKS CORP	08/13/2012	07/25/2013	1,673.00	1,144.00			529.00
	21. EATON CORP PLC COM USD	12/03/2012	07/25/2013	1,414.00	1,079.00			335.00
	12. EATON CORP PLC COM USD	12/03/2012	12/03/2013	857.00	612.00			245.00
	32. #REORG/NOBLE STOCK MER 2R1JA21 EFF 11-20-2013	11/02/2012	07/25/2013	1,264.00	1,211.00			53.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtr- act 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) ►				58,240.	55,584.		16.	2,672.

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

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

Form **8949** (2013)

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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

65-6357210

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

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

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need

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

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

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

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
28.	AMERICAN EXPRESS CO	09/01/2011	07/25/2013	2,114.00	1,449.00			665.00
15.	AMERICAN EXPRESS CO	09/01/2011	12/03/2013	1,273.00	746.00			527.00
16.	AMERICAN WTR WKS CO IN	01/30/2012	07/25/2013	684.00	535.00			149.00
9.	AMERICAN WTR WKS CO INC	01/27/2012	12/05/2013	369.00	301.00			68.00
15.	AMGEN INC	03/01/2012	07/25/2013	1,613.00	1,017.00			596.00
8.	AMGEN INC	03/01/2012	12/03/2013	909.00	541.00			368.00
8.	APPLE COMPUTER INC	09/01/2011	07/25/2013	3,498.00	1,134.00			2,364.00
4.	APPLE COMPUTER INC	07/24/2006	12/03/2013	2,238.00	246.00			1,992.00
12.	BHP LTD SPONSORED ADR	09/01/2011	07/25/2013	757.00	951.00			-194.00
24.	BHP LTD SPONSORED ADR	02/22/2010	10/23/2013	1,712.00	1,807.00			-95.00
15.	BHP LTD SPONSORED ADR	02/22/2010	10/24/2013	1,079.00	977.00			102.00
9.	BHP LTD SPONSORED ADR	05/14/2009	10/25/2013	646.00	448.00			198.00
209.	BRISTOL MYERS SQUIBB	11/08/2011	03/14/2013	7,991.00	6,149.00			1,842.00
33.	CVS CORP	04/27/2012	07/25/2013	2,025.00	1,486.00			539.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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

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- ☐ (D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)
- ☐ (E) Long-term transactions reported on Form(s) 1099-B showing basis was **not** reported to the IRS
- ☒ (F) Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh XYZ Co)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
18.	CVS CORP	04/27/2012	12/03/2013	1,197.00	810.00			387.00
17.	CHEVRONTEXACO CORP	09/01/2011	07/25/2013	2,147.00	1,274.00			873.00
10.	CHEVRONTEXACO CORP	11/13/2008	12/03/2013	1,221.00	697.00			524.00
11.	CITRIX SYS INC	09/01/2011	07/25/2013	766.00	564.00			202.00
6.	CITRIX SYS INC	07/22/2010	12/05/2013	353.00	279.00			74.00
45.	COCA COLA CO	08/30/2011	07/25/2013	1,829.00	1,568.00			261.00
24.	COCA COLA CO	08/29/2011	12/03/2013	965.00	834.00			131.00
17.	COSTCO WHSL CORP NEW	09/01/2011	07/25/2013	1,988.00	1,203.00			785.00
23.	COSTCO WHSL CORP NEW	01/17/2008	09/18/2013	2,705.00	1,494.00			1,211.00
6.	COSTCO WHSL CORP NEW	01/17/2008	12/05/2013	726.00	390.00			336.00
38.	DANAHER CORP	02/15/2012	07/25/2013	2,547.00	1,333.00			1,214.00
21.	DANAHER CORP	10/17/2008	12/03/2013	1,545.00	603.00			942.00
23.	WALT DISNEY CO	09/01/2011	07/25/2013	1,483.00	695.00			788.00
12.	WALT DISNEY CO	05/19/2006	12/03/2013	834.00	359.00			475.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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

