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

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning , 2016, and ending , 20

Name of foundation		A Employer identification number
D RICHARD MEAD CHARITABLE FOUNDATION		65-6106335
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions)
P O BOX 803878		312-630-6000
City or town state or province country and ZIP or foreign postal code		C If exemption application is pending check here ▶ ☐
CHICAGO, IL 60680		

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 [X] 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) ▶ $ 2,553,088

J Accounting method [X] 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)				
	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	60,225.	60,225.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	59,426.			
	b Gross sales price for all assets on line 6a 439,500.				
	7 Capital gain net income (from Part IV, line 2)		59,426.		
	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	119,651.	119,651.		
Operating and Administrative Expenses	13 Compensation of officers directors trustees etc	9,969.	8,972.		997.
	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)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 3	1,606.	1,210.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel conferences and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	20.	5.		15.
	24 **Total operating and administrative expenses** Add lines 13 through 23	14,095.	11,437.	NONE	2,262.
	25 Contributions gifts grants paid	130,490.			130,490.
	26 **Total expenses and disbursements** Add lines 24 and 25	144,585.	11,437.	NONE	132,752.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-24,934.			
	b **Net investment income** (if negative, enter 0)		108,214.		
	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	-19,545.	53,684.	53,684.
	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 5	1,589,718.	1,491,761.	1,746,112.
	c	Investments - corporate bonds (attach schedule) STMT 6	672,507.	672,507.	660,970.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 7	84,599.	84,236.	92,322.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,327,279.	2,302,188.	2,553,088.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	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)		NONE	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	2,327,279.	2,302,188.	
	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)	2,327,279.	2,302,188.	
	31	Total liabilities and net assets/fund balances (see instructions)	2,327,279.	2,302,188.	

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	2,327,279.
2	Enter amount from Part I, line 27a	2	-24,934.
3	Other increases not included in line 2 (itemize) ▶ CHARITY CONTRIBUTION RECOVERY	3	2,716.
4	Add lines 1, 2, and 3	4	2,305,061.
5	Decreases not included in line 2 (itemize) ▶ COST ADJUSTMENT	5	2,873.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,302,188.

65-6106335

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)
1 a	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	439,500.		380,074.	59,426.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				59,426.
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 59,426.

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))
2015	146,848.	2,664,713.	0.055108
2014	121,276.	2,755,235.	0.044017
2013	93,571.	2,604,870.	0.035922
2012	77,395.	2,467,537.	0.031365
2011	89,497.	2,461,926.	0.036352

2	**Total** of line 1, column (d)	2	0.202764
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	0.040553
4	Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,512,276.
5	Multiply line 4 by line 3	5	101,880.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,082.
7	Add lines 5 and 6	7	102,962.
8	Enter qualifying distributions from Part XII, line 4	8	132,752.

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	1,082.
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	1,082.
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	1,082.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016 — 6a: 1,264.		
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	1,264.
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	182.
11	Enter the amount of line 10 to be **Credited to 2017 estimated tax** ▶ 182. **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) ▶ FL IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	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 2016 or the taxable year beginning in 2016 (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 ▶ PO BOX 803878, CHICAGO, IL ZIP+4 ▶ 60680

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

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

			Yes	No
16	At any time during calendar year 2016, 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 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		X
	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 2016?		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?	☐ 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 2016 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 2016)*		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 2016?		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 [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 4945(d)(4)(A)? (see instructions) . . . . . . [ ] Yes [X] 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 [X] 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 [X] 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 [X] 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
THE NORTHERN TRUST COMPANY P O BOX 803878, CHICAGO, IL 60680	CO-TRUSTEE 40	9,969.	-0-	-0-
D RICHARD MEAD, JR , MIAMI, FLORIDA,	CO-TRUSTEE	-0-	-0-	-0-
MARY CATHERINE HAMIL ., CORAL GABLES, FLORIDA,	CO-TRUSTEE	-0-	-0-	-0-
STANLEY BUDGE MEAD ., MIAMI, FLORIDA,	CO-TRUSTEE	-0-	-0-	-0-

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

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

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

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	2,550,534.
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	2,550,534.
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	2,550,534.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	38,258.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,512,276.
6	**Minimum investment return.** Enter 5% of line 5	6	125,614.

