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
2014
Open to Public Inspection

For calendar year 2014 or tax year beginning 12/01 , 2014, and ending 11/30, 2015

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 ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 2,751,028.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	200,000.			
	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	71,772.	71,772.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,897.			
	b Gross sales price for all assets on line 6a 498,727.				
	7 Capital gain net income (from Part IV, line 2)				
	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	268,875.	71,772.		
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	2,500.	1,250.	NONE	1,250.
	c Other professional fees (attach schedule) STMT 3	14,150.	14,150.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 4	3,062.	648.		
	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	199.			199.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,911.	16,048.	NONE	1,449.
	25 Contributions, gifts, grants paid	138,600.			138,600.
	26 **Total expenses and disbursements** Add lines 24 and 25	158,511.	16,048.	NONE	140,049.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	110,364.			
	b **Net investment income** (if negative, enter -0-)		55,724.		
	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	40,984.	115,769.	115,769.
	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			
	10a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 6	1,827,830.	1,748,881.	1,785,216.
	c	Investments - corporate bonds (attach schedule) STMT 7	663,322.	743,420.	715,038.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	59,931.	97,812.	107,527.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ SEE ATTACHMENTS)	59,271.	59,271.	27,478.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,651,338.	2,765,153.	2,751,028.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	3,000.	5,000.	
	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.	5,000.	
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, ▶ X **check here and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2,648,338.	2,760,153.	
	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)	2,648,338.	2,760,153.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,651,338.	2,765,153.	

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	2,648,338.
2	Enter amount from Part I, line 27a	2	110,364.
3	Other increases not included in line 2 (itemize) ▶ TAX COST ETC ADJ	3	1,451.
4	Add lines 1, 2, and 3	4	2,760,153.
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	2,760,153.

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	498,727.		501,624.	-2,897.
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				-2,897.
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 -2,897.

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))
2013	111,484.	2,807,215.	0.039713
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

2	**Total** of line 1, column (d)	2	0.199957
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	0.039991
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	2,862,396.
5	Multiply line 4 by line 3	5	114,470.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	557.
7	Add lines 5 and 6	7	115,027.
8	Enter qualifying distributions from Part XII, line 4	8	140,049.

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 ▶ [X] and enter 1% of Part I, line 27b		1	557.
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	557.
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	557.
6	Credits/Payments:			
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a 1,712.		
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	1,712.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	1,155.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶ 1,155. **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 2014 or the taxable year beginning in 2014 (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)*

			Yes	No
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			
16	At any time during calendar year 2014, 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 FinCEN Form 114, (formerly 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 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 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 2014.)*	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 2014?	4b		X

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

		Yes	No
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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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	2,905,986.
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	2,905,986.
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	2,905,986.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,590.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,862,396.
6	**Minimum investment return.** Enter 5% of line 5	6	143,120.

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	143,120.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 557.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	557.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	142,563.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	142,563.
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	142,563.

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	140,049.
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	140,049.
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	557.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	139,492.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				142,563.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			137,435.	
b Total for prior years. 20 12 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 . . . NONE				
b From 2010 . . . NONE				
c From 2011 . . . NONE				
d From 2012 . . . NONE				
e From 2013 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 140,049.				
a Applied to 2013, but not more than line 2a			137,435.	
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 2014 distributable amount				2,614.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (*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 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				139,949.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2010 . . . NONE				
b Excess from 2011 . . . NONE				
c Excess from 2012 . . . NONE				
d Excess from 2013 . . . NONE				
e Excess from 2014 . . . 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 2014, 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) 2014	**(b)** 2013	**(c)** 2012	**(d)** 2011	**(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 ▶ [X] 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 STATEMENT 15				138,600.
Total . . . . . . ▶ **3a**				138,600.
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	71,772.	
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	-2,897.	
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)				68,875.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 68,875.

(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] 5/6/2016 ▶ President

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
NATALIA TCHERE	Natalia Tch	01/05/16		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

2014

Name of the organization	Employer identification number
NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS	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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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	Employer identification number
NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS	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	$ 200,000.	Person [X] Payroll [X] 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.)

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		71,772.	71,772.
	TOTAL	71,772.	71,772.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION	2,500.	1,250.		1,250.
TOTALS	2,500.	1,250.	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY	14,150.	14,150.
TOTALS	14,150.	14,150.

