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## Return of Private Foundation

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

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

A Employer identification number

65-6357210

P.O. BOX 803878

B Telephone number (see instructions)

312-630-6000

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

CHICAGO, IL 60680

C If exemption application is pending, check here ► 

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

D 1 Foreign organizations, check here ► 2 Foreign organizations meeting the 85% test, check here and attach computation ► H Check type of organization:  Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust  Other taxable private foundationI Fair market value of all assets at J Accounting method:  Cash  Accrual  
end of year (from Part II, col. (c), line 16) ► \$ 1,793,471.  Other (specify) \_\_\_\_\_

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► 

Part I Revenue Operating and Administrative Expenses	(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		DAY 06 2014		
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	161,201.	162,589.		1,739.
13 Compensation of officers, directors, trustees, etc.	17,394.	15,655.		
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)	2,000.	1,000.	NONE	1,000.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	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)	16.	1.		15.
24 Total operating and administrative expenses.	22,619.	17,530.	NONE	2,754.
Add lines 13 through 23				
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-)				

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		<b>NONE</b>	
	2	Savings and temporary cash investments . . . . .	39,567.	34,604.	34,604.
	3	Accounts receivable ►		<b>NONE</b>	
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►		<b>NONE</b>	
		Less: allowance for doubtful accounts ►			
	5	Grants receivable . . . . .		<b>NONE</b>	
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .		<b>NONE</b>	
	7	Other notes and loans receivable (attach schedule) ►		<b>NONE</b>	
		Less: allowance for doubtful accounts ►	<b>NONE</b>		
	8	Inventories for sale or use . . . . .		<b>NONE</b>	
	9	Prepaid expenses and deferred charges . . . . .		<b>NONE</b>	
	10 a	Investments - U.S. and state government obligations (attach schedule) . . . . .		<b>NONE</b>	
	b	Investments - corporate stock (attach schedule) . . . . .	<b>STMT 5.</b>	642,987.	802,860.
	c	Investments - corporate bonds (attach schedule) . . . . .	<b>STMT 6.</b>	636,626.	653,063.
<b>Liabilities</b>	11	Investments - land, buildings, and equipment basis ►			
		Less accumulated depreciation ► (attach schedule)			
	12	Investments - mortgage loans . . . . .		<b>NONE</b>	
	13	Investments - other (attach schedule) . . . . .	<b>STMT 7.</b>	68,950.	55,668.
	14	Land, buildings, and equipment basis ►		<b>NONE</b>	
		Less accumulated depreciation ► (attach schedule)			
	15	Other assets (describe ► <b>SEE ATTACHMENTS</b> ) . . . . .		92,776.	<b>NONE</b>
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		1,480,906.	1,546,195.
<b>Net Assets or Fund Balances</b>	17	Accounts payable and accrued expenses . . . . .		<b>NONE</b>	
	18	Grants payable . . . . .		<b>NONE</b>	
	19	Deferred revenue . . . . .		<b>NONE</b>	
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .		<b>NONE</b>	
	21	Mortgages and other notes payable (attach schedule) . . . . .		<b>NONE</b>	
	22	Other liabilities (describe ► . . . . .)		<b>NONE</b>	
	23	Total liabilities (add lines 17 through 22) . . . . .		<b>NONE</b>	
		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.

**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.)
<b>1a</b> PUBLICLY TRADED SECURITIES					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)	
<b>a</b> 584,603.		471,618.		112,985.	
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))	
(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any			
<b>a</b>				112,985.	
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		<b>2</b>	112,985.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 . . . . .			<b>3</b>		

