Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 12/01 **, 2013, and ending** 11/30, **20** 14

Name of foundation NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS AGENT

A Employer identification number 26-1555396

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

Room/suite

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

City or town, state or province, country, and ZIP or foreign postal code CHICAGO, IL 60680

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,813,275.

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

	Part I	**Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	400,000.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	65,663.	65,663.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	121,866.			
	b	Gross sales price for all assets on line 6a 609,306.				
	7	Capital gain net income (from Part IV, line 2)		121,866.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	587,529.	187,529.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 2	2,000.	1,000.	NONE	1,000.
	c	Other professional fees (attach schedule) STMT 3	15,083.	15,083.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT. 4	1,775.	406.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT. 5	194.			194.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,052.	16,489.	NONE	1,194.
	25	Contributions, gifts, grants paid	112,000.			112,000.
	26	**Total expenses and disbursements** Add lines 24 and 25	131,052.	16,489.	NONE	113,194.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	456,477.			
	b	**Net investment income** (if negative, enter -0-)		171,040.		
	c	**Adjusted net income** (if negative, enter -0-)				

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		Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	186,967.	40,984.	40,984.
	3	Accounts receivable ▶ Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less. allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 6	1,170,341.	1,827,830.	1,993,451.
	c	Investments - corporate bonds (attach schedule) STMT 7	691,885.	663,322.	663,265.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	82,913.	59,931.	74,708.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ SEE ATTACHMENTS)	62,844.	59,271.	40,867.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,194,950.	2,651,338.	2,813,275.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	3,000.	3,000.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	3,000.	3,000.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ▶ ☒ **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2,191,950.	2,648,338.	
	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)	2,191,950.	2,648,338.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,194,950.	2,651,338.	

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	2,191,950.
2	Enter amount from Part I, line 27a	2	456,477.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,648,427.
5	Decreases not included in line 2 (itemize) ▶ TAX COST ETC ADJ	5	89.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,648,338.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	609,306.		487,440.	121,866.
b				
c				
d				
e				

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

	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				121,866.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 121,866.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	102,661.	2,322,205.	0.044208
2011	102,395.	2,047,248.	0.050016
2010	81,433.	2,081,523.	0.039122
2009	46,558.	1,730,936.	0.026898
2008	26,651.	1,435,769.	0.018562

2	**Total** of line 1, column (d)	2	0.178806
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.035761
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,807,215.
5	Multiply line 4 by line 3	5	100,389.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,710.
7	Add lines 5 and 6	7	102,099.
8	Enter qualifying distributions from Part XII, line 4	8	113,194.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ________________ **(attach copy of letter if necessary - see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	1,710.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			2	
3	Add lines 1 and 2			3	1,710.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,710.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,008.		
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	1,008.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . ▶			9	702.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

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

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

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

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*	☐ Yes ☐ No		
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*		6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9				

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

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,849,964.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,849,964.
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	2,849,964.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,749.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,807,215.
6	**Minimum investment return.** Enter 5% of line 5	6	140,361.

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	140,361.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	1,710.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,710.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	138,651.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	138,651.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	138,651.

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	113,194.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	113,194.
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	1,710.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	111,484.

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					138,651.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				111,978.	
b	Total for prior years 20 11 ,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: ▶ $ 113,194.					
a	Applied to 2012, but not more than line 2a				111,978.	
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					1,216.
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					137,435.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8	Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10	Analysis of line 9					
a	Excess from 2009	NONE				
b	Excess from 2010	NONE				
c	Excess from 2011	NONE				
d	Excess from 2012	NONE				
e	Excess from 2013	NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

GARY L. NEALE AND SANDRA C. NEALE

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.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE	PUBLIC	GENERAL	112,000.
Total . . . . ▶ **3a**				112,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	65,663.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	121,866.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				187,529.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 187,529.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Signature of officer or trustee | 12/16/2014 Date | ▶ President Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NATALIA TCHERE	Natalia Tch	12/9/2014		P01306295

