

SECURITIES AND EXCHANGE COMMISSION

FORM 485BXT

Post-effective amendments to designate new effective dates

Filing Date: **1999-09-10**  
SEC Accession No. **0000893220-99-001061**

(HTML Version on [secdatabase.com](http://secdatabase.com))

FILER

**NORTHERN FUNDS**

CIK: **916620** | State of Incorpor.: **DE** | Fiscal Year End: **0331**  
Type: **485BXT** | Act: **33** | File No.: **033-73404** | Film No.: **99709770**

Mailing Address  
207 E BUFFALO ST  
ST 400  
MILWAUKEE WI 53202

Business Address  
207 E BUFFALO ST  
STE 400  
MILWAUKEE WI 53202  
4142715885

As filed with the Securities and Exchange Commission on September 10, 1999

Registration Nos. 33-73404

811-8236

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM N-1A

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933 /X/

Pre-Effective Amendment No. \_\_\_\_ / /

Post-Effective Amendment No. 24 /X/

and

REGISTRATION STATEMENT UNDER THE INVESTMENT COMPANY ACT OF 1940 / /

Amendment No. 26 /X/

Northern Funds  
(Exact Name of Registrant as Specified in Charter)

207 E. Buffalo Street  
Suite 400  
Milwaukee, Wisconsin 53202  
(Address of Principal Executive Offices)

Registrant's Telephone Number:  
1-800-595-9111

Jeffrey A. Dalke, Esquire  
Drinker Biddle & Reath LLP  
One Logan Square  
18th and Cherry Streets  
Philadelphia, Pennsylvania 19103-6996  
(Name and Address of Agent for Service)

It is proposed that this filing will become effective (check appropriate box)

immediately upon filing pursuant to paragraph (b)

on September 17, 1999 pursuant to paragraph (b)

60 days after filing pursuant to paragraph (a) (1)

on (date) pursuant to paragraph (a) (1)

75 days after filing pursuant to paragraph (a) (2)

on (date) pursuant to paragraph (a) (2) of rule 485.

If appropriate, check the following box:

[X] this post-effective amendment designates a new effective date for a previously filed post-effective amendment.

Title of Securities Being Registered: Shares of beneficial interest

2

This Post-Effective Amendment is being filed solely to designate a new effective date for Post-Effective Amendment No. 23 ("PEA No. 23") to the Registrant's Registration Statement on Form N-1A filed on June 30, 1999. The Prospectus and Statement of Additional Information with respect to Registrant's Tax-Exempt Money Market Fund and Small Cap Growth Fund are incorporated herein by reference to PEA No. 23.

3

PART C

OTHER INFORMATION

ITEM 23.

EXHIBITS

-----

The following exhibits are incorporated herein by reference:

- (a) (1) Agreement and Declaration of Trust dated October 12, 1993 filed as Exhibit 1(a) to Post-Effective Amendment No. 11 to Registrant's Registration Statement on Form N-1A, filed on July 29, 1996 ("PEA No. 11").
- (2) Amendment No. 1 to Agreement and Declaration of Trust filed as Exhibit 1(b) to PEA No. 11.
- (3) Amendment No. 2 to Agreement and Declaration of Trust filed as Exhibit 1(c) to PEA No. 11.
- (4) Amendment No. 3 to Agreement and Declaration of Trust filed as Exhibit 1(d) to PEA No. 11.
- (5) Amendment No. 4 to Agreement and Declaration of Trust filed as Exhibit 1(e) to PEA No. 11.
- (6) Amendment No. 5 to Agreement and Declaration of Trust dated May 26, 1995 filed as Exhibit 1(f) to Post-Effective Amendment No. 9 to Registrant's Registration Statement on Form N-1A, filed on June 12, 1996 ("PEA No. 9").
- (7) Amendment No. 6 to Agreement and Declaration of Trust dated August 6, 1996 filed as Exhibit 1(g) to Post-Effective Amendment No. 12 to Registrant's Registration Statement on Form N-1A, filed on October 30, 1996 ("PEA No. 12").
- (8) Amendment No. 7 to Agreement and Declaration of Trust dated August 6, 1996 filed as Exhibit 1(h) to PEA No. 12.
- (9) Amendment No. 8 to Agreement and Declaration of Trust dated February 12, 1996 filed as Exhibit 1(i) to Post-Effective Amendment No. 15 to Registrant's Registration Statement on Form N-1A, filed on February 26, 1997 ("PEA No. 15").
- (10) Amendment No. 9 to Agreement and Declaration of Trust dated February 12, 1997 filed as Exhibit 1(j) to Post-Effective Amendment No. 16 to

C-1

4

Registrant's Registration Statement on Form N-1A, filed on July 31, 1997 ("PEA No. 16").