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1	(a) Description of property (Example. 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
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31.	DOMINION RES INC VA NE	09/01/2011	01/10/2013	1,616.00	1,395.00			221.00
45.	DOMINION RES INC VA NE	02/17/2011	01/11/2013	2,352.00	1,979.00			373.00
16.	DOMINION RES INC VA NE	09/13/2010	01/14/2013	839.00	702.00			137.00
24.	DOMINION RES INC VA NE	09/15/2010	01/15/2013	1,257.00	1,051.00			206.00
3.	DOMINION RES INC VA NEW	09/15/2010	01/16/2013	158.00	131.00			27.00
82.	E I DU PONT DE NEMOURS	09/01/2011	06/19/2013	4,409.00	3,183.00			1,226.00
76.	EMC CORP MASS	09/01/2011	07/25/2013	2,006.00	1,528.00			478.00
41.	EMC CORP MASS	05/03/2010	12/03/2013	970.00	795.00			175.00
27.	EXPRESS SCRIPTS HLDG C	06/20/2012	07/25/2013	1,802.00	1,454.00			348.00
17.	EXPRESS SCRIPTS HLDG C	11/16/2012	12/03/2013	1,133.00	904.00			229.00
28.	EXXON MOBIL CORP	09/01/2011	07/25/2013	2,655.00	1,188.00			1,467.00
15.	EXXON MOBIL CORP	10/01/2003	12/03/2013	1,410.00	558.00			852.00
75000.	FHLMC DEB DTD 10/17 11-15-2013	08/29/2006	11/15/2013	75,000.00	73,657.00			1,343.00
3.	MFC FLEXSHARES TR MORNI GLOBAL UPSTREAM NAT RES	02/15/2012	03/14/2013	107.00	108.00			-1.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
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4.	MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	02/15/2012	09/19/2013	139.00	144.00			-5.00
26.	MFC FLEXSHARES TR MORN GLOBAL UPSTREAM NAT RES	04/20/2012	12/03/2013	878.00	906.00			-28.00
3.	MFC FLEXSHARES TR TR IB TARGET DURATION TIPS IN	04/20/2012	09/19/2013	75.00	76.00			-1.00
634.	MFC FLEXSHARES TR IBO TARGET DURATION TIPS IN	04/20/2012	09/19/2013	15,931.00	15,798.00			133.00
11.	FRANKLIN RESOURCES INC	09/01/2011	07/25/2013	1,607.00	1,411.00			196.00
34.	FRANKLIN RESOURCES INC	09/01/2011	09/23/2013	1,735.00	1,303.00			432.00
13.	FRANKLIN RESOURCES INC	01/12/2010	12/05/2013	703.00	479.00			224.00
79.	GENERAL ELECTRIC CO	01/12/2010	07/25/2013	1,940.00	1,318.00			622.00
44.	GENERAL ELECTRIC CO	01/12/2010	12/03/2013	1,165.00	734.00			431.00
2.	GOOGLE INC CL A	01/13/2012	07/25/2013	1,786.00	1,250.00			536.00
1.	GOOGLE INC CL A	01/13/2012	12/03/2013	1,055.00	625.00			430.00
38.	HOME DEPOT INC	02/06/2012	06/25/2013	2,824.00	1,719.00			1,105.00
31.	HOME DEPOT INC	02/06/2012	07/25/2013	2,466.00	1,390.00			1,076.00
16.	HOME DEPOT INC	01/23/2012	12/03/2013	1,255.00	712.00			543.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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						(f) Code(s) from instructions	(g) Amount of adjustment	
41.	INTEL CORP	05/07/2012	07/25/2013	936.00	1,143.00			-207.00
23.	INTEL CORP	05/07/2012	12/05/2013	558.00	641.00			-83.00
7.	#REORG/INTERCONTINEN NA INTERCONTI 2R1HAZ1 EFF	06/07/2012	07/25/2013	1,239.00	898.00			341.00
4.	INTERCONTINENTALEXCHANG COM COM	06/07/2012	12/03/2013	854.00	512.00			342.00
9.	INTL BUSINESS MACHINES	09/01/2011	01/16/2013	1,729.00	1,434.00			295.00
6.	INTL BUSINESS MACHINES	06/13/2008	07/25/2013	1,180.00	743.00			437.00
4.	INTL BUSINESS MACHINES	04/25/2008	12/05/2013	704.00	491.00			213.00
49.	J P MORGAN CHASE & CO	03/13/2012	07/25/2013	2,744.00	2,000.00			744.00
27.	J P MORGAN CHASE & CO	03/12/2012	12/03/2013	1,525.00	1,056.00			469.00
132.	JOHNSON CONTROLS INC	09/01/2011	01/16/2013	4,162.00	3,541.00			621.00
19.	MCDONALDS CORP	09/22/2011	07/25/2013	1,839.00	1,628.00			211.00
10.	MCDONALDS CORP	08/01/2012	12/03/2013	964.00	896.00			68.00
18.	NATIONAL-OILWELL INC	09/01/2011	07/25/2013	1,288.00	818.00			470.00
9.	NATIONAL-OILWELL INC	03/02/2007	12/05/2013	734.00	316.00			418.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
18.	NIKE INC CLASS B	02/17/2011	07/25/2013	1,123.00	617.00			506.00
9.	NIKE INC CLASS B	12/08/2009	12/05/2013	710.00	287.00			423.00
28.	NOBLE ENERGY INC	11/19/2010	04/23/2013	3,085.00	1,683.00			1,402.00
13.	NOBLE ENERGY INC	04/16/2009	04/24/2013	1,460.00	771.00			689.00
18.	NORFOLK SOUTHERN CORP	08/10/2011	07/25/2013	1,335.00	1,215.00			120.00
16.	NORFOLK SOUTHERN CORP	08/10/2011	09/18/2013	1,230.00	1,080.00			150.00
8.	NORFOLK SOUTHERN CORP	08/10/2011	12/03/2013	701.00	540.00			161.00
2.	MFB NORTHERN FUNDS ULTR FIXED INCOME FD	11/02/2012	12/05/2013	20.00	20.00			
188.	MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	09/01/2011	01/24/2013	3,519.00	3,274.00			245.00
5.	MFB NORTHN FDS MULTI-MA REALESTATE FD	12/21/2010	03/14/2013	95.00	87.00			8.00
193.	MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	04/20/2012	07/25/2013	3,632.00	3,347.00			285.00
783.	MFB NORTHN FDS MULTI- GLOBAL REALESTATE FD	04/20/2012	09/19/2013	14,900.00	13,577.00			1,323.00
10.	MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	12/21/2010	03/14/2013	191.00	225.00			-34.00
10.	MFB NORTHN FDS MULTI-M EMERGING MKTS EQTY FD	12/21/2010	09/19/2013	193.00	225.00			-32.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ▶								