Firm's name ▶ THE NORTHERN TRUST COMPANY

Firm's EIN ▶

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

Phone no 312-630-6000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ **Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at** ***www irs.gov/form990***

OMB No. 1545-0047

2013

Name of the organization
NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS

Employer identification number
26-1555396

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $_______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS

Employer identification number
26-1555396

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	GARY & SANDRA NEALES 10221 E. VENADO TRL. SCOTTSDALE, AZ 85262	$ 400,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

NEALE FAMILY FOUNDATION

2014 GRANTS

Steamboat Adaptive Recreation Sports (STARS)
Julie Taulman
P. O. Box 770208
Steamboat Springs, CO 80477
February 17, 2014
$15,000

MTY - Partners with Youth
Erin McConkey
720 Shoals Road
Duncan, SC 29334
February 17, 2014
$7,500

GHS Family YMCA
Tracey Easterling
550 Brookwood Pointe Place
Simpsonville, SC 29681
February 17, 2014
$5,000.00

Anderson Area YMCA
Anne Tedder
Strong Kids Campaign
201 East Reed Road
Anderson, SC 29621
February 17, 2014
$7,500.00

Boys and Girls Club of Northwest Colorado
P. O. Box 776410
Steamboat Springs, CO 80477
February 17, 2014
$15,000

Strings
Kay Clagett
P. O. Box 774627
Steamboat Springs, CO 80477
February 17, 2014
$2,500

South Short Arts
John Cain
1040 Ridge Road
Munster, IN 46321
February 17, 2014
$2,500

Colorado Student Care
George Avgares
P. O. Box 767639888
Steamboat Springs, CO 80477
February 17, 2014
$5,000

Fluor Cares
Donna Stroud
100 Fluor Danied Drive, C102M
Greenville, SC 29607
July 19, 2014
$3,000

Yampa Valley Healthcare Foundation
1024 Central Park Drive
Steamboat Springs, CO 80487
August 28, 2014
$30,000

Greenville Health System of Philanthropic & Partnership
300 E. McBee Avenue
Greenville, SC 29681
August 28, 2014
$3,000

GHS Family YMCA
550 Brookwood Pointe
Simpsonville, SC 29681
August 28, 2014
$10,000

YVCF
For Your New Frontier Girls to Women Conference
Jill A. Brabec
P. O Box 881374
Steamboat Springs, Co 80488
August 28, 2014
$1,000

Angel Flight West
Mike Forney
3161 Donald Douglas Loop South
Santa Monica, CA 90405
August 28, 2014
$5,000

TOTAL GRANTS PAID OUT BY THE FOUNDATION FOR 2014 TOTAL $112,000

NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS 26-1555396

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		65,663.	65,663.
	TOTAL	65,663.	65,663.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY		15,083.	15,083.
	TOTALS	15,083.	15,083.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX EXCISE	361.	
ESTIMATED TAX	1,008.	
FOREIGN TAX	406.	406.
TOTALS	1,775.	406.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
MISC EXPENSES	194.	194.
TOTALS	194.	194.

NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS 26-1555396

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	1,827,830.	1,993,451.
TOTALS	1,827,830.	1,993,451.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		663,322.	663,265.
	TOTALS	663,322.	663,265.

NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS 26-1555396

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	59,931.	74,708.
TOTALS		59,931.	74,708.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
GARY NEALE
ADDRESS:
10221 E. VENADO TRL.
SCOTTSDALE, AZ 85262
TITLE:
PRESIDENT

OFFICER NAME:
SANDRA NEALE
ADDRESS:
10221 E. VENADO TRL.
SCOTTSDALE, AZ 85262
TITLE:
TREASURE

OFFICER NAME:
JULIE NEALE
ADDRESS:
P O BOX 803878
CHICAGO,
TITLE:
VICE PRESIDENT

OFFICER NAME:
DAVID NEALE
ADDRESS:
P O BOX 803878
CHICAGO, IL
TITLE:
VICE PRESIDENT

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
===

OFFICER NAME:
  KATHIE MOLE
ADDRESS:
  P O BOX 803878
  CHICAGO, IL
TITLE:
  SECRETARY

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2013

Name of estate or trust	Employer identification number
NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS	26-1555396