- (11) Amendment No. 10 to Agreement and Declaration of

Trust dated November 18, 1997 filed as Exhibit 1(k) to Post-Effective Amendment No. 19 to Registrant's Registration Statement on Form N-1A, filed on March 20, 1998 ("PEA No. 19").

- (12) Amendment No. 11 to Agreement and Declaration of Trust dated September 18, 1998 filed as Exhibit (a)(12) to Post-Effective Amendment No. 22 to Registrant's Registration Statement on Form N-1A, filed on May 28, 1999 ("PEA No. 22").
  - (13) Amendment No. 12 to Agreement and Declaration of Trust dated November 18, 1998 filed as Exhibit (a)(13) to PEA No. 22.
  - (14) Form of Amendment No. 13 to Agreement and Declaration of Trust dated \_\_\_\_\_, 1999 filed as Exhibit (a)(14) to Post-Effective Amendment No. 23 to Registrant's Registration Statement on Form N-1A, filed on June 30, 1999 ("PEA No. 23").
- (b)
- (1) By-Laws filed as Exhibit 2 to PEA No. 11.
  - (2) Amendment to the By-Laws dated August 4, 1994 filed as Exhibit 2(a) to PEA No. 11.
  - (3) Amendment No. 2 to the By-Laws dated May 22, 1997 filed as Exhibit 2(b) to PEA No. 16.
- (c) None.
- (d)
- (1) Investment Advisory and Ancillary Services Agreement between Registrant and The Northern Trust Company dated April 1, 1994 ("Investment Advisory Agreement") filed as Exhibit 5 to PEA No. 11.
  - (2) Addendum No. 1 to the Investment Advisory Agreement dated November 29, 1994 filed as Exhibit 5(a) to PEA No. 11.
  - (3) Addendum No. 2 to the Investment Advisory Agreement dated March 29, 1996 filed as Exhibit 5(b) to PEA No. 9.
  - (4) Addendum No. 3 to the Investment Advisory Agreement dated August 7, 1996 filed as Exhibit 5(c) to PEA No. 12.
  - (5) Addendum No. 4 to the Investment Advisory Agreement dated March 24, 1997 filed as Exhibit 5(d) to PEA No. 16.
  - (6) Addendum No. 5 to the Investment Advisory Agreement dated February 12, 1997 filed as Exhibit 5(e) to PEA No. 19.
- C-2
- 5
- (7) Addendum No. 6 to the Investment Advisory Agreement dated November 18, 1997 filed as Exhibit 5(f) to PEA No. 19.
  - (8) Assumption Agreement between The Northern Trust Company and Northern Trust Quantitative Advisors, Inc. dated April 1, 1998 filed as exhibit 5(g) to Post-Effective Amendment No. 20 to Registrant's Registration Statement on Form N-1A, filed on July 31, 1998 ("PEA No. 20").
  - (9) Addendum No. 7 to the Investment Advisory Agreement dated December 21, 1998 filed as Exhibit (d)(9) to PEA No. 22.

- (10) Form of Addendum No. 8 to the Investment Advisory Agreement dated \_\_\_\_\_, 1999 filed as Exhibit (d)(10) to PEA No. 23.
- (e) (1) Distribution Agreement between Registrant and Northern Funds Distributors, LLC dated March 31, 1999 filed as Exhibit (e)(4) to PEA No. 22.
- (2) Form of Amended and Restated Schedule A to the Distribution Agreement dated \_\_\_\_\_, 1999 filed as Exhibit (e)(2) to PEA No. 23.
- (f) None.
- (g) (1) Custodian Agreement between Registrant and The Northern Trust Company dated April 1, 1994 ("Custodian Agreement") filed as Exhibit 8(a) to PEA No. 11.
- (2) Addendum No. 1 to the Custodian Agreement dated November 29, 1994 filed as Exhibit 8(d) to PEA No. 11.
- (3) Addendum No. 2 to the Custodian Agreement dated March 29, 1996 filed as Exhibit 8(f) to PEA No. 9.
- (4) Foreign Custody Agreement between the Registrant and The Northern Trust Company dated April 1, 1994 filed as Exhibit 8(g) to PEA No. 11.
- (5) Addendum No. 3 to the Custodian Agreement dated August 7, 1996 filed as Exhibit 8(i) to PEA No. 12.
- (6) Addendum No. 4 to the Custodian Agreement dated August 7, 1996 filed as Exhibit 8(j) to PEA No. 12.
- (7) Addendum No. 5 to the Custodian Agreement dated March 24, 1997 filed as Exhibit 8(n) to PEA No. 16.
- (8) Addendum No. 6 to the Custodian Agreement dated February 12, 1997 filed as Exhibit 8(l) to PEA No. 19.
- C-3
- 6
- (9) Addendum No. 7 to the Custodian Agreement dated November 18, 1997 filed as Exhibit 8(o) to PEA No. 19.
- (10) Addendum No. 1 to the Foreign Custody Agreement dated April 1, 1998 filed as Exhibit 8(p) to PEA No. 19.
- (11) Foreign Custody Monitoring Agreement between the Registrant and The Northern Trust Company dated February 18, 1998 filed as exhibit 8(r) to PEA No. 20.
- (12) Addendum No. 8 to the Custodian Agreement dated December 21, 1998 filed as Exhibit (g)(12) to PEA No. 22.
- (13) Form of Addendum No. 9 to the Custodian Agreement dated \_\_\_\_\_, 1999 filed as Exhibit (g)(13) to PEA No. 23.
- (h) (1) Transfer Agency Agreement between Registrant and The Northern Trust Company dated April 1, 1994 ("Transfer