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Social security number or taxpayer identification number

WILLIAM G BURKHOLDER FOUNDATION 02-45086

65-6357210

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	2.00027 MFB NORTHN FDS MUL EMERGING MKTS EQTY FD	12/21/2010	12/03/2013	38.00	45.00	W	7.00	
	594.99973 MFB NORTHN FDS M EMERGING MKTS EQTY FD	09/01/2011	12/03/2013	11,293.00	12,712.00			-1,419.00
	520. MFB NORTHN MULTI-MANA EQTY FD FD	11/19/2010	03/14/2013	5,190.00	5,091.00			99.00
	1181. MFB NORTHN MULTI-MAN EQTY FD FD	09/01/2011	12/03/2013	12,684.00	10,842.00			1,842.00
	27. MFB NORTHN MULTIMGR SM	07/07/2011	01/24/2013	278.00	288.00			-10.00
	2. MFB NORTHN MULTIMGR SMA	07/07/2011	03/14/2013	22.00	21.00			1.00
	707. MFB NORTHN MULTIMGR S	07/07/2011	07/25/2013	8,477.00	6,875.00			1,602.00
	2. MFB NORTHN MULTIMGR SMA	04/26/2010	09/19/2013	25.00	19.00			6.00
	132. MFB NORTHN MULTIMGR S	04/26/2010	12/03/2013	1,727.00	1,259.00			468.00
	121. MFB NORTHN MULTIMGR M	09/01/2011	01/24/2013	1,522.00	1,433.00			89.00
	4. MFB NORTHN MULTIMGR MID	09/01/2011	03/14/2013	54.00	44.00			10.00
	577. MFB NORTHN MULTIMGR M	09/01/2011	12/03/2013	8,978.00	6,307.00			2,671.00
	2. MFB NORTHN FDS SMALL CA	02/15/2012	03/14/2013	37.00	31.00			6.00
	482. MFB NORTHN FDS SMALL	02/15/2012	07/25/2013	9,842.00	6,997.00			2,845.00
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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WILLIAM G BURKHOLDER FOUNDATION 02-45086