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b				
1b Totals for all transactions reported on Form(s) 8949 with **Box A** checked				
2 Totals for all transactions reported on Form(s) 8949 with **Box B** checked				
3 Totals for all transactions reported on Form(s) 8949 with **Box C** checked	171,188.	159,676.		11,512.

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	11,512.

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

See instructions for how to figure the amounts to enter on the lines below. This form may be easier to complete if you round off cents to whole dollars.	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b				
8b Totals for all transactions reported on Form(s) 8949 with **Box D** checked				
9 Totals for all transactions reported on Form(s) 8949 with **Box E** checked				
10 Totals for all transactions reported on Form(s) 8949 with **Box F** checked	419,692.	327,764.		91,928.

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	18,426.
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	110,354.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2013**

JSA
3F1210 1 000

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**			11,512.
18 Net long-term gain or (loss):				
a Total for year	**18a**			110,354.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	**18b**			
c 28% rate gain	**18c**			
19 Total net gain or (loss). Combine lines 17 and 18a ▶	**19**			121,866.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

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

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

24 Add lines 22 and 23 . . . **24**

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

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

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

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

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

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

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

32 Subtract line 30 from line 26 . . . **32**

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

34 Add lines 27 and 30 . . . **34**

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

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

37 Multiply line 36 by 15% . . . ▶ **37**

38 Enter the amount from line 31 . . . **38**

39 Add lines 30 and 36 . . . **39**

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

41 Multiply line 40 by 20% . . . ▶ **41**

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

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

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

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

Form **8949**

Department of the Treasury
Internal Revenue Service

Sales and Other Dispositions of Capital Assets

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

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

OMB No 1545-0074

2013

Attachment Sequence No **12A**

Name(s) shown on return	Social security number or taxpayer identification number
NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS	26-1555396

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	
60. COCA COLA CO	08/29/2013	07/08/2014	2,520.00	2,302.00			218.00
1506.29 MFO DFA INVT DIMEN INC INTL REAL ESTATE SE	05/15/2013	12/04/2013	7,908.00	8,511.00			-603 00
1924.23 MFO FIDELITY ADVIS SMALL CAP CL	12/06/2013	03/20/2014	50,819 00	50,347.00			472 00
1777.26 HARBOR FD CAP APPR	12/04/2013	07/11/2014	105,125.00	94,832.00			10,293 00
55. UNITEDHEALTH GROUP INC	04/30/2013	03/26/2014	4,498.00	3,286.00			1,212 00
.33 PARAGON OFFSHORE COMM	07/08/2014	08/04/2014	3.00	4 00			-1.00
33. PARAGON OFFSHORE COMM	07/08/2014	08/12/2014	315.00	394.00			-79.00
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) ▶			171,188.	159,676.			11,512.

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

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**
NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS	26-1555396