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	125,614.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	1,082.		
b	Income tax for 2016 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,082.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	124,532.
4	Recoveries of amounts treated as qualifying distributions			4	2,716.
5	Add lines 3 and 4			5	127,248.
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	127,248.

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	132,752.
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	132,752.
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	1,082.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	131,670.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				127,248.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			126,324.	
b Total for prior years 20 14 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011 . . . NONE				
b From 2012 . . . NONE				
c From 2013 . . . NONE				
d From 2014 . . . NONE				
e From 2015 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ $ 132,752.				
a Applied to 2015, but not more than line 2a			126,324.	
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 2016 distributable amount				6,428.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2016 *(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 2015 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				120,820.
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 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2012 . . . NONE				
b Excess from 2013 . . . NONE				
c Excess from 2014 . . . NONE				
d Excess from 2015 . . . NONE				
e Excess from 2016 . . . 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 2016, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ [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*				
VARIOUS-SEE ATTACHED	N/A	PUBLIC	GENERAL	130,490.
Total . . . . ▶ **3a**				130,490.
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	60,225.	
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	59,426.	
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)				119,651.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 119,651.

(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] 05/04/2017 VICE PRESIDENT

Signature of officer or trustee | Date | Title

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

THE NORTHERN TRUST COMPAN

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

D RICHARD MEAD CHARITABLE FOUNDATION 65-6106335

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST		60,225.	60,225.
	TOTAL	60,225.	60,225.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXTENSION TAX	200.	
ESTIMATED TAX	196.	
FOREIGN TAX	1,210.	1,210.
TOTALS	1,606.	1,210.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
IL AG FILING FEE	15.		15.
CLASS ACTION CHARGE	5.	5.	
TOTALS	20.	5.	15.

D RICHARD MEAD CHARITABLE FOUNDATION 65-6106335

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		1,491,761.	1,746,112.
	TOTALS	1,491,761.	1,746,112.

D RICHARD MEAD CHARITABLE FOUNDATION 65-6106335

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS		672,507.	660,970.
	TOTALS	672,507.	660,970.

D RICHARD MEAD CHARITABLE FOUNDATION 65-6106335

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHMENTS	C	84,236.	92,322.
TOTALS		84,236.	92,322.