- Agency Agreement") filed as Exhibit 8(b) to PEA No. 11.
- (2) Addendum No. 1 to the Transfer Agency Agreement dated November 29, 1994 filed as Exhibit 8(c) to PEA No. 11.
  - (3) Addendum No. 2 to the Transfer Agency Agreement dated March 29, 1996 filed as Exhibit 8(e) to PEA No. 9.
  - (4) Addendum No. 3 to the Transfer Agency Agreement dated August 7, 1996 filed as Exhibit 8(h) to PEA No. 12.
  - (5) Addendum No. 4 to the Transfer Agency Agreement dated March 24, 1997 filed as Exhibit 8(m) to PEA No. 16.
  - (6) Addendum No. 5 to the Transfer Agency Agreement dated February 12, 1997 filed as Exhibit 8(k) to PEA No. 19.
  - (7) Addendum No. 6 to the Transfer Agency Agreement dated November 18, 1997 filed as Exhibit 8(q) to PEA No. 19.
  - (8) Administration Agreement between Registrant and Sunstone Financial Group, Inc. dated April 1, 1994 ("Administration Agreement") filed as Exhibit 9(a) to PEA No. 11.
  - (9) Service Plan and Related Agreement filed as Exhibit 9(b) to PEA No. 9.
  - (10) Amended and Restated Schedule A to the Administration Agreement dated November 18, 1997 filed as Exhibit 9(c) to PEA No. 19.
  - (11) Addendum No. 7 to the Transfer Agency Agreement dated December 21, 1998 filed as Exhibit (h)(11) to PEA No. 22.

C-4

- 7
- (12) Amended and Restated Schedule A to the Administration Agreement dated December 21, 1998 filed as Exhibit (h)(12) to PEA No. 22.
  - (13) Form of Addendum No. 8 to the Transfer Agency Agreement dated \_\_\_\_\_, 1999 filed as Exhibit (h)(13) to PEA No. 23.
  - (14) Form of Amended and Restated Schedule A to the Administration Agreement dated \_\_\_\_\_, 1999 filed as Exhibit (h)(14) to PEA No. 23.
- (i) To be filed by Amendment.
  - (j)
    - (1) Consent of Drinker Biddle & Reath LLP filed as Exhibit (j)(1) to PEA No. 23.
    - (2) Consent of Independent Public Accountants filed as Exhibit (j)(2) to PEA No. 23.
  - (k) None.
  - (l)
    - (1) Purchase Agreement between Registrant and The Northern Trust Company dated March 31, 1994 filed as Exhibit 13(a) to PEA No. 11.
    - (2) Purchase Agreement between Registrant and Miriam M. Allison dated March 14, 1994 filed as Exhibit 13(b) to PEA No. 11.