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f) **See the separate instructions**		(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	
5. APPLE COMPUTER INC	05/07/2012	05/28/2014	3,130.00	2,808.00			322.00
45. COSTCO WHSL CORP NEW	01/24/2012	07/08/2014	5,272.00	3,658.00			1,614 00
602.75 MFO DFA INVT DIMENS INC REAL ESTATE SECS PO	05/11/2011	12/04/2013	15,804 00	14,472.00			1,332.00
50.58 MFO FIDELITY ADVISOR CAP CL	12/07/2012	03/20/2014	1,336.00	994 00			342.00
3040.75 MFO FIDELITY ADVIS SMALL CAP CL	12/02/2011	03/20/2014	80,306.00	60,815.00			19,491 00
366.84 HARBOR FD CAP APPRE	05/09/2012	07/11/2014	21,699.00	15,422.00			6,277.00
310. MFC ISHARES IBOXX $ H CORPORATEBOND ETF	09/25/2012	08/05/2014	28,699 00	28,507.00			192.00
35 NOBLE ENERGY INC COM	03/29/2012	07/08/2014	2,637.00	1,705.00			932 00
761.43 MFB NORTHN FDS SELE	08/30/2011	12/04/2013	23,711.00	16,363.00			7,348 00
3079.88 MFB NORTHN FDS SEL	08/30/2011	05/28/2014	98,279.00	66,187.00			32,092.00
.5 NOW INC COM	03/29/2012	06/02/2014	17.00	15.00			2.00
12. NOW INC COM	03/29/2012	06/20/2014	406.00	367.00			39.00
60. ST JUDE MEDICAL INC	01/22/2013	03/05/2014	4,082.00	2,371 00			1,711.00
30. SCHLUMBERGER LTD ISIN 6	03/29/2012	07/10/2014	3,465.00	2,062 00			1,403.00
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, **line 8b** (if **Box D** above is checked), **line 9** (if **Box E** above is checked), or **line 10** (if **Box F** above is checked) ▶							

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

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

Name(s) shown on return (Name and SSN or taxpayer identification no not required if shown on other side)	**Social security number or taxpayer identification number**
NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS	26-1555396

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

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

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

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

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

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

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

1 (a) Description of property (Example 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo , day, yr)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis See the **Note** below and see *Column (e)* in the separate instructions	**Adjustment, if any, to gain or loss.** If you enter an amount in column (g), enter a code in column (f). **See the separate instructions.** (f) Code(s) from instructions	 (g) Amount of adjustment	(h) **Gain or (loss)** Subtract column (e) from column (d) and combine the result with column (g)
50. US BANCORP DEL NEW	03/29/2012	07/08/2014	2,167.00	1,571.00			596.00
45. V F CORP	01/22/2013	07/08/2014	2,822.00	1,674.00			1,148.00
41. V F CORP	01/22/2013	08/27/2014	2,628.00	1,525.00			1,103 00
4. V F CORP	01/22/2013	08/28/2014	255 00	149.00			106.00
30. V F CORP	01/22/2013	08/28/2014	1,914.00	1,116.00			798.00
2335. MFC VANGUARD INTL EQ FDS VANGUARD FTSE ALL W	08/30/2011	03/21/2014	115,056.00	101,783.00			13,273.00
85. COVIDIEN PLC USD0.20(P CONSLDTN)	05/07/2012	03/26/2014	6,007.00	4,200.00			1,807 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) ▶			419,692.	327,764.			91,928

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

Form **8949** (2013)

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
AMERICAN EXPRESS CO CUSIP 025816109							
80 000	92 42	0 00	7,393 60	4,811 20	2,582 40	0 00	2,582 40
APACHE CORP COM CUSIP 037411105 APA							
50 000	64 09	0 00	3,204 50	4,126 00	-921 50	0 00	-921 50
APPLE INC COM STK CUSIP 037833100							
140 000	118 93	0 00	16,650 20	11,230 60	5,419 60	0 00	5,419 60
BAXTER INTL INC COM CUSIP 071813109							
60 000	73 00	0 00	4,380 00	4,215 35	164 65	0 00	164 65
C R BARD CUSIP 067383109							
25 000	167 35	0 00	4,183 75	2,474 25	1,709 50	0 00	1,709 50
CATERPILLAR INC COM CUSIP 149123101 CAT							
45 000	100 60	0 00	4,527 00	3,798 19	728 81	0 00	728 81
CHEVRON CORP COM CUSIP 166764100 CVX							
60 000	108 87	64 20	6,532 20	6,350 40	181 80	0 00	181 80
CISCO SYSTEMS INC CUSIP 17275R102 CSCO							
225 000	27 64	0 00	6,219 00	4,801 50	1,417 50	0 00	1,417 50
CITRIX SYS INC COM CUSIP 177376100							
45 000	66 31	0 00	2,983 95	3,528 90	-544 95	0 00	-544 95