65-6357210

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1.	MFB NORTHN FDS SMALL CA	12/16/2010	09/19/2013	21.00	14.00			7.00
71.	MFB NORTHN FDS SMALL C	12/16/2010	12/03/2013	1,559.00	1,027.00			532.00
34.	MFB NORTHN HI YIELD FX	10/02/2007	03/14/2013	261.00	272.00			-11.00
6258.	MFB NORTHN HI YIELD	10/02/2007	07/25/2013	47,373.00	50,127.00			-2,754.00
30.	MFB NORTHN HI YIELD FX	10/02/2007	09/19/2013	226.00	240.00			-14.00
434.	MFB NORTHERN FDS FIXE	11/04/2011	01/24/2013	4,600.00	4,579.00			21.00
51.	MFB NORTHERN FDS FIXED	11/04/2011	03/14/2013	537.00	538.00			-1.00
67.	MFB NORTHERN FDS FIXED	11/04/2011	09/19/2013	678.00	707.00			-29.00
1104.	MFB NORTHERN FDS FIX	11/02/2012	12/03/2013	11,261.00	11,989.00	W	728.00	
4.	MFB NORTHERN FDS FIXED	11/02/2012	12/05/2013	41.00	43.00	W	2.00	
16.	NUCOR CORP	02/06/2012	07/25/2013	736.00	722.00			14.00
8.	NUCOR CORP	02/06/2012	12/05/2013	415.00	361.00			54.00
24.	OMNICOM GROUP	12/17/2010	07/25/2013	1,544.00	1,113.00			431.00
26.	OMNICOM GROUP	12/17/2010	11/14/2013	1,801.00	1,195.00			606.00
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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33.	OMNICOM GROUP	11/22/2010	11/15/2013	2,316.00	1,508.00			808.00
30.	OMNICOM GROUP	09/01/2011	11/18/2013	2,100.00	1,291.00			809.00
6.	OMNICOM GROUP	09/01/2011	11/19/2013	420.00	240.00			180.00
62.	ORACLE CORPORATION	09/01/2011	04/23/2013	2,026.00	1,695.00			331.00
42.	ORACLE CORPORATION	10/04/2010	07/25/2013	1,351.00	1,144.00			207.00
22.	ORACLE CORPORATION	10/04/2010	12/05/2013	766.00	599.00			167.00
50.	PFIZER INC	11/16/2012	12/03/2013	1,564.00	1,188.00			376.00
1731.33	PIMCO COMMODITY RE STRATEGY FUND	12/07/2011	01/24/2013	11,669.00	12,389.00			-720.00
7.	PRECISION CASTPARTS COR	10/25/2011	07/25/2013	1,582.00	1,200.00			382.00
3.	PRECISION CASTPARTS COR	10/21/2011	12/05/2013	757.00	505.00			252.00
12.	PROCTER & GAMBLE CO	10/01/2003	07/25/2013	959.00	562.00			397.00
6.	PROCTER & GAMBLE CO	10/01/2003	12/05/2013	496.00	281.00			215.00
35.	QUALCOMM INC	01/17/2012	07/25/2013	2,248.00	1,967.00			281.00
19.	QUALCOMM INC	07/15/2011	12/03/2013	1,391.00	1,043.00			348.00
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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300.	MFC SPDR GOLD TR GOLD	06/23/2011	01/24/2013	48,508.00	36,405.00	C		12,103.00
202.	MFC SPDR GOLD TR GOLD	02/15/2012	03/14/2013	31,052.00	20,467.00	C		10,585.00
13.	ST JUDE MEDICAL INC	09/19/2012	12/05/2013	755.00	559.00			196.00
13.	ST JUDE MEDICAL INC	09/21/2012	12/11/2013	761.00	559.00			202.00
9.	ST JUDE MEDICAL INC	09/21/2012	12/12/2013	522.00	387.00			135.00
15.	SCHLUMBERGER LTD ISIN 6	02/28/2011	07/25/2013	1,245.00	1,390.00			-145.00
9.	SCHLUMBERGER LTD ISIN #	04/11/2011	12/05/2013	782.00	823.00			-41.00
9.	SIMON PPTY GROUP INC NE	11/19/2010	07/25/2013	1,468.00	887.00			581.00
10.	SIMON PPTY GROUP INC N	11/19/2010	09/23/2013	1,514.00	870.00			644.00
13.	SIMON PPTY GROUP INC N	07/23/2010	10/23/2013	2,062.00	1,115.00			947.00
10.	SIMON PPTY GROUP INC N	07/22/2010	10/24/2013	1,590.00	856.00			734.00
3.	SIMON PPTY GROUP INC NE	07/22/2010	10/25/2013	477.00	257.00			220.00
95.	SPECTRA ENERGY CORP CO	09/01/2011	02/22/2013	2,796.00	2,311.00			485.00
63.	SPECTRA ENERGY CORP CO	10/01/2009	02/25/2013	1,851.00	1,337.00			514.00
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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14.	SPECTRA ENERGY CORP CO	10/01/2009	02/26/2013	404.00	264.00			140.00
13.	STARBUCKS CORP	08/10/2012	12/03/2013	1,048.00	591.00			457.00
43.	US BANCORP DEL NEW	02/17/2011	07/25/2013	1,608.00	1,193.00			415.00
23.	US BANCORP DEL NEW	12/17/2010	12/03/2013	884.00	601.00			283.00
10.	UNITED TECHNOLOGIES CO	10/01/2009	07/25/2013	1,045.00	584.00			461.00
6.	UNITED TECHNOLOGIES COR	08/09/2005	12/05/2013	654.00	298.00			356.00
24.	UNITEDHEALTH GROUP INC	09/01/2011	07/25/2013	1,731.00	1,076.00			655.00
37.	UNITEDHEALTH GROUP INC	12/15/2009	09/18/2013	2,695.00	1,155.00			1,540.00
8.	UNITEDHEALTH GROUP INC	11/16/2012	12/05/2013	582.00	414.00			168.00
30.	UNITEDHEALTH GROUP INC	11/16/2012	12/11/2013	2,173.00	1,533.00			640.00
22.	UNITEDHEALTH GROUP INC	12/15/2009	12/12/2013	1,571.00	687.00			884.00
8.	V F CORP	09/01/2011	06/25/2013	1,503.00	928.00			575.00
11.	V F CORP	09/01/2011	07/25/2013	2,161.00	1,276.00			885.00
6.	V F CORP	09/01/2011	12/03/2013	1,407.00	654.00			753.00
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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 <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
18.	VERIZON COMMUNICATIONS	09/28/2011	07/25/2013	904.00	668.00			236.00
10.	VERIZON COMMUNICATIONS	09/29/2011	12/05/2013	489.00	371.00			118.00
61.	WELLS FARGO & CO NEW	03/13/2012	07/25/2013	2,670.00	1,927.00			743.00
34.	WELLS FARGO & CO NEW	03/12/2012	12/03/2013	1,489.00	1,054.00			435.00
30.	COVIDIEN PLC USD0.20(P CONSLDTN)	09/30/2008	03/14/2013	1,969.00	1,598.00			371.00
60.	COVIDIEN PLC USD0.20(P CONSLDTN)	09/01/2011	05/06/2013	3,913.00	3,054.00			859.00
18.	NOBLE CORP PLC COMMON	10/16/2012	12/05/2013	678.00	678.00			
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) ▶				516,963.	428,783.		737.	88,917.