MEAD (EIN: 65-6106335)2016 CHARITY CONTRIBUTION

Charity Recipients		Amount	Address
FELLOWSHIP OF CHRISTIAN ATHLETES	$	(2,500 00)	Virginia Scuderi, Lake County DirectorPO Box 895415Leesburg, FL 34789
VOLUSIA COUNTY 4H ASSOCIATION	$	(1,216 00)	Volusia County • 123 W Indiana Ave , DeLand, FL 32720 •
E 3 FAMILY SOLUTIONS	$	(2,500 00)	PO Box 1497Bushnell, FL 33513
INFORMED FAMILIES	$	(4,716 00)	Attn Jorge Wood2490 Coral WayMiami, FL 33145
LAKE-SUMTER STATE COLLE GE ATHLETIC DEPT	$	(3,000 00)	Attn. Mike MatuliaAthletic Department9501 US Hwy 441Leesburg, Florida 34788
LAKE COUNTY JUNIOR GOLF ASSOCIATION INC	$	(1,000 00)	Mission Inn Resort Golf Shop10400 CR 48Howey-In-The-Hills, FL 34737
NEAT STUFF, INC REPRESENTING PAYMENT FOR KIDS UNIFORMS"	$	(5,000 00)	2624 NW 21st TerraceMiami, FL 33142
THE COMMUNITY FOUNDATION OF THE FLORIDA KEYS	$	(500 00)	300 Southard St # 201, Key West, FL 33040
UNIVERSITY OF MIAMI - WINTER WONDERFUL	$	(3,450 00)	Dooly Memorial Classroom Building, 1314 Miller Dr, Coral Gables, FL 33146
AMERICAN RED CROSS OF GREATER MIAMI AND THE KEYS	$	(5,000 00)	Attn Alfred Sanchez 335 SW 27TH AvenueMiami, FL 33135
BETTER WAY OF MIAMI, INC	$	(2,500 00)	Attn Angela Palme, Chief Financial Officer 800 NW 28th StreetMiami, Florida 33127
BOY SCOUTS TROOP 154	$	(2,500 00)	34305 Oak Ave Leesburg, FL 34788
BOYS & GIRLS CLUB OF MIAMI	$	(2,500 00)	Attn Mr Arthur Hernandez 2805 SW 32 Avenue Miami, FL 33133
CAMILLUS HOUSE	$	(2,500 00)	Attn Andria HanleyVice President of Development336 Northwest 5th StreetMiami, Florida 33128
CHANNEL 2 WPBT	$	(2,000 00)	14901 NE 20th AvenueMiami, Florida 33181
CHILDREN'S HOME SOCIETY OF FL	$	(2,000 00)	800 NW 15th Street Miami, FL 3313
BAND OF GOLD PARENT Association , Inc	$	(5,000 00)	8865 SW 16th St | Miami, FL 33165
CHAPMAN PARTNERSHIP	$	(5,000 00)	1550 N Miami AvenueMiami, FL 33136-2015 USA
FIRST UNITED METHODIST CHURCH	$	(5,000 00)	Rev Thom Shafer536 Coral Way,Coral Gables, FL 33134
FLORIDA HOSPITAL FOUNDATION	$	(5,000.00)	David S CollisFH Foundation 550 East Rollins St, 6th FloorOrlando, FL 32803
HIGHLANDS-CASHIERS HOSPITAL FOUNDATION	$	(5,000 00)	Attn Mrs Robin Tindall TaylorPO Box 742Highlands, NC 28741
HUMANE SOCIETY OF BROWARD COUNTY	$	(2,000 00)	2070 Griffin RoadFort Lauderdale, FL 33312
LAKES CARES, INC	$	(2,500 00)	Attn· Irene O'Malley2001 West Old Highway 441, Suite #1Mount Dora, Florida 32757
LESSBURG REGIONAL MEDICAL CENTER FOUNDATION	$	(5,000 00)	701 N Palmetto St, Leesburg, FL 34748
LIGHTHOUSE FOR THE BLIND	$	(2,500.00)	Attn Brenda Williamson 601 SW 8th AvenueMiami, FL 33130
LOWES BEAUX ARTS FESTIVAL OF ART	$	(2,500 00)	1301 Stanford DriveCoral Gables, FL 33124
MADD (MOTHERS AGAINST DRUNK DRIVING)	$	(2,500 00)	1655 Commerce Parkway #302Weston, FL 33326
MAKE A WISH FOUNDATION SOUTHERN FLORIDA	$	(5,000 00)	4491 S State Road 7, Suite 201Ft Lauderdale, FL 3331
MIAMI RESCUE MISSION	$	(2,500 00)	2020 NW 1st Ave, Miami, FL 33127
MIRACLE LEAGUE FUNDRAISING	$	(5,000 00)	C/O The Education Foundation of Lake County10148 Bunker Rd
MS PORTER FARMINGTON SCHOOL	$	(5,000 00)	60 Main StFarmington, CT 06032 2232
NORTH BOULDER LITTLE LEAGUE	$	(1,000 00)	955 Laramie Blvd #CBoulder, CO 80304
ROXY THEATER	$	(2,500 00)	8825 SW 19Th StMiami, FL 33165
SALVATION ARMY	$	(2,500 00)	Attn. Ms Joyce Holz, Director of Finance1907 NW 38th Street
SOUTH LAKE ANIMAL LEAGUE (PAWS)	$	(2,500 00)	PO Box 121504 Clermont, FL 34712-1504
BARTON G KIDS HEAR NOW FOUNDATION	$	(2,500 00)	240 NE 72 StreetMiami, FL 33188
HAITI HELP MED PLUS IN MEMORY OF WILLIAM ""BILLY"" DAVID"	$	(1,000 00)	3145 Cecelia Dr Apopka, FL 32703
TAVARES PUBLIC LIBRARY	$	(3,658 00)	314 N New Hampshire AveTavares, FL 32778
TRAGEDY ASSISTANCE PROGRAM FOR SURVIVORS	$	(2,000 00)	1777 F. Street NW, Suite 600Washington, DC 20006
WOUNDED WARRIORS	$	(5,000.00)	1335 Old Dixie Highway, Suite 3Lake Park, FL 33403
VOICES FOR CHILDREN	$	(2,000.00)	1500 NW 12th Avenue, Suite 1117Miami, Florida 33136
CHECK PAYMENT TO UNIVERSITY OF MIAMI - WINTER WONDERFUL	$	(3,450 00)	Dooly Memorial Classroom Building, 1314 Miller Dr, Coral Gables, FL 33146
TOTAL	**$**	**(130,490.00)**	