**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
<b>2</b> Total of line 1, column (d) . . . . .		<b>2</b>	0.260139
<b>3</b> 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 . . . . .		<b>3</b>	0.052028
<b>4</b> Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . . .		<b>4</b>	1,731,858.
<b>5</b> Multiply line 4 by line 3 . . . . .		<b>5</b>	90,105.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .		<b>6</b>	1,451.
<b>7</b> Add lines 5 and 6 . . . . .		<b>7</b>	91,556.
<b>8</b> Enter qualifying distributions from Part XII, line 4 . . . . .		<b>8</b>	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)	1	2,901.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . . . .		
3	Add lines 1 and 2 . . . . .	2	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0) . . . . .	3	2,901.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0 . . . . .	4	NONE
6	<b>Credits/Payments:</b>	5	2,901.
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 <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> ► . . . . .	9	1,295.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> ► . . . . .	10	
11	Enter the amount of line 10 to be: <b>Credited to 2014 estimated tax</b> ► . . . . .	11	NONE Refunded ►

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6		X
7		X
8b		X
9		X
10		X

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .

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

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

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

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

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

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

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

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

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .

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

b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .

If "Yes," attach the statement required by General Instruction T.

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

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

FL IL

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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV. . . . .

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

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

11		X
12		X
13	X	
Website address ► <u>N/A</u>		
14 The books are in care of ► <u>THE NORTHERN TRUST COMPANY</u>		Telephone no. ► <u>(312) 630-6000</u>
Located at ► <u>PO BOX 803878, CHICAGO, IL</u>		ZIP+4 ► <u>60680</u>
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <u>15</u>		
16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-221. If "Yes," enter the name of the foreign country ►		

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

	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 ► <u>      </u>		
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 ► <u>      </u>		
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. ► <u>      </u>		
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

**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))? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(3)	Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? . . . . .					5b
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ►	<input type="checkbox"/>				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . .	<input type="checkbox"/>	Yes	<input type="checkbox"/>	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? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	6b
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .					X
	If "Yes" to 6b, file Form 8870					
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . . . .	<input type="checkbox"/>	Yes	<input checked="" type="checkbox"/>	No	7b
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .					

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).</b>				
(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-
-----				
-----				
-----				
-----				
<b>2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."</b>				
(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
-----				
-----				
-----				
-----				
-----				
<b>Total number of other employees paid over \$50,000 . . . . . ►</b>				
<b>NONE</b>				

**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.

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.

1	NONE	
2		
<b>All other program-related investments</b> See instructions		
3	NONE	
<b>Total</b> Add lines 1 through 3		

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Form 990-PF (2013)

**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 <b>Total</b> (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 <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	1,731,858.
6 <b>Minimum investment return.</b> 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 <b>Distributable amount</b> 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 <b>Qualifying distributions.</b> 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 <b>Adjusted qualifying distributions.</b> 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

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

N/A

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

N/A

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

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

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

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

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	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
<b>Name and address (home or business)</b>				
<b>a Paid during the year</b>				
REYNOLDS CORNER ROTARY CLUB FOUNDATION 915 N REYNOLD RD. TOLEDO OH 43615	N/A	PUBLIC CHA	GENERAL	26,601.
SHRINERS HOSPITAL FOR CHILDREN P.O. BOX 31356 TAMPA FL 33631	N/A	PUBLIC CHA	ZENOBIA SHRINE IN TOLEDO, OH	53,195.
<b>Total</b>			► 3a	79,796.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1 Program service revenue</b>					
a					
b					
c					
d					
e					
f					
<b>g Fees and contracts from government agencies</b>					
<b>2 Membership dues and assessments</b>					
<b>3 Interest on savings and temporary cash investments</b>					
<b>4 Dividends and interest from securities</b>					
<b>5 Net rental income or (loss) from real estate:</b>					
a Debt-financed property					
b Not debt-financed property					
<b>6 Net rental income or (loss) from personal property</b>					
<b>7 Other investment income</b>					
<b>8 Gain or (loss) from sales of assets other than inventory</b>					
<b>9 Net income or (loss) from special events</b>					
<b>10 Gross profit or (loss) from sales of inventory</b>					
<b>11 Other revenue:</b> a					
b					
c					
d					
e					
<b>12 Subtotal. Add columns (b), (d), and (e)</b>					
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>					

**Part VI B Relationship of Activities to the Accomplishment of Exempt Purposes**



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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST ACCRUED/DEFERRED INCOME RETURN OF CAPITAL	49,604. -1,562. 174.	49,604.
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.	
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 CLASS ACTION CHARGE	15. 1.	1.	15.
TOTALS	16.	1.	15.