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAX EXCISE		702.	
ESTIMATED TAX		1,712.	
FOREIGN TAX		648.	648.
	TOTALS	3,062.	648.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
CT CORPORATION EXPENSES	179.	179.
SERVICE CHARGES ON THE CHECKIN	20.	20.
TOTALS	199.	199.

NEALE FAMILY FOUNDATION NORTHERN TRUST, NA AS 26-1555396

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	1,748,881.	1,785,216.
TOTALS	1,748,881.	1,785,216.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		743,420.	715,038.
	TOTALS	743,420.	715,038.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	97,812.	107,527.
TOTALS		97,812.	107,527.

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:
TREASURER

OFFICER NAME:
DAVID NEALE
ADDRESS:
8 STONE MASON CT.
SIMPSONVILLE, SC 29681
TITLE:
VICE PRESIDENT

OFFICER NAME:
KATHIE MOLE
ADDRESS:
214 AVENDALE
LONG BEACH, IN 46360
TITLE:
DIRECTOR

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

OFFICER NAME:
JULIE TAULMAN
ADDRESS:
332 APPLE DR.
STEAMBOAT SPRING, CO 80487
TITLE:
SECRETARY

OFFICER NAME:
WENDY NEALE
ADDRESS:
8 STONE MASON CT.
SIMPSONVILLE, SC 29681
TITLE:
DIRECTOR

OFFICER NAME:
KEVIN TAULMAN
ADDRESS:
332 APPLE DR.
STEAMBOAT SPRINGS, CO 80487
TITLE:
DIRECTOR

RECIPIENT NAME:
NORTHWEST COLORADO BOYS & GIRLS CLUB
ADDRESS:
P O BOX 776410
STEAMBOAT SPRINGS, CO 80477
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
MAULDEN SCHOOL FAMILY CONNECTION
ADDRESS:
701 E. BUTLER ROAD
MAULDIN, SC 29662
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
STEAMBOAT ADAPTIVE RECREATION SPORTS
JULIE TAUMAN
ADDRESS:
P O BOX 770208
STEAMBOAT SPRINGS, CO 80477
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
ALEX'S LEMONADE STAND
ADDRESS:
333 EAST LANCASTER AVENUE
414 WYNNEWOOD, PA 19096
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
CAMP WAPIYAPI
ADDRESS:
191 UNIVERSITY BOULEVARD
DENVER, CO 80206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 3,600.

RECIPIENT NAME:
ANDERSON AREA YMCA STRONG KIDS
CAMPAIGN
ADDRESS:
201 EAST REED ROAD
ANDERSON, SC 29621
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
MIDDLE TYPER YMCA PARTNERS WITH
YOUTH CAMPAIGN
ADDRESS:
720 SHOALS ROAD
DUNCAN, SC 29330
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MIDDLE TYPER YMCA CAPITAL
IMPROVEMENT CAMPAIGN
ADDRESS:
720 SHOALS ROAD
DUNCAN, SC 29330
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
INTERNATIONAL FRIENDSHIP GARDENS
ADDRESS:
2055 E. U.S. HIGHWAY 12
MICHIGAN CITY, IN 46360
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
STEAMBOAT ADAPTIVE RECREATION SPORTS
ADDRESS:
P O BOX 770208
STEAMBOAT SPRINGS, CO 80477
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
STEAMBOAT SPRINGS WINTER
SPORTS CLUB
ADDRESS:
845 HOWELSEN PARKWAY
STREAMBOAT SPRINGS, CO 80487
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
YAMPA VALLEY MEDICAL CENTER
FOUNDATION
ADDRESS:
1024 CENTER PARK DRIVE
STEAMBOAT SPRINGS, CO 80487
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 12,000.

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

RECIPIENT NAME:
GHSFAMILY YMCA OPEN DOORS
CAMPAIGN
ADDRESS:
550 BROOKWOOD POINTE PLACE
SIMPSONVILLE, SC 29681
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

TOTAL GRANTS PAID: 138,600.