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Unrealized gain/loss Translation	Unrealized gain/loss Total
Equity Securities							
Common stock							
Netherlands - USD							
NXP SEMICONDUCTORS N V COM STK CUSIP N6596X109							
149 000	98 01	0 00	14,603 49	12,730 02	1,873 47	0 00	1,873 47
Total USD		0 00	14,603 49	12,730 02	1,873 47	0 00	1,873 47
Total Netherlands		0 00	14,603 49	12,730 02	1,873 47	0 00	1,873 47
United Kingdom - USD							
SHIRE PLC ADR CUSIP 82481R106 SHPG							
109 000	170 38	0 00	18,571 42	20,302 17	-1,730 75	0 00	-1,730 75
Total USD		0 00	18,571 42	20,302 17	-1,730 75	0 00	-1,730 75
Total United Kingdom		0 00	18,571 42	20,302 17	-1,730 75	0 00	-1,730 75
United States - USD							
ABBOTT LAB COM CUSIP 002824100 ABT							
266 000	38 41	0 00	10,217 06	10,660 51	-443 45	0 00	-443 45
ACTIVISION BLIZZARD INC COM STK CUSIP 00507V109							
381 000	36 11	0 00	13,757 91	7,616 30	6,141 61	0 00	6,141 61
ALLERGAN PLC COM STK CUSIP G0177J108 AGN							
103 000	210 01	0 00	21,631 03	23,084 59	-1,453 56	0 00	-1,453 56
ALLIANCE DATA SYS CORP COM CUSIP 018581108 ADS							
73 000	228 50	0 00	16,680 50	15,255 79	1,424 71	0 00	1,424 71

◆ 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							
ALLSTATE CORP COM CUSIP 020002101 ALL							
271 000	74 12	89 43	20,086 52	18,253 43	1,833 09	0 00	1,833 09
ALPHABET INC CAP STK CL C CAP STK CL C CUSIP 02079K107							
42 000	771 82	0 00	32,416 44	16,579 67	15,836 77	0 00	15,836 77
ALPHABET INC CL A CAP STK CL A CUSIP 02079K305 GOOGL							
19 000	792 45	0 00	15,056 55	4,589 48	10,467 07	0 00	10,467 07
APPLE INC COM STK CUSIP 037833100 AAPL							
357 000	115 82	0 00	41,347 74	6,946 20	34,401 54	0 00	34,401 54
BAXTER INTL INC COM CUSIP 071813109							
217 000	44 34	28 21	9,621 78	8,046 50	1,575 28	0 00	1,575 28
BIOGEN INC COMMON STOCK CUSIP 09062X103							
70 000	283 58	0 00	19,850 60	21,107 16	-1,256 56	0 00	-1,256 56
C R BARD CUSIP 067383109							
76 000	224 66	0 00	17,074 16	7,711 70	9,362 46	0 00	9,362 46
CELGENE CORP COM CUSIP 151020104 CELG							
157 000	115 75	0 00	18,172 75	16,197 52	1,975 23	0 00	1,975 23
CHEVRON CORP COM CUSIP 166764100 CVX							
118 000	117 70	0 00	13,888 60	7,474 12	6,414 48	0 00	6,414 48

Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Equity Securities							
Common stock							
United States - USD							
CITIGROUP INC COM NEW COM NEW CUSIP 172967424							
370 000	59 43	0 00	21,989 10	18,464 28	3,524 82	0 00	3,524 82
COCA COLA CO COM CUSIP 191216100							
399 000	41 46	0 00	16,542 54	17,551 85	-1,009 31	0 00	-1,009 31
COSTCO WHOLESALE CORP NEW COM CUSIP 22160K105							
63 000	160 11	0 00	10,086 93	2,821 14	7,265 79	0 00	7,265 79
CVS HEALTH CORP COM CUSIP 126650100 CVS							
316 000	78 91	0 00	24,935 56	18,478 88	6,456 68	0 00	6,456 68
DICKS SPORTING GOODS INC OC-COM OC-COM CUSIP 253393102							
360 000	53 10	0 00	19,116 00	16,803 19	2,312 81	0 00	2,312 81
DUKE ENERGY CORP NEW COM NEW COM NEW CUSIP 26441C204							
92 000	77 62	0 00	7,141 04	6,613 91	527 13	0 00	527 13
EOG RESOURCES INC COM CUSIP 26875P101							
148 000	101 10	0 00	14,962 80	11,479 15	3,483 65	0 00	3,483 65
EXPRESS SCRIPTS HLDG CO COM CUSIP 30219G108 ESRX							
228 000	68 79	0 00	15,684 12	12,594 39	3,089 73	0 00	3,089 73
EXXON MOBIL CORP COM CUSIP 30231G102							
305 000	90 26	0 00	27,529 30	23,508 27	4,021 03	0 00	4,021 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							
Common stock							
United States - USD							
FORTIVE CORP COM MON STOCK CUSIP 34959J108							
78 000	53 63	0 00	4,183 14	1,123 78	3,059 36	0 00	3,059 36
GENERAL ELECTRIC CO CUSIP 369604103 GE							
915 000	31 60	219 60	28,914 00	17,178 98	11,735 02	0 00	11,735 02
GILEAD SCIENCES INC CUSIP 375558103 GILD							
186 000	71 61	0 00	13,319 46	12,326 98	992 48	0 00	992 48
GRAINGER W W INC COM CUSIP 384802104 GWW							
39 000	232 25	0 00	9,057 75	8,747 06	310 69	0 00	310 69
HOME DEPOT INC COM CUSIP 437076102 HD							
183 000	134 08	0 00	24,536 64	8,143 39	16,393 25	0 00	16,393 25
INTERCONTINENTAL EXCHANGE INC COM CUSIP 45866F104 ICE							
455 000	56 42	0 00	25,671 10	14,639 77	11,031 33	0 00	11,031 33
JPMORGAN CHASE & CO COM CUSIP 46625H100 JPM							
551 000	86 29	0 00	47,545 79	21,944 76	25,601 03	0 00	25,601 03
KOHLS CORP COM CUSIP 500255104							
394 000	49 38	0 00	19,455 72	20,394 58	-938 86	0 00	-938 86
MASCO CORP COM CUSIP 574599106							
514 000	31 62	0 00	16,252 68	13,999 69	2,252 99	0 00	2,252 99

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							
MC DONALDS CORP COM CUSIP 580135101							
120 000	121 72	0 00	14,606 40	10,304 11	4,302 29	0 00	4,302 29
MONDELEZ INTL INC COM CUSIP 609207105							
456 000	44 33	86 64	20,214 48	15,003 44	5,211 04	0 00	5,211 04
NIKE INC CL B CUSIP 654106103							
424 000	50 83	76 32	21,551 92	13,363 22	8,188 70	0 00	8,188 70
NORFOLK SOUTHN CORP COM CUSIP 655844108 NSC							
120 000	108 07	0 00	12,968 40	8,100 57	4,867 83	0 00	4,867 83
NUCOR CORP COM CUSIP 670346105							
206 000	59 52	77 76	12,261 12	9,100 15	3,160 97	0 00	3,160 97
ORACLE CORP COM CUSIP 68389X105 ORCL							
359 000	38 45	0 00	13,803 55	9,776 61	4,026 94	0 00	4,026 94
PFIZER INC COM CUSIP 717081103							
544 000	32 48	0 00	17,669 12	13,987 23	3,681 89	0 00	3,681 89
PROCTER & GAMBLE COM NPV CUSIP 742718109							
160 000	84 08	0 00	13,452 80	10,313 26	3,139 54	0 00	3,139 54
QUALCOMM INC COM CUSIP 747525103 QCOM							
268 000	65 20	0 00	17,473 60	13,622 98	3,850 62	0 00	3,850 62