WILLIAM G BURKHOLDER FOUNDATION 02-45086

65-6357210

FORM 990PF, PART II - CORPORATE STOCK

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

ANW513 5908 04/11/2014 15:52:22

02-45086

STATEMENT 5

WILLIAM G BURKHOLDER FOUNDATION 02-45086

65-6357210

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION  
- - - - -

SEE ATTACHMENTS

TOTALS

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

ANW513 5908 04/11/2014 15:52:22

02-45086

STATEMENT 6  
25

WILLIAM G BURKHOLDER FOUNDATION 02-45086

FORM 990PF, PART II - OTHER INVESTMENTS

65-6357210

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**

OMB No 1545-0092

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

**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 <b>Box A</b> checked . . . . .				
2 Totals for all transactions reported on Form(s) 8949 with <b>Box B</b> checked . . . . .				
3 Totals for all transactions reported on Form(s) 8949 with <b>Box C</b> 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 <b>Box D</b> checked . . . . .				
9 Totals for all transactions reported on Form(s) 8949 with <b>Box E</b> checked . . . . .				
10 Totals for all transactions reported on Form(s) 8949 with <b>Box F</b> 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.

JSA  
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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 wrksht.) . . . . .	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:	20	( )
a The loss on line 19, column (3) or b \$3,000 . . . . .		

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

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

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

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

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

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

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

►Information about Form 8949 and its separate instructions is at [www.irs.gov/form8949](http://www.irs.gov/form8949).

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

2013

Attachment  
Sequence No 12A

Name(s) shown on return

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  
JSA  
3X2615 2 000

Form 8949 (2013)

Department of the Treasury  
Internal Revenue Service

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)

Department of the Treasury  
Internal Revenue Service

**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.

For one or more of the boxes, complete as many forms with the same box checked as you need.

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

**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) □

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  
WYS115-2-200

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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

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.

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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

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	
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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

65-6357210

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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	
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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

65-6357210

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

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

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

1	(a) Description of property (Example 100 sh XYZ Co )	(b) Date acquired (Mo , day, yr )	(c) Date sold or disposed (Mo , day, yr )	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
4. 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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

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

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr.)	(c) Date sold or disposed (Mo, day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

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.

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

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions		(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

WILLIAM G BURKHOLDER FOUNDATION 02-45086

Social security number or taxpayer identification number

65-6357210

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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	
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

Social security number or taxpayer identification number

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

1	(a) Description of property (Example 100 sh XYZ Co.)	(b) Date acquired (Mo, day, yr)	(c) Date sold or disposed (Mo, day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see 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	
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
<b>2 Totals.</b> 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

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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	
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

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

1	(a) Description of property (Example: 100 sh XYZ Co )	(b) Date acquired (Mo , day, yr )	(c) Date sold or disposed (Mo , day, yr )	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the Note below and see Column (e) in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f) See the separate instructions.		(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	
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

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<input type="checkbox"/>	(D) Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see Note above)
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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	
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
<b>2 Totals.</b> Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked) ►								

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

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

**Social security number or taxpayer identification number**

WILLIAM G BURKHOLDER FOUNDATION 02-45086

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 D, E, or F below, determine whether you received any statement(s) and, if so, the transactions for which basis was reported to the IRS. Brokers are required to report basis to the IRS for most stock you bought in 2011 or later.**

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

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

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

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

**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 (a)* in the separate instructions for how to figure the amount of the adjustment.