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

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
AMERICAN EXPRESS CO	CUSIP 025816109							
	96 000	90 73	0 00	8,710 08	4,375 82	4,334 26	0 00	4,334 26
AMERICAN WTR WKS CO INC NEW COM CUSIP 030420103								
	56 000	42 26	0 00	2,366 56	1,867 92	498 64	0 00	498 64
AMGEN INC COM CUSIP 031162100								
	50 000	114 16	0 00	5,708 00	3,360 80	2,347 20	0 00	2,347 20
APPLE INC COM STK CUSIP 037833100								
	27 000	561 11	0 00	15,149 97	2,458 55	12,691 42	0 00	12,691 42
BAXTER INTL INC COM CUSIP 071813109								
	77 000	69 55	0 00	5,355 35	5,164 48	190 87	0 00	190 87
C R BARD CUSIP 067383109								
	35 000	133 94	0 00	4,687 90	3,549 46	1,138 44	0 00	1,138 44
CHEVRON CORP COM CUSIP 166764100								
CVX	61 000	124 91	0 00	7,619 51	4,233 32	3,386 19	0 00	3,386 19
CISCO SYSTEMS INC CUSIP 17275R102								
CSCO	316 000	22 45	0 00	7,094 20	6,688 13	406 07	0 00	406 07
CITIGROUP INC COM NEW COM NEW CUSIP 172967424								
	131 000	52 11	0 00	6,826 41	6,568 40	258 01	0 00	258 01

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Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/IPAR value					Market	Translation	
Equity Securities								
Common stock								
United States - USD								
CITRIX SYS INC COM	CUSIP 177376100							
	37 000	63.25	0.00	2,340.25	1,721.58	618.67	0.00	618.67
COCA COLA CO COM CUSIP 191216100								
	155 000	41.31	0.00	6,403.05	5,351.63	1,051.42	0.00	1,051.42
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105								
	37 000	119.01	0.00	4,403.37	2,319.05	2,084.32	0.00	2,084.32
CVS CAREMARK CORP COM STK CUSIP 126650100								
CVS								
	115 000	71.57	0.00	8,230.55	5,135.39	3,095.16	0.00	3,095.16
DANAHER CORP COM CUSIP 235851102								
	134 000	77.20	3.35	10,344.80	2,646.60	7,698.20	0.00	7,698.20
EATON CORP PLC COM USD0 50 CUSIP G29183103								
	74 000	76.12	0.00	5,632.88	3,822.47	1,810.41	0.00	1,810.41
EMC CORP COM CUSIP 268648102								
EMC								
	258 000	25.15	0.00	6,488.70	5,379.54	1,109.16	0.00	1,109.16
EMERSON ELECTRIC CO COM CUSIP 291011104								
	77 000	70.18	0.00	5,403.86	3,988.51	1,415.35	0.00	1,415.35
EXELON CORP COM CUSIP 30161N101								
	123 000	27.39	0.00	3,368.97	4,520.91	-1,151.94	0.00	-1,151.94