◆ 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							
RED HAT INC COM CUSIP 756577102							
215 000	69 70	0 00	14,985 50	14,680 65	304 85	0 00	304 85
SALESFORCE COM INC COM STK CUSIP 79466L302							
262 000	68 46	0 00	17,936 52	15,086 18	2,850 34	0 00	2,850 34
SCHLUMBERGER LTD COM COM CUSIP 806857108 SLB							
224 000	83 95	112 00	18,804 80	20,135 19	-1,330 39	0 00	-1,330 39
SCHWAB CHARLES CORP COM NEW CUSIP 808513105							
334 000	39 47	0 00	13,182 98	8,318 54	4,864 44	0 00	4,864 44
STARBUCKS CORP COM CUSIP 855244109							
326 000	55 52	0 00	18,099 52	7,803 71	10,295 81	0 00	10,295 81
TWENTY-FIRST CENTURY FOX INC CL A CUSIP 90130A101 FOXA							
708 000	28 04	0 00	19,852 32	22,372 39	-2,520 07	0 00	-2,520 07
TWITTER INC COM CUSIP 90184L102							
375 000	16 30	0 00	6,112 50	11,542 45	-5,429 95	0 00	-5,429 95
WALT DISNEY CO CUSIP 254687106 DIS							
200 000	104 22	156 00	20,844 00	4,634 00	16,210 00	0 00	16,210 00
WELLS FARGO & CO NEW COM STK CUSIP 949746101 WFC							
726 000	55 11	0 00	40,009 86	22,227 63	17,782 23	0 00	17,782 23

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							
ZIMMER BIOMET HLDGS INC COM CUSIP 98956P102 ZMH							
175 000	103 20	42 00	18,060 00	18,750 44	-690 44	0 00	-690 44
Total USD		887 96	928,614 70	659,459 77	269,154 93	0 00	269,154 93
Total United States		887 96	928,614 70	659,459 77	269,154 93	0 00	269,154 93
Total Common Stock **14,206.000**		**887.96**	**961,789.61**	**692,491.96**	**269,297.65**	**0.00**	**269,297.65**
Equity funds							
Emerging Markets Region - USD							
MFB NORTHN FUNDS EMERGING MKTS EQTYEQTY INDEX FD CUSIP 665162582							
10,374 480	9 53	0 00	98,868 79	91,528 75	7,340 04	0 00	7,340 04
Total USD		0 00	98,868 79	91,528 75	7,340 04	0 00	7,340 04
Total Emerging Markets Region		0 00	98,868 79	91,528 75	7,340 04	0 00	7,340 04
Global Region - USD							
MFC FLEXSHARES TR MORNINGSTAR GLOBALUPSTREAM NAT RES IND CUSIP 33939L407							
1,920 000	28 66	0 00	55,027 20	60,114 05	-5,086 85	0 00	-5,086 85
Total USD		0 00	55,027 20	60,114 05	-5,086 85	0 00	-5,086 85
Total Global Region		0 00	55,027 20	60,114 05	-5,086 85	0 00	-5,086 85
International Region - USD							
MFB NORTHN INTL EQTY INDEX FD CUSIP 665130209							
27,448 320	10 56	0 00	289,854 26	329,145 00	-39,290 74	0 00	-39,290 74