## Custom Reporting

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### ◆ Asset Detail - Base Currency

Description / Asset ID		Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
Investment Mgr ID	Exchange rate/ local market price							
Shares/PAR value								
<i>Equity Securities</i>								
<i>Common stock</i>								
<b>United States - USD</b>								
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	114.18	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 17725R102							
CSCO								
316 000	22.45	0.00	7,094.20	6,688.13	406.07	0.00	406.07	
CITIGROUP INC COM NEW COM	CUSIP 172967424							
131 000	52.11	0.00	6,826.41	6,568.40	258.01	0.00	258.01	

## Custom Reporting

31 DEC 13

### ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<b>Investment Mgr ID</b>								
<b>Shares/Par value</b>								
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
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								
CVS CAREMARK CORP COM STK	CUSIP 126650100							
37 000	119.01	0 00		4,403.37	2,319.05	2,084.32	0 00	2,084.32
CVS	115 000	71 57	0 00					
DANAHER CORP COM	CUSIP 235831102							
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					
EMERSON ELECTRIC CO COM	CUSIP 291011104							
77 000	70.18	0 00		5,403.86	3,986.51	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

## Custom Reporting

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Account number 0245086

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### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<b>Equity Securities</b>								
<b>Common stock</b>								
<b>United States - USD</b>								
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	275 000	28.03	60.50	7,708.25	4,982.31	2,725.94	0.00	2,725.94
GILEAD SCIENCES INC CUSIP 375558103								
GILD	48 000	75.15	0.00	3,607.20	2,629.85	977.35	0.00	977.35
GOOGLE INC CL A CUSIP 38269P508								
GOOG	8 000	1,120.71	0.00	8,965.68	3,333.11	5,632.57	0.00	5,632.57
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	142 000	25.96	0.00	3,686.32	3,927.22	-240.90	0.00	-240.90
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	

Northern Trust

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## *Custom Reporting*

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## ◆ Asset Detail - Base Currency

Account number 0245086

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### Common stock

United States - USD						
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101						
IBM	22 000	181.57	0.00	4,126.54	2,700.48	1,426.06
JPMORGAN CHASE & CO COM CUSIP 46625H100						1,426.06
JPM	170 000	58.48	0.00	9,941.60	5,056.75	4,884.85
MC DONALDS CORP COM CUSIP 580135101						4,884.85
MERCK & CO INC NEW COM CUSIP 58933Y105	63 000	97.03	0.00	6,112.89	5,473.40	639.49
METLIFE INC COM STK USDO 01 CUSIP 59156R108	140 000	50.05	61.60	7,007.00	6,034.37	0.00
MONDELEZ INTL INC COM CUSIP 603207105	131 000	52.92	0.00	7,063.52	4,839.40	0.00
MONSANTO CO NEW COM CUSIP 61166W101	145 000	35.30	20.30	5,118.50	4,699.35	419.15
NATIONAL OILWELL VARCO COM STK CUSIP 637071101	44 000	116.55	0.00	5,128.20	4,654.83	473.37
NOV	59 000	79.53	0.00	4,692.27	2,008.38	2,683.89
NIKE INC CL B CUSIP 654106103						2,683.89

## Custom Reporting

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### ◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<b>Investment Mgr ID</b>									
<b>Shares/PAR value</b>									
<b>Equity Securities</b>									
<b>Common stock</b>									
<b>United States - USD</b>									
NOBLE CORP PLC COMMON STOCK CUSIP G65431101									
113 000	37.47	0.00		4,224.11	4,084.00	150.11	0.00		150.11
NORFOLK SOUTHN CORP COM CUSIP 6555844108									
NSC	92.83	0.00		4,363.01	3,171.00	1,192.01	0.00		1,192.01
NUCOR CORP COM CUSIP 670346105									
55 000	53.38	20.35		2,935.90	2,482.72	453.18	0.00		453.18
ORACLE CORP COM CUSIP 68389X105									
ORCL	38.26	0.00		5,432.92	3,867.08	1,565.84	0.00		1,565.84
PETSMART INC COM CUSIP 716768106									
PETM	72.75	0.00		4,365.00	4,454.36	-89.36	0.00		-89.36
PFIZER INC COM CUSIP 717081103									
316 000	30.63	0.00		9,679.08	7,693.33	1,985.75	0.00		1,985.75
PRECISION CASTPARTS CORP COM CUSIP 740189105									
21 000	269.30	0.00		5,655.30	3,428.47	2,226.83	0.00		2,226.83
PROCTER & GAMBLE COM NPV CUSIP 7422718109									
41 000	81.41	0.00		3,337.81	1,919.49	1,418.32	0.00		1,418.32
QUALCOMM INC COM CUSIP 747525103									
QCOM	74.25	0.00		8,910.00	6,148.16	2,761.84	0.00		2,761.84