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
COCA COLA CO COM CUSIP 191216100							
65 000	44 83	19 82	2,913 95	2,494 05	419 90	0 00	419 90
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
30 000	142 12	0 00	4,263 60	2,438 70	1,824 90	0 00	1,824 90
CUMMINS INC CUSIP 231021106							
25 000	145 62	19 50	3,640 50	3,283 44	357 06	0 00	357 06
DANAHER CORP COM CUSIP 235851102							
115 000	83 56	0 00	9,609 40	7,015 00	2,594 40	0 00	2,594 40
DICKS SPORTING GOODS INC OC-COM CUSIP 253393102							
60 000	50 61	0 00	3,036 60	2,796 82	239 78	0 00	239 78
EATON CORP PLC COM USD0 50 CUSIP G29183103							
55 000	67 83	0 00	3,730 65	2,806 58	924 07	0 00	924 07
EMC CORP COM CUSIP 268648102 EMC							
170 000	30 35	0 00	5,159 50	4,125 85	1,033 65	0 00	1,033 65
EMERSON ELECTRIC CO COM CUSIP 291011104							
55 000	63 75	25 85	3,506 25	3,057 12	449 13	0 00	449 13
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108							
45 000	83 15	0 00	3,741 75	2,675 36	1,066 39	0 00	1,066 39

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Common stock							
United States - USD							
EXXON MOBIL CORP COM CUSIP 30231G102 XOM 70 000	90 54	48 30	6,337 80	6,365 10	-27 30	0 00	-27 30
FRKLN RES INC COM CUSIP 354613101 90 000	56 86	0 00	5,117 40	3,680 10	1,437 30	0 00	1,437 30
GENERAL ELECTRIC CO CUSIP 369604103 GE 185 000	26 49	0 00	4,900 65	3,555 70	1,344 95	0 00	1,344 95
GILEAD SCIENCES INC CUSIP 375558103 GILD 45 000	100 32	0 00	4,514 40	3,316 09	1,198 31	0 00	1,198 31
GOOGLE INC CL A CL A CUSIP 38259P508 GOOG 10 000	549 08	0 00	5,490 80	2,932 73	2,558 07	0 00	2,558 07
GOOGLE INC CL C COM USD0 001 CL'C' CUSIP 38259P706 10 000	541 83	0 00	5,418 30	2,923 37	2,494 93	0 00	2,494 93
INTEL CORP COM CUSIP 458140100 INTC 110 000	37 25	24 75	4,097 50	2,601 50	1,496 00	0 00	1,496 00
INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101 IBM 25 000	162 17	27 50	4,054 25	4,550 25	-496 00	0 00	-496 00
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM 145 000	60 16	0 00	8,723 20	6,018 95	2,704 25	0 00	2,704 25

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Asset Detail - Base Currency

Equity Securities

Common stock

United States - USD

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
MERCK & CO INC NEW COM CUSIP 58933Y105							
110 000	60 40	0 00	6,644 00	5,214 34	1,429 66	0 00	1,429 66
METLIFE INC COM STK USD0 01 CUSIP 59156R108							
130 000	55 61	45 50	7,229 30	5,809 31	1,419 99	0 00	1,419 99
MONDELEZ INTL INC COM CUSIP 609207105							
105 000	39 20	0 00	4,116 00	4,014 11	101 89	0 00	101 89
MONSANTO CO NEW COM CUSIP 61166W101							
35 000	119 91	0 00	4,196 85	3,392 82	804 03	0 00	804 03
NATIONAL OILWELL VARCO COM STK CUSIP 637071101 NOV							
50 000	67 04	0 00	3,352 00	3,516 98	-164 98	0 00	-164 98
NIKE INC CL B CUSIP 654106103							
80 000	99 29	0 00	7,943 20	3,799 20	4,144 00	0 00	4,144 00
NOBLE CORP PLC COMMON STOCK CUSIP G65431101							
100 000	17 99	0 00	1,799 00	2,835 29	-1,036 29	0 00	-1,036 29
NORFOLK SOUTHN CORP COM CUSIP 655844108 NSC							
65 000	111 64	37 05	7,256 60	4,342 70	2,913 90	0 00	2,913 90
NUCOR CORP COM CUSIP 670346105							
115 000	53 63	0 00	6,167 45	4,340 10	1,827 35	0 00	1,827 35