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							
Total USD		0 00	289,854 26	329,145 00	-39,290 74	0 00	-39,290 74
Total International Region		0 00	289,854 26	329,145 00	-39,290 74	0 00	-39,290 74
United States - USD							
MFB NORTHERN MULTI MANAGER GLOBAL LISTEDINFRASTRUCTURE FUND CUSIP 665162384							
3,939 170	11 81	0 00	46,521 60	51,710 84	-5,189 24	0 00	-5,189 24
MFB NORTHN MID CAP INDEX FD CUSIP 665130100							
528 090	17 89	0 00	9,447 53	9,359 64	87 89	0 00	87 89
MFO DFA INVT DIMENSIONS GROUP INCTAX-MANAGED US 6-10 CUSIP 233203553							
2,608 880	40 88	0 00	106,651 01	95,781 96	10,869 05	0 00	10,869 05
MFO DFA INVT DIMENSIONS GROUP INC U SCORE EQUITY 1 PORT CUSIP 233203413							
8,379 130	19 27	0 00	161,465 84	150,272 79	11,193 05	0 00	11,193 05
Total USD		0 00	324,085 98	307,125 23	16,960 75	0 00	16,960 75
Total United States		0 00	324,085 98	307,125 23	16,960 75	0 00	16,960 75
Total Equity Funds							
55,198.070		**0.00**	**767,836.23**	**787,913.03**	**-20,076.80**	**0.00**	**-20,076.80**
Other equity							
United States - USD							
AMERICAN TOWER CORP CUSIP 03027X100 AMT							
156 000	105 68	90 48	16,486 08	11,356 12	5,129 96	0 00	5,129 96
Total USD		90 48	16,486 08	11,356 12	5,129 96	0 00	5,129 96
Total United States		90 48	16,486 08	11,356 12	5,129 96	0 00	5,129 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	Translation	Total
Equity Securities							
Total Other Equity							
156.000		**90.48**	**16,486.08**	**11,356.12**	**5,129.96**	**0.00**	**5,129.96**
Total Equity Securities							
69,560.070		**978.44**	**1,746,111.92**	**1,491,761.11**	**254,350.81**	**0.00**	**254,350.81**
Fixed Income Securities							
Corporate/government							
United States - USD							
MFB NORTHERN FUNDS FIXED INCOME FD CUSIP 665162806							
25,091 440	10 10	0 00	253,423 54	249,542 86	3,880 68	0 00	3,880 68
Issue Date 25 Aug 08							
MFB NORTHN FDS SHORT BD FD CUSIP 665162368							
6,582 410	18 82	0 00	123,880 96	125,000 00	-1,119 04	0 00	-1,119 04
MFB NORTHN FDS ULTRA SHORT FXD INC FD CUSIP 665162467							
4,924 150	10 18	0 00	50,127 85	50,127 72	0 13	0 00	0 13
MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699							
34,394 460	6 79	0 00	233,538 38	247,836 58	-14,298 20	0 00	-14,298 20
Issue Date 25 Aug 08							
Total USD		0 00	660,970 73	672,507 16	-11,536 43	0 00	-11,536 43
Total United States		0 00	660,970 73	672,507 16	-11,536 43	0 00	-11,536 43
Total Corporate/Government							
70,992 460		**0.00**	**660,970.73**	**672,507.16**	**-11,536.43**	**0.00**	**-11,536.43**

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
Total Fixed Income Securities							
70,992.460		**0.00**	**660,970.73**	**672,507.16**	**-11,536.43**	**0.00**	**-11,536.43**

Real Estate

Real estate funds

United States - USD

MFB NORTHERN FDS GLOBAL REAL ESTATEINDEX FD CUSIP 665162541							
9,557 140	9 66	0 00	92,321 97	84,235 57	8,086 40	0 00	8,086 40
Total USD		0 00	92,321 97	84,235 57	8,086 40	0 00	8,086 40
Total United States		0 00	92,321 97	84,235 57	8,086 40	0 00	8,086 40
Total Real Estate Funds							
9,557.140		**0.00**	**92,321.97**	**84,235.57**	**8,086.40**	**0.00**	**8,086.40**
Total Real Estate							
9,557.140		**0.00**	**92,321.97**	**84,235.57**	**8,086.40**	**0.00**	**8,086.40**

Cash and Short Term Investments

Short term

USD - United States dollar							
	1 00	100 14	53,684 32	53,684 32	0 00	0 00	0 00
Total short term - all currencies		100 14	53,684 32	53,684 32	0 00	0 00	0 00
Total short term - all countries		100 14	53,684 32	53,684 32	0 00	0 00	0 00
Total Short Term							
53,684.320		**100.14**	**53,684.32**	**53,684.32**	**0.00**	**0.00**	**0.00**

◆ Asset Detail - Base Currency

Description / Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss Market	Translation	Total
Total Cash and Short Term Investments							
53,684.320		100.14	53,684 32	53,684.32	0 00	0.00	0.00
Total 203,793.990		1,078.68	2,553,088.94	2,302,188.16	250,900.78	0.00	250,900.78