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
Canada - USD							
CENOVUS ENERGY INC COM CUSIP 15135U109 CVE							
175 000	14 80	0 00	2,590 00	3,155 06	-565 06	0 00	-565 06
SUNCOR ENERGY INC NEW COM STK CUSIP 867224107 SU							
100 000	27 60	21 78	2,760 00	3,142 36	-382 36	0 00	-382 36
Total USD		21 78	5,350 00	6,297 42	-947 42	0 00	-947 42
Total Canada		21 78	5,350 00	6,297 42	-947 42	0 00	-947 42
United States - USD							
ALPHABET INC CAP STK CL A CAP STK CL A CUSIP 02079K305 GOOGL							
10 000	762 85	0 00	7,628 50	2,932 73	4,695 77	0 00	4,695 77
ALPHABET INC CAP STK CL C CAP STK CL C CUSIP 02079K107							
10 000	742 60	0 00	7,426 00	2,914 63	4,511 37	0 00	4,511 37
AMERICAN EXPRESS CO CUSIP 025816109							
80 000	71 64	0 00	5,731 20	4,811 20	920 00	0 00	920 00
APACHE CORP COM CUSIP 037411105 APA							
50 000	49 18	0 00	2,459 00	4,126 00	-1,667 00	0 00	-1,667 00
APPLE INC COM STK CUSIP 037833100 AAPL							
125 000	118 30	0 00	14,787 50	10,027 32	4,760 18	0 00	4,760 18
BAXALTA INC COM CUSIP 07177M103							
90 000	34 38	0 00	3,094 20	2,809 25	284 95	0 00	284 95

◆ 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							
BAXTER INTL INC COM CUSIP 071813109							
90 000	37 65	0 00	3,388 50	3,461 40	-72 90	0 00	-72 90
C R BARD CUSIP 067383109							
50 000	186 82	0 00	9,341 00	6,687 25	2,653 75	0 00	2,653 75
CATERPILLAR INC COM CUSIP 149123101 CAT							
45 000	72 65	0 00	3,269 25	3,798 19	-528 94	0 00	-528 94
CHEVRON CORP COM CUSIP 166764100 CVX							
60 000	91 32	64 20	5,479 20	6,350 40	-871 20	0 00	-871 20
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
30 000	161 42	0 00	4,842 60	2,438 70	2,403 90	0 00	2,403 90
CVS HEALTH CORP COM CUSIP 126650100 CVS							
50 000	94 09	0 00	4,704 50	5,164 00	-459 50	0 00	-459 50
DANAHER CORP COM CUSIP 235851102							
115 000	96 39	0 00	11,084 85	7,015 00	4,069 85	0 00	4,069 85
DICKS SPORTING GOODS INC OC-COM CUSIP 253393102							
60 000	39 03	0 00	2,341 80	2,796 82	-455 02	0 00	-455 02
EATON CORP PLC COM USD0 50 CUSIP G29183103							
55 000	58 16	0 00	3,198 80	2,698 78	500 02	0 00	500 02

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
EMC CORP COM CUSIP 268648102 EMC 170 000	25 34	0 00	4,307 80	4,125 85	181 95	0 00	181 95
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108 75 000	85 48	0 00	6,411 00	5,216 46	1,194 54	0 00	1,194 54
EXXON MOBIL CORP COM CUSIP 30231G102 XOM 70 000	81 66	51 10	5,716 20	6,365 10	-648 90	0 00	-648 90
GENERAL ELECTRIC CO CUSIP 369604103 GE 185 000	29 94	0 00	5,538 90	3,555 70	1,983 20	0 00	1,983 20
GILEAD SCIENCES INC CUSIP 375558103 GILD 45 000	105 96	0 00	4,768 20	3,316 09	1,452 11	0 00	1,452 11
INTEL CORP COM CUSIP 458140100 INTC 0 000	34 77	26 40	0 00	0 00	0 00	0 00	0 00
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM 145 000	66 68	0 00	9,668 60	6,018 95	3,649 65	0 00	3,649 65
MERCK & CO INC NEW COM CUSIP 58933Y105 110 000	53 01	0 00	5,831 10	5,214 34	616 76	0 00	616 76
METLIFE INC COM STK USD0 01 CUSIP 59156R108 85 000	51 09	31 87	4,342 65	3,445 39	897 26	0 00	897 26