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
ORACLE CORP COM CUSIP 68389X105 ORCL							
130 000	42 41	0 00	5,513 30	3,798 60	1,714 70	0 00	1,714 70
PFIZER INC COM CUSIP 717081103							
250 000	31 15	65 00	7,787 50	7,157 49	630 01	0 00	630 01
PROCTER & GAMBLE COM NPV CUSIP 742718109							
90 000	90 43	0 00	8,138 70	5,827 50	2,311 20	0 00	2,311 20
QUALCOMM INC COM CUSIP 747525103 QCOM							
85 000	72 90	35 70	6,196 50	5,486 84	709 66	0 00	709 66
SCHLUMBERGER LTD COM COM CUSIP 806857108 SLB							
35 000	85 95	0 00	3,008 25	2,405 55	602 70	0 00	602 70
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
30 000	110 08	17 70	3,302 40	2,370 90	931 50	0 00	931 50
US BANCORP CUSIP 902973304 USB							
90 000	44 20	0 00	3,978 00	2,828 46	1,149 54	0 00	1,149 54
WALT DISNEY CO CUSIP 254687106 DIS							
70 000	92 51	0 00	6,475 70	3,056 20	3,419 50	0 00	3,419 50
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
125 000	54 48	43 75	6,810 00	4,226 25	2,583 75	0 00	2,583 75

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
United States - USD							
WHOLE FOODS MKT INC COM CUSIP 966837106							
100 000	49 03	0 00	4,903 00	3,819 96	1,083 04	0 00	1,083 04
Total USD		474 62	249,148 45	190,215 70	58,932 75	0 00	58,932 75
Total United States		474 62	249,148 45	190,215 70	58,932 75	0 00	58,932 75
Total Common Stock **3,835.000**		**474.62**	**249,148.45**	**190,215.70**	**58,932.75**	**0.00**	**58,932.75**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD CUSIP 665162483							
2,985 600	19 37	0 00	57,831 07	61,947 32	-4,116 25	0 00	-4,116 25
MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858 VWO							
1,050 000	42 17	0 00	44,278 50	44,914 70	-636 20	0 00	-636 20
MFO DFA EMERGING MARKETS VALUE CUSIP 233203587							
768 380	27 35	0 00	21,015 19	22,990 00	-1,974 81	0 00	-1,974 81
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT CUSIP 233203421							
2,588 850	19 87	0 00	51,440 45	50,974 46	465 99	0 00	465 99
Total USD		0 00	174,565 21	180,826 48	-6,261 27	0 00	-6,261 27
Total Emerging Markets Region		0 00	174,565 21	180,826 48	-6,261 27	0 00	-6,261 27
International Region - USD							