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Investment Mgr ID							
Shares/PAR value							
Equity Securities							
Common stock							
United States - USD							
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
115 000	70 24	0 00	8,077 60	6,260 48	1,817 12	0 00	1,817 12
EXXON MOBIL CORP COM CUSIP 30231G102							
97 000	101 20	0 00	9,816 40	3,607 43	6,208 97	0 00	6,208 97
FRKLN RES INC COM CUSIP 354613101							
85 000	57 73	10 20	4,907 05	3,130 06	1,776 99	0 00	1,776 99
GENERAL ELECTRIC CO CUSIP 369604103							
GE	28 03	60 50	7,708 25	4,982 31	2,725 94	0 00	2,725 94
275 000							
GILEAD SCIENCES INC CUSIP 375558103							
GILD	75 15	0 00	3,607 20	2,629 85	977 35	0 00	977 35
48 000							
GOOGLE INC CL A CUSIP 38259P508							
GOOG	1,120 71	0 00	8,965 68	3,333 11	5,632 57	0 00	5,632 57
8 000							
HOME DEPOT INC COM CUSIP 437076102							
103 000	82 34	0 00	8,481 02	4,583 44	3,897 58	0 00	3,897 58
INTEL CORP COM CUSIP 458140100							
INTC	25 96	0 00	3,686 32	3,927 22	-240 90	0 00	-240 90
142 000							
INTERCONTINENTALEXCHANGE GROUP INC COM CUSIP 45866F104							
26 000	224 92	0 00	5,847 92	3,267 24	2,580 68	0 00	2,580 68

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

Equity Securities

Common stock

United States - USD

INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101							
IBM							
	22 000	187 57	0 00	4,126 54	2,700 48	1,426 06	1,426 06
JPMORGAN CHASE & CO COM CUSIP 46625H100							
JPM							
	170 000	58 48	0 00	9,941 60	5,056 75	4,884 85	4,884 85
MC DONALDS CORP COM CUSIP 580135101							
	63 000	97 03	0 00	6,112 89	5,473 40	639 49	639 49
MERCK & CO INC NEW COM CUSIP 58933Y105							
	140 000	50 05	61 60	7,007 00	6,034 37	972 63	972 63
METLIFE INC COM STK USD 01 CUSIP 59156R108							
	131 000	53 92	0 00	7,063 52	4,839 40	2,224 12	2,224 12
MONDELEZ INTL INC COM CUSIP 609207105							
	145 000	35 30	20 30	5,118 50	4,695 35	419 15	419 15
MONSANTO CO NEW COM CUSIP 61166W101							
	44 000	116 55	0 00	5,128 20	4,654 83	473 37	473 37
NATIONAL OILWELL VARCO COM STK CUSIP 637071101							
NOV							
	59 000	79 53	0 00	4,692 27	2,008 38	2,683 89	2,683 89
NIKE INC CL B CUSIP 654106103							
	57 000	78 64	13 68	4,482 48	1,818 86	2,663 62	2,663 62

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

Equity Securities

Common stock

United States - USD

NOBLE CORP PLC COMMON STOCK CUSIP G65431101							
	113 000	37 47	0 00	4,234 11	4,084 00	150 11	0 00
NORFOLK SOUTHN CORP COM CUSIP 655844108							150 11
NSC							
	47 000	92 83	0 00	4,363 01	3,171 00	1,192 01	0 00
NUCOR CORP COM CUSIP 870346105							1,192 01
55 000		53 36	20 35	2,935 90	2,482 72	453 18	0 00
ORACLE CORP COM CUSIP 68389X105							453 18
ORCL							
	142 000	38 26	0 00	5,432 92	3,867 08	1,565 84	0 00
PETSMART INC COM CUSIP 716768106							1,565 84
PETM							
	60 000	72 75	0 00	4,365 00	4,454 36	-89 36	0 00
PFIZER INC COM CUSIP 717081103							-89 36
316 000		30 63	0 00	9,679 08	7,693 33	1,985 75	0 00
PRECISION CASTPARTS CORP COM CUSIP 740189105							1,985 75
21 000		269 30	0 00	5,655 30	3,428 47	2,226 83	0 00
PROCTER & GAMBLE COM NPV CUSIP 742718109							2,226 83
41 000		81 41	0 00	3,337 81	1,919 49	1,418 32	0 00
QUALCOMM INC COM CUSIP 747525103							1,418 32
QCOM							
	120 000	74 25	0 00	8,910 00	6,148 16	2,761 84	0 00
							2,761 84