◆ 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							
MONDELEZ INTL INC COM CUSIP 609207105							
105 000	43 66	0 00	4,584 30	4,014 11	570 19	0 00	570 19
MONSANTO CO NEW COM CUSIP 61166W101							
35 000	95 16	0 00	3,330 60	3,392 82	-62 22	0 00	-62 22
NATIONAL OILWELL VARCO COM STK CUSIP 637071101 NOV							
50 000	37 34	0 00	1,867 00	3,516 98	-1,649 98	0 00	-1,649 98
NIKE INC CL B CUSIP 654106103							
80 000	132 28	0 00	10,582 40	3,799 20	6,783 20	0 00	6,783 20
NOBLE CORP PLC COMMON STOCK CUSIP G65431101							
100 000	13 27	0 00	1,327 00	2,835 29	-1,508 29	0 00	-1,508 29
NUCOR CORP COM CUSIP 670346105							
115 000	41 45	0 00	4,766 75	4,340 10	426 65	0 00	426 65
ORACLE CORP COM CUSIP 68389X105 ORCL							
100 000	38 97	0 00	3,897 00	2,922 00	975 00	0 00	975 00
PROCTER & GAMBLE COM NPV CUSIP 742718109							
90 000	74 84	0 00	6,735 60	5,827 50	908 10	0 00	908 10
QUALCOMM INC COM CUSIP 747525103 QCOM							
85 000	48 79	40 80	4,147 15	5,486 84	-1,339 69	0 00	-1,339 69

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							
SCHLUMBERGER LTD COM COM CUSIP 806857108 SLB							
35 000	77 15	17 50	2,700 25	2,405 55	294 70	0 00	294 70
WALT DISNEY CO CUSIP 254687106 DIS							
70 000	113 47	0 00	7,942 90	3,056 20	4,886 70	0 00	4,886 70
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
125 000	55 10	46 87	6,887 50	4,226 25	2,661 25	0 00	2,661 25
ZIMMER BIOMET HLDGS INC COM CUSIP 98956P102 ZMH							
40 000	101 01	0 00	4,040 40	4,644 80	-604 40	0 00	-604 40
Total USD		278 74	198,170 20	155,757 19	42,413 01	0 00	42,413 01
Total United States		278 74	198,170 20	155,757 19	42,413 01	0 00	42,413 01
Total Common Stock **3,110.000**		**300.52**	**203,520.20**	**162,054.61**	**41,465.59**	**0.00**	**41,465.59**
Equity funds							
Emerging Markets Region - USD							
MFC VANGUARD FTSE EMERGING MKTS ETF CUSIP 922042858 VWO							
1,640 000	34 04	0 00	55,825 60	69,045 70	-13,220 10	0 00	-13,220 10
MFO DFA EMERGING MARKETS VALUE CUSIP 233203587							
1,133 470	21 35	0 00	24,199 58	32,413 00	-8,213 42	0 00	-8,213 42

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Equity funds							
Emerging Markets Region - USD							
MFO DFA INVT DIMENSIONS GROUP INC EMERGING MKTS CORE EQUITY PORT CUSIP 233203421							
3,655 590	16 27	0 00	59,476 44	71,594 46	-12,118 02	0 00	-12,118 02
Total USD		0 00	139,501 62	173,053 16	-33,551 54	0 00	-33,551 54
Total Emerging Markets Region		0 00	139,501 62	173,053 16	-33,551 54	0 00	-33,551 54
International Region - USD							
MFC FLEXSHARES TR INTL QUALITY DIVIDEND DYNAMIC INDEX FD CUSIP 33939L829							
3,480 000	23 27	0 00	80,979 60	97,860 63	-16,881 03	0 00	-16,881 03
MFC SPDR INDEX SHS FDS DOW JONES INTL REAL ESTATE ETF CUSIP 78463X863							
540 000	40 07	0 00	21,637 80	21,847 54	-209 74	0 00	-209 74
MFO CAUSEWAY CAP MGMT TR INTL VALUE FD INSTL CL CUSIP 14949P208							
5,714 290	14 60	0 00	83,428 63	90,000 00	-6,571 37	0 00	-6,571 37
MFO DFA INVT DIMENSIONS GROUP INC INTL SMALL CAP VALUE PORTFOLIO CUSIP 233203736							
6,399 240	19 29	0 00	123,441 34	134,000 00	-10,558 66	0 00	-10,558 66
MFO DIMENSIONAL FD ADVISORS INTL VALUE PORTFOLIO CUSIP 25434D203							
9,642 470	16 70	0 00	161,029 24	180,991 00	-19,961 76	0 00	-19,961 76
MFO HARDING LOEVNER FDS INC INTL EQUITY PORTFOLIO CUSIP 412295107							
4,777 070	17 78	0 00	84,936 30	90,000 00	-5,063 70	0 00	-5,063 70
MFO MFS INSTL INTL EQTY FD CUSIP 552966806							
2,891 010	21 36	0 00	61,751 97	66,075 00	-4,323 03	0 00	-4,323 03