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Equity funds							
International Region - USD							
MFC FLEXSHARES TR INTL QUALITY DIVIDEND DYNAMIC INDEX FD CUSIP 33939L829							
5,920 000	26 75	0 00	158,360 00	165,110 24	-6,750 24	0 00	-6,750 24
MFC FLEXSHARES TR INTL QUALITY DIVIDEND INDEX FD CUSIP 33939L837							
5,090 000	26 3159	0 00	133,947 93	144,865 70	-10,917 77	0 00	-10,917 77
MFC SPDR INDEX SHS FDS DOW JONES INTL REAL ESTATE ETF CUSIP 78463X863							
540 000	42 96	0 00	23,198 40	21,847 54	1,350 86	0 00	1,350 86
MFO DFA INVT DIMENSIONS GROUP INC INTL SMALL CAP VALUE PORTFOLIO CUSIP 233203736							
6,399 240	19 41	0 00	124,209 24	134,000 00	-9,790 76	0 00	-9,790 76
MFO DIMENSIONAL FD ADVISORS INTL VALUE PORTFOLIO CUSIP 25434D203							
9,642 470	18 48	0 00	178,192 84	180,991 00	-2,798 16	0 00	-2,798 16
MFO RS INVT TR GLOBAL NATURAL RES FD CL Y CUSIP 74972H648							
1,744 910	29 51	0 00	51,492 29	65,186 00	-13,693 71	0 00	-13,693 71
Total USD		0 00	669,400 70	712,000 48	-42,599 78	0 00	-42,599 78
Total International Region		0 00	669,400 70	712,000 48	-42,599 78	0 00	-42,599 78
United States - USD							
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
2,503 320	21 78	0 00	54,522 31	38,501 04	16,021 27	0 00	16,021 27
MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRUCTURE FUND CUSIP 665162384							
4,065 370	13 14	0 00	53,418 96	47,436 00	5,982 96	0 00	5,982 96

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Equity funds							
United States - USD							
MFB NORTHN MID CAP INDEX FD CUSIP 665130100							
3,228 380	18 36	0 00	59,273 05	42,550 00	16,723 05	0 00	16,723 05
MFC BARCLAYS BK PLC BARCLAYS ETN+ SELECTMLP ETNS CUSIP 06742C723							
1,860 000	31 04	0 00	57,734 40	57,492 23	242 17	0 00	242 17
MFC ISHARES TR RUSSELL MID-CAP ETF CUSIP 464287499							
175 000	167 52	0 00	29,316 00	27,412 79	1,903 21	0 00	1,903 21
MFC SELECT SECTOR SPDR TR CNSMR DISCRETIONARY COM CUSIP 81369Y407							
60 000	71 81	0 00	4,308 60	3,920 39	388 21	0 00	388 21
MFC SELECT SECTOR SPDR TR FINANCIAL CUSIP 81369Y605							
175 000	24 40	0 00	4,270 00	3,774 75	495 25	0 00	495 25
MFO DFA INVT DIMENSIONS GROUP INC U S CORE EQUITY 1 PORT CUSIP 233203413							
9,045 130	18 08	0 00	163,535 95	152,093 00	11,442 95	0 00	11,442 95
MFO DFA US L/C VALUE PORTFOLIO CUSIP 233203827							
5,307 860	34 14	0 00	181,210 34	100,000 00	81,210 34	0 00	81,210 34
MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843 DFA_C							
1,601 660	31 49	0 00	50,436 27	47,400 00	3,036 27	0 00	3,036 27
MFO NUVEEN PREFERRED SECURIT-I CUSIP 670700400							
5,289 540	17 41	431 09	92,090 89	91,562 00	528 89	0 00	528 89

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Equity funds							
United States - USD							
SPDR S&P 500 ETF TRUST CUSIP 78462F103							
725 000	207 20	0 00	150,220 00	132,645 30	17,574 70	0 00	17,574 70
Total USD		431 09	900,336 77	744,787 50	155,549 27	0 00	155,549 27
Total United States		431 09	900,336 77	744,787 50	155,549 27	0 00	155,549 27
Total Equity Funds **70,765.710**		**431.09**	**1,744,302.68**	**1,637,614.46**	**106,688 22**	**0 00**	**106,688.22**
Total Equity Securities **74,600.710**		**905.71**	**1,993,451.13**	**1,827,830.16**	**165,620.97**	**0.00**	**165,620.97**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
14,392 240 Issue Date 25 Aug 08	10 43	0 00	150,111 06	147,858 16	2,252 90	0 00	2,252 90
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442							
7,208 870	10 44	0 00	75,260 60	78,858 31	-3,597 71	0 00	-3,597 71
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
14,940 860 Issue Date 25 Aug 08	7 38	0 00	110,263 54	108,261 00	2,002 54	0 00	2,002 54