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

Equity Securities

Common stock

United States - USD

SCHLUMBERGER LTD COM COM	CUSIP 806857108							
SLB								
53 000	90 11	19 37		4,775 83	4,347 81	428 02	0 00	428 02
ST JUDE MED INC COM	CUSIP 790849103							
STJ								
59 000	61 95	14 75		3,655 05	2,521 30	1,133 75	0 00	1,133 75
STARBUCKS CORP COM	CUSIP 855244109							
86 000	78 39	0 00		6,741 54	3,887 81	2,853 73	0 00	2,853 73
UNITED TECHNOLOGIES CORP COM	CUSIP 913017109							
37 000	113 80	0 00		4,210 60	1,835 24	2,375 36	0 00	2,375 36
US BANCORP	CUSIP 902973304							
USB								
149 000	40 40	34 27		6,019 60	3,603 73	2,415 87	0 00	2,415 87
V F CORP COM	CUSIP 918204108							
144 000	62 34	0 00		8,976 96	3,805 88	5,171 08	0 00	5,171 08
VERIZON COMMUNICATIONS COM	CUSIP 92343V104							
VZ								
64 000	49 14	0 00		3,144 96	2,371 21	773 75	0 00	773 75
WALT DISNEY CO	CUSIP 254687106							
DIS								
79 000	76 40	67 94		6,035 60	2,360 88	3,674 72	0 00	3,674 72
WELLS FARGO & CO NEW COM STK	CUSIP 949746101							
WFC								
212 000	45 40	0 00		9,624 80	5,589 68	4,035 12	0 00	4,035 12
Total USD		326 31		333,002 92	213,731 67	119,271 25	0 00	119,271 25

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

Equity Securities

Common stock

Total United States	326.31	333,002.92	213,731.67	119,271.25	0.00	119,271.25
Total Common Stock	326.31	333,002.92	213,731.67	119,271.25	0.00	119,271.25

Equity funds

Emerging Markets Region - USD

MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483

8,259,090	19.05	0.00	157,335.66	123,082.08	34,253.58	0.00	34,253.58
Total USD		0.00	157,335.66	123,082.08	34,253.58	0.00	34,253.58
Total Emerging Markets Region		0.00	157,335.66	123,082.08	34,253.58	0.00	34,253.58

Global Region - USD

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

2,596,000	34.31	1,804.68	89,068.76	92,134.66	-3,065.90	0.00	-3,065.90
Total USD		1,804.68	89,068.76	92,134.66	-3,065.90	0.00	-3,065.90
Total Global Region		1,804.68	89,068.76	92,134.66	-3,065.90	0.00	-3,065.90

International Region - USD

MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209

4,325,410	12.34	0.00	53,375.55	52,164.48	1,211.07	0.00	1,211.07
Total USD		0.00	53,375.55	52,164.48	1,211.07	0.00	1,211.07

MFB NORTHN MULTI-MANAGER INTL EQTY FD CUSIP 665162558

27,653,500	10.94	0.00	302,529.29	245,189.69	57,339.60	0.00	57,339.60
Total USD		0.00	355,904.84	297,354.17	58,550.67	0.00	58,550.67
Total International Region		0.00	355,904.84	297,354.17	58,550.67	0.00	58,550.67

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

Equity Securities

Equity funds

United States - USD

MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665

856 060	20 95	0 00	17,934 45	12,657 40	5,277 05	0 00	5,277 05
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MFB NORTN MULTI-MANAGER MID CAP FD CUSIP 665162574

4,302 500	13 73	0 00	59,073 32	46,019 25	13,054 07	0 00	13,054 07
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MFB NORTN MULTI-MANAGER SMALL CAP FD CUSIP 665162566

1,578 150	11 50	0 00	18,148 72	13,450 08	4,698 64	0 00	4,698 64
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Total USD		0 00	95,156 49	72,126 73	23,029 76	0 00	23,029 76
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Total United States		0 00	95,156 49	72,126 73	23,029 76	0 00	23,029 76
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Total Equity Funds		1,804.68	697,465.75	584,697 64	112,768.11	0.00	112,768 11
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Other equity