Northern Trust

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## Custom Reporting

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### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Translation	Unrealized gain/loss	Total
<i>Investment Mgr ID</i>								
<i>Shares/PAR value</i>								
<i>Equity Securities</i>								
<b>Common stock</b>								
<b>United States - USD</b>								
SCHLUMBERGER LTD COM COM	CUSIP 8068857108							
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 254667106							
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

Northern Trust

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## Custom Reporting

31 DEC 13

Account number 0245086

### ◆ Asset Detail - Base Currency

Description / Asset ID		Accrued	Unrealized gain/loss		
Investment Mgr ID	Exchange rate/ local market price	Income/expense	Market Value	Cost	Market
Shares/PAR value					Translation
<i>Equity Securities</i>					
<b>Common stock</b>					
Total United States	326.31	333,002.92	213,731.67	119,271.25	0.00
<b>Total Common Stock</b>		<b>333,002.92</b>	<b>213,731.67</b>	<b>119,271.25</b>	<b>0.00</b>
<b>5,387.00</b>					<b>119,271.25</b>
<i>Equity funds</i>					
<b>Emerging Markets Region - USD</b>					
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
<b>Total USD</b>		<b>0.00</b>	<b>157,335.66</b>	<b>123,082.08</b>	<b>34,253.58</b>
Total Emerging Markets Region	0.00	157,335.66	123,082.08	34,253.58	0.00
<b>Global Region - USD</b>					
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
<b>Total USD</b>	<b>1,804.68</b>	<b>89,068.76</b>	<b>92,134.66</b>	<b>-3,065.90</b>	<b>0.00</b>
Total Global Region	1,804.68	89,068.76	92,134.66	-3,065.90	0.00
<b>International Region - USD</b>					
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209					
4,325.410	12.34	0.00	53,375.55	52,164.48	1,211.07
<b>MFB NORTHN INTL MULTI-MANAGER INTL EQTY FD CUSIP 665162558</b>					
27,653.500	10.94	0.00	302,529.29	245,189.69	57,339.60
<b>Total USD</b>		<b>0.00</b>	<b>355,904.84</b>	<b>297,354.17</b>	<b>58,550.67</b>
Total International Region	0.00	355,904.84	297,354.17	58,550.67	0.00

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## Custom Reporting

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### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss	Total
<i>Equity Securities</i>							

#### 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
<i>MFB NORTHN MULTI-MANAGER MID CAP FD CUSIP 665162574</i>							
4,302.500	13.73	0.00	59,073.32	46,019.25	13,054.07	0.00	13,054.07
1,578.150	11.50	0.00	18,148.72	13,450.08	4,698.64	0.00	4,698.64
Total USD	0.00	95,156.49	72,126.73	23,029.76	0.00	23,029.76	
Total United States	0.00	95,156.49	72,126.73	23,029.76	0.00	23,029.76	
<b>Total Equity Funds</b>	<b>49,570.710</b>	<b>1,804.68</b>	<b>697,465.75</b>	<b>584,697.64</b>	<b>112,768.11</b>	<b>0.00</b>	<b>112,768.11</b>