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	 Translation	 Total
Equity Securities							
Equity funds							
International Region - USD							
MFO RS INVT TR GLOBAL NATURAL RES FD CL Y CUSIP 74972H648							
1,744 910	17 18	0 00	29,977 55	65,186 00	-35,208 45	0 00	-35,208 45
Total USD		0 00	647,182 43	745,960 17	-98,777 74	0 00	-98,777 74
Total International Region		0 00	647,182 43	745,960 17	-98,777 74	0 00	-98,777 74
United States - USD							
MFB NORTHERN FDS STK INDEX FD CUSIP 665162772							
334 420	25 66	0 00	8,581 21	8,083 00	498 21	0 00	498 21
MFB NORTHERN FUNDS SMALL CAP CORE FUND CUSIP 665162665							
2,052 470	21 38	0 00	43,881 80	31,566 97	12,314 83	0 00	12,314 83
MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRUCTURE FUND CUSIP 665162384							
2,457 360	11 37	0 00	27,940 18	28,445 42	-505 24	0 00	-505 24
MFB NORTHN MID CAP INDEX FD CUSIP 665130100							
3,228 380	17 85	0 00	57,626 58	42,550 00	15,076 58	0 00	15,076 58
MFC BARCLAYS BK PLC BARCLAYS ETN+ SELECTMLP ETNS CUSIP 06742C723							
930 000	19 9001	297 58	18,507 09	28,746 11	-10,239 02	0 00	-10,239 02
MFC SELECT SECTOR SPDR TR CNSMR DISCRETIONARY COM CUSIP 81369Y407							
60 000	80 78	0 00	4,846 80	3,920 39	926 41	0 00	926 41
MFC SELECT SECTOR SPDR TR FINANCIAL CUSIP 81369Y605							
405 000	24 56	0 00	9,946 80	9,333 85	612 95	0 00	612 95

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							
MFO DFA INVT DIMENSIONS GROUP INC U S CORE EQUITY 1 PORT CUSIP 233203413							
9,045 130	18 02	0 00	162,993 24	152,093 00	10,900 24	0 00	10,900 24
MFO DFA US L/C VALUE PORTFOLIO CUSIP 233203827							
5,339 230	33 39	0 00	178,276 89	101,008 33	77,268 56	0 00	77,268 56
MFO DFA US SMALL CAP PORTFOLIO CUSIP 233203843 DFA_C							
1,292 570	31 62	0 00	40,871 06	37,858 45	3,012 61	0 00	3,012 61
MFO NUVEEN PREFERRED SECURIT-I CUSIP 670700400							
5,289 540	17 06	431 09	90,239 55	91,562 00	-1,322 45	0 00	-1,322 45
SPDR S&P 500 ETF TRUST CUSIP 78462F103							
725 000	208 69	0 00	151,300 25	132,645 30	18,654 95	0 00	18,654 95
Total USD		728 67	795,011 45	667,812 82	127,198 63	0 00	127,198 63
Total United States		728 67	795,011 45	667,812 82	127,198 63	0 00	127,198 63
Total Equity Funds **72,777.150**		**728.67**	**1,581,695.50**	**1,586,826.15**	**-5,130.65**	**0.00**	**-5,130.65**
Total Equity Securities **75,887.150**		**1,029.19**	**1,785,215.70**	**1,748,880.76**	**36,334.94**	**0.00**	**36,334.94**