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Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Fixed Income Securities							
Corporate/government							
Total USD		0 00	335,635 20	334,977 47	657 73	0 00	657 73
Total United States		0 00	335,635 20	334,977 47	657 73	0 00	657 73
Total Corporate/Government **36,541.970**		**0.00**	**335,635.20**	**334,977.47**	**657.73**	**0.00**	**657.73**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
1,320 000 Issue Date 07 Dec 12	24 9036	0 00	32,872 75	34,476 00	-1,603 25	0 00	-1,603 25
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
1,340 000 Issue Date 07 Dec 12	24 70	0 00	33,098 00	34,018 26	-920 26	0 00	-920 26
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
1,945 000 Issue Date 05 Dec 08	105 48	0 00	205,158 60	204,099 65	1,058 95	0 00	1,058 95
MFC ISHARES IBOXX $ HIGH YIELD CORPORATEBOND ETF CUSIP 464288513							
620 000 Issue Date 07 Nov 08	91 13	0 00	56,500 60	55,750 40	750 20	0 00	750 20
Total USD		0 00	327,629 95	328,344 31	-714 36	0 00	-714 36
Total United States		0 00	327,629 95	328,344 31	-714 36	0 00	-714 36
Total Other Bonds **5,225.000**		**0.00**	**327,629.95**	**328,344.31**	**-714.36**	**0.00**	**-714.36**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Total
Total Fixed Income Securities							
41,766.970		**0.00**	**663,265.15**	**663,321 78**	**-56 63**	**0.00**	**-56.63**
Real Estate							
Real estate funds							
United States - USD							
MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE SECS PORT CUSIP 233203348							
4,454 990	5 65	0 00	25,170 69	23,790 13	1,380 56	0 00	1,380 56
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO CUSIP 233203835							
1,505 230	32 91	0 00	49,537 11	36,140 63	13,396 48	0 00	13,396 48
Total USD		0 00	74,707 80	59,930 76	14,777 04	0 00	14,777 04
Total United States		0 00	74,707 80	59,930 76	14,777 04	0 00	14,777 04
Total Real Estate Funds							
5,960.220		**0.00**	**74,707.80**	**59,930.76**	**14,777.04**	**0.00**	**14,777.04**
Total Real Estate							
5,960.220		**0.00**	**74,707.80**	**59,930.76**	**14,777.04**	**0.00**	**14,777.04**
Commodities							
Commodities							
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
8,239 250	4 96	0 00	40,866 68	59,271 28	-18,404 60	0 00	-18,404 60
Total USD		0 00	40,866 68	59,271 28	-18,404 60	0 00	-18,404 60
Total United States		0 00	40,866 68	59,271 28	-18,404 60	0 00	-18,404 60

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Commodities							
Total Commodities							
8,239.250		**0.00**	**40,866.68**	**59,271.28**	**-18,404.60**	**0.00**	**-18,404.60**
Total Commodities							
8,239.250		**0 00**	**40,866.68**	**59,271.28**	**-18,404.60**	**0.00**	**-18,404.60**
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 30	31,998 95	31,998 95	0 00	0 00	0 00
Total short term - all currencies		0 30	31,998 95	31,998 95	0 00	0 00	0 00
Total short term - all countries		0 30	31,998 95	31,998 95	0 00	0 00	0 00
Total Short Term							
31,998.950		**0.30**	**31,998.95**	**31,998.95**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments							
31,998.950		**0.30**	**31,998.95**	**31,998.95**	**0.00**	**0.00**	**0.00**
Total							
162,566.100		**906.01**	**2,804,289.71**	**2,642,352.93**	**161,936.78**	**0.00**	**161,936.78**