United States - USD

AMERICAN TOWER CORP CUSIP 03027X100

61 000	79 82	0 00	4,869 02	4,430 62	438 40	0 00	438 40
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Total USD		0 00	4,869 02	4,430 62	438 40	0 00	438 40
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Total United States		0 00	4,869 02	4,430 62	438 40	0 00	438 40
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Total Other Equity		0.00	4,869.02	4,430 62	438.40	0.00	438.40
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Total Equity Securities		2,130 99	1,035,337.69	802,859.93	232,477.76	0.00	232,477.76
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Description / Asset ID		Exchange rate/ local market price		Accrued income/expense	Unrealized gain/loss	
Investment Mgr ID	Shares/PAR value	Market Value	Cost		Market	Translation
					Total	

Fixed Income Securities

Corporate/government

United States - USD

FHLB TRANCHE # TR 00130 5 25 06-18-2014 CUSIP 3133X7FK5

50,000 000 102 3541 94 79 51,177 05 50,355 85 821 20 0 00 821 20

Issue Date 27 May 04 Rate 5 25% Yield to Maturity 0 073% Maturity Date 18 Jun 14

MFB NORTHERN FUNDS FIXED INCOME FD CUSIP 665162806

27,160 800 10 09 274,052 47 283,298 44 -9,245 97 0 00 -9,245 97

Issue Date 25 Aug 08

MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467

2,564 740 10 21 26,185 99 26,231 27 -45 28 0 00 -45 28

MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699

23,695 690 7 49 177,480 71 172,153 49 5,327 22 0 00 5,327 22

Issue Date 25 Aug 08

UNITED STATES TREAS NTS DTD 00109 4 5% DUE 11-15-2015 REG CUSIP 912828EN6

50,000 000 107 7305 53,865 25 48,740 23 5,125 02 0 00 5,125 02

Issue Date 15 Nov 05 Rate 4 50% Yield to Maturity 0 295% Maturity Date 15 Nov 15

Total USD 386 91 582,761 47 580,779 28 1,982 19 0 00 1,982 19

Total United States 386 91 582,761 47 580,779 28 1,982 19 0 00 1,982 19

Total Corporate/Government

153,421.230 386.91 582,761 47 580,779.28 1,982.19 0.00 1,982.19

Other bonds

United States - USD

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

Fixed Income Securities

Other bonds

United States - USD

MFC FLEXSHARES TR TR IB0XX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506

Issue Date 07 Dec 12	2,846 000	24 92	0 00	70,922 32	72,283 79	-1,361 47	0 00	-1,361 47
Total USD				70,922 32	72,283 79	-1,361 47	0 00	-1,361 47
Total United States				70,922 32	72,283 79	-1,361 47	0 00	-1,361 47
Total Other Bonds				70,922 32	72,283 79	-1,361 47	0 00	-1,361 47
2,846 000								
Total Fixed Income Securities				653,683.79	653,063.07	620.72	0.00	620.72
156,267.230			386.91					

Real Estate

Real estate funds

Global Region - USD

MFBNORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD CUSIP 665162475

4,277 090	16 33	0 00	69,844 88	55,668 25	14,176 63	0 00	0 00	14,176 63
Total USD			69,844 88	55,668 25	14,176 63	0 00	0 00	14,176 63
Total Global Region			69,844 88	55,668 25	14,176 63	0 00	0 00	14,176 63
Total Real Estate Funds			69,844 88	55,668 25	14,176 63	0 00	0 00	14,176 63
4,277.090								
Total Real Estate			69,844.88	55,668.25	14,176.63	0.00	0.00	14,176.63
4,277.090								
Total Real Estate			69,844.88	55,668.25	14,176.63	0.00	0.00	14,176.63

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

Cash and Short Term Investments

Short term

USD - United States dollar		1 00	0 29	34,604 49	34,604 49	0 00	0 00	0 00
Total short term - all currencies			0 29	34,604 49	34,604 49	0 00	0 00	0 00
Total short term - all countries			0 29	34,604 49	34,604 49	0 00	0 00	0 00
Total Short Term			0 29	34,604 49	34,604 49	0 00	0 00	0 00
34,604,490								
Total Cash and Short Term Investments			0 29	34,604 49	34,604 49	0 00	0 00	0 00
34,604,490								
Total			2,518.19	1,793,470.85	1,546,195.74	247,275.11	0 00	247,275.11
250,167.520								

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