Fixed Income Securities

Corporate/government

United States - USD

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FDS FIXED INCOME FD CUSIP 665162806							
14,392 240	10 19	0 00	146,656 92	147,858 16	-1,201 24	0 00	-1,201 24
Issue Date 25 Aug 08							
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
14,940 860	6 69	0 00	99,954 35	108,261 00	-8,306 65	0 00	-8,306 65
Issue Date 25 Aug 08							
MFO BLACKROCK FDS HIGH YIELD BD PORTFOLIO INSTL CL CUSIP 091929638							
19,923 240	7 41	0 00	147,631 20	159,161 00	-11,529 80	0 00	-11,529 80
Issue Date 02 Sep 08							
Total USD		0 00	394,242 47	415,280 16	-21,037 69	0 00	-21,037 69
Total United States		0 00	394,242 47	415,280 16	-21,037 69	0 00	-21,037 69
Total Corporate/Government **49,256.340**		**0.00**	**394,242.47**	**415,280.16**	**-21,037.69**	**0.00**	**-21,037.69**
Other bonds							
United States - USD							
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L605							
1,320 000	24 53	0 00	32,379 60	34,386 38	-2,006 78	0 00	-2,006 78
Issue Date 07 Dec 12							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD CUSIP 33939L506							
1,340 000	24 33	0 00	32,602 20	33,903 09	-1,300 89	0 00	-1,300 89
Issue Date 07 Dec 12							

◆ 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
Fixed Income Securities							
Other bonds							
United States - USD							
MFC ISHARES 1-3 YEAR CREDIT BOND ETF CUSIP 464288646							
1,945 000	105 05	0 00	204,322 25	204,099 65	222 60	0 00	222 60
Issue Date 05 Dec 08							
MFC ISHARES IBOXX $ HIGH YIELD CORPORATEBOND ETF CUSIP 464288513							
620 000	83 05	0 00	51,491 00	55,750 40	-4,259 40	0 00	-4,259 40
Issue Date 07 Nov 08							
Total USD		0 00	320,795 05	328,139 52	-7,344 47	0 00	-7,344 47
Total United States		0 00	320,795 05	328,139 52	-7,344 47	0 00	-7,344 47
Total Other Bonds							
5,225.000		**0.00**	**320,795.05**	**328,139.52**	**-7,344.47**	**0.00**	**-7,344.47**
Total Fixed Income Securities							
54,481.340		**0.00**	**715,037.52**	**743,419.68**	**-28,382.16**	**0.00**	**-28,382.16**
Real Estate							
Real estate funds							
United States - USD							
MFO DFA INVT DIMENSIONS GROUP INC INTL REAL ESTATE SECS PORT CUSIP 233203348							
10,524 370	5 11	0 00	53,779 53	57,293 13	-3,513 60	0 00	-3,513 60
MFO DFA INVT DIMENSIONS GROUP INC REAL ESTATE SECS PORTFOLIO CUSIP 233203835							
1,635 640	32 86	0 00	53,747 13	40,518 63	13,228 50	0 00	13,228 50

◆ 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
Real Estate							
Real estate funds							
Total USD		0 00	107,526 66	97,811 76	9,714 90	0 00	9,714 90
Total United States		0 00	107,526 66	97,811 76	9,714 90	0 00	9,714 90
Total Real Estate Funds							
12,160 010		**0.00**	**107,526.66**	**97,811.76**	**9,714.90**	**0.00**	**9,714.90**
Total Real Estate							
12,160.010		**0.00**	**107,526.66**	**97,811.76**	**9,714.90**	**0.00**	**9,714.90**
Commodities							
Commodities							
United States - USD							
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667							
4,119 630	6 67	0 00	27,477 93	59,271 28	-31,793 35	0 00	-31,793 35
Total USD		0 00	27,477 93	59,271 28	-31,793 35	0 00	-31,793 35
Total United States		0 00	27,477 93	59,271 28	-31,793 35	0 00	-31,793 35
Total Commodities							
4,119.630		**0 00**	**27,477.93**	**59,271.28**	**-31,793.35**	**0.00**	**-31,793.35**
Total Commodities							
4,119.630		**0.00**	**27,477.93**	**59,271.28**	**-31,793.35**	**0.00**	**-31,793.35**

Cash and Short Term Investments

Short term

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Cash and Short Term Investments							
Short term							
USD - United States dollar							
	1 00	0 67	108,583 05	108,583 05	0 00	0 00	0 00
Total short term - all currencies		0 67	108,583 05	108,583 05	0 00	0 00	0 00
Total short term - all countries		0 67	108,583 05	108,583 05	0 00	0 00	0 00
Total Short Term **108,583.050**		**0.67**	**108,583.05**	**108,583.05**	**0.00**	**0.00**	**0.00**
Total Cash and Short Term Investments **108,583.050**		**0.67**	**108,583.05**	**108,583.05**	**0.00**	**0.00**	**0.00**
Total **255,231.180**		**1,029.86**	**2,743,840.86**	**2,757,966.53**	**-14,125.67**	**0.00**	**-14,125.67**