#### 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
Total USD	0.00	4,869.02	4,430.62	438.40	0.00	0.00	438.40
Total United States	0.00	4,869.02	4,430.62	438.40	0.00	0.00	438.40
<b>Total Other Equity</b>	<b>61 000</b>	<b>0.00</b>	<b>4,869.02</b>	<b>4,430.62</b>	<b>438.40</b>	<b>0.00</b>	<b>438.40</b>
<b>Total Equity Securities</b>	<b>55,018.710</b>	<b>2,130.99</b>	<b>1,035,337.69</b>	<b>802,859.93</b>	<b>232,477.76</b>	<b>0.00</b>	<b>232,477.76</b>

Northern Trust

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## Custom Reporting

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### ◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued Income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Fixed Income Securities</i>							

#### 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				
<i>MFB NORTHERN FUNDS FIXED INCOME FD CUSIP 665162806</i>							
27,160.800	10.09	0.00	274.052.47	283.298.44	-9.245.97	0.00	-9.245.97
Issue Date 25 Aug 08							
<i>MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467</i>							
2,564.740	10.21	0.00	26,185.99	26,231.27	-45.28	0.00	-45.28
Issue Date 25 Aug 08							
<i>MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699</i>							
23,685.690	7.49	0.00	177,480.71	172,153.49	5,327.22	0.00	5,327.22
Issue Date 25 Aug 08							
<i>UNITED STATES TREAS NTS DTD 00109 4.5% DUE 11-15-2015 REG CUSIP 912828ENG</i>							
50,000 000	107.7305	292.12	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	386.91	582,761.47	580,779.28	1,982.19	0.00		1,982.19
153,421.230							
<i>Other bonds</i>							
<i>United States - USD</i>							

Northern Trust

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## Custom Reporting

31 DEC 13

Account number 0245086

### ◆ Asset Detail - Base Currency

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

#### Fixed Income Securities

##### Other bonds

##### United States - USD

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

2,846 000	24.92	0.00	70,922.32	72,283.79	-1,361.47	0.00	-1,361.47
<b>Issue Date 07 Dec 12</b>							
Total USD		0.00	70,922.32	72,283.79	-1,361.47	0.00	-1,361.47
Total United States		0.00	70,922.32	72,283.79	-1,361.47	0.00	-1,361.47
Total Other Bonds		0.00	70,922.32	72,283.79	-1,361.47	0.00	-1,361.47
<b>Total Fixed Income Securities</b>		<b>386.91</b>	<b>653,683.79</b>	<b>653,063.07</b>	<b>620.72</b>	<b>0.00</b>	<b>620.72</b>

#### Real Estate

##### Real estate funds

##### Global Region - USD

MFB NORTHN 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	14,176.63
<b>Total USD</b>							
Total Global Region		0.00	69,844.88	55,668.25	14,176.63	0.00	14,176.63
Total Real Estate Funds		0.00	69,844.88	55,668.25	14,176.63	0.00	14,176.63
<b>Total Real Estate</b>		<b>0.00</b>	<b>69,844.88</b>	<b>55,668.25</b>	<b>14,176.63</b>	<b>0.00</b>	<b>14,176.63</b>

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## *Custom Reporting*

31 DEC 13

## Asset Detail - Base Currency

Description / Asset ID  
Investment Mgr ID  
Shares/PAB Value

Cash and Short Term Investments					
Short term					
USD - United States dollar					
	1.00	0.29	34,604.49	34,604.49	0.00
Total short term - all currencies		0.29	34,604.49	34,604.49	0.00
Total short term - all countries		0.29	34,604.49	34,604.49	0.00
<b>Total Short Term</b>	<b>34,604.490</b>	<b>0.29</b>	<b>34,604.49</b>	<b>34,604.49</b>	<b>0.00</b>
<b>Total Cash and Short Term Investments</b>	<b>34,604.490</b>	<b>0.29</b>	<b>34,604.49</b>	<b>34,604.49</b>	<b>0.00</b>
<b>Total</b>	<b>34,604.490</b>				<b>0.00</b>

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Northern Trust