- (3) Purchase Agreement between Registrant and Miriam M. Allison dated March 31, 1998 for shares of the Mid Cap Growth Fund filed as Exhibit (1)(3) to PEA No. 22.
- (4) Purchase Agreement between Registrant and Miriam M. Allison dated December 31, 1998 for shares of the High Yield Fixed Income Fund filed as Exhibit (1)(4) to PEA No. 22.
- (5) Purchase Agreement between Registrant and Miriam M. Allison dated December 31, 1998 for shares of the High Yield Municipal Fund filed as Exhibit (1)(5) to PEA No. 22.
- (6) Form of Purchase Agreement between Registrant and Miriam M. Allison dated \_\_\_\_\_, 1999 for shares of the Tax-Exempt Money Market Fund filed as Exhibit (1)(6) to PEA No. 23.
- (7) Form of Purchase Agreement between Registrant and Miriam M. Allison dated \_\_\_\_\_, 1999 for shares of the Small Cap Growth Fund filed as Exhibit (1)(7) to PEA No. 23.
- (m) Amended and Restated Distribution and Service Plan, adopted April 11, 1994, as revised May 20, 1999, and Related Agreement filed as Exhibit (m) to PEA No. 22.
- (n) None
- (o) None.

C-5

8

ITEM 24. PERSONS CONTROLLED BY OR UNDER COMMON CONTROL WITH REGISTRANT  
 Registrant is controlled by its Board of Trustees.

ITEM 25. INDEMNIFICATION

Section 7 of the Investment Advisory and Ancillary Services Agreement between the Registrant and The Northern Trust Company ("Northern") provides for indemnification of Northern or, in lieu thereof, contribution by Registrant, in connection with certain claims and liabilities to which Northern, in its capacity as Registrant's Adviser, may be subject. A copy of the Investment Advisory and Ancillary Services Agreement is incorporated by reference herein as Exhibit (d)(1).

Section 5 of the Administration Agreement between the Registrant and Sunstone Financial Group, Inc. ("Sunstone") provides for indemnification of Sunstone in connection with certain claims and liabilities to which Sunstone, in its capacity as Registrant's Administrator, may be subject. A copy of the Administration Agreement is incorporated by reference herein as Exhibit (h)(8).

Section 2.8(a) of the Distribution Agreement between the Registrant and Northern Funds Distributors, LLC provides for indemnification of Northern Funds Distributors, LLC, an affiliate of Sunstone, in connection with certain claims and liabilities to which Northern Funds Distributors, LLC, in its capacity as Registrant's Distributor, may be subject. A copy of the Distribution Agreement is filed herewith as Exhibit (e)(1).

In addition, Section 6.3 of Registrant's Agreement and Declaration of Trust, a copy of which is incorporated by reference herein as Exhibit (a)(1), provides for indemnification of shareholders as follows:

6.3 Indemnification of Shareholders. No Shareholder shall be subject to any personal liability whatsoever to any person in connection with property of the Trust or the acts, obligations or affairs of the Trust or any Series thereof. The Trust shall indemnify and hold each Shareholder harmless from and against all claims and liabilities, to which such Shareholder may become subject by reason of his being or having been a Shareholder, and shall reimburse such Shareholder or former Shareholder (or his or her heirs, executors, administrators or other legal representatives or in the case of a corporation or other entity, its corporate or other general successor) out of the property of the Trust for all legal and other expenses reasonably incurred by him in connection with any such claim or liability. The indemnification and reimbursement required by the preceding sentence shall be made only out of assets of the one or more Series whose Shares were held by said Shareholder at the time the act or event occurred which gave rise to the claim against or liability of said Shareholder. The rights accruing to a Shareholder under this Section shall not impair any other right to which such Shareholder may be lawfully entitled, nor shall anything herein contained restrict the right of the Trust or any Series thereof to indemnify or reimburse a Shareholder in any appropriate situation even though not specifically provided herein.

Section 6.4 of Registrant's Agreement and Declaration of Trust, a copy of which is incorporated by reference herein as Exhibit (a)(1), provides for indemnification of Trustees and officers, as follows:

6.4 Indemnification of Trustees, Officers, etc. The Trust shall indemnify each of its Trustees and officers and persons who serve at the Trust's request as directors, officers or trustees of another organization in which the Trust has any interest as a shareholder, creditor or otherwise (hereinafter referred to as a "Covered Person") against all liabilities, including but not limited to amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and expenses, including reasonable accountants' and counsel fees, incurred by any Covered Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, before any court or administrative or legislative body, in which such Covered Person may be or may have been involved as a party or otherwise or with which such person may be or may have been threatened, while in office or

thereafter, by reason of being or having been such a Trustee or officer, director or trustee, except that no Covered Person shall be indemnified against any liability to the Trust or its Shareholders to which such Covered Person would otherwise be subject by reason of willful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of such Covered Person's office (such willful misfeasance, bad faith, gross negligence or reckless disregard being referred to herein as "Disabling Conduct"). Expenses, including accountants' and counsel fees so incurred by any such Covered Person (but excluding amounts paid in satisfaction of judgments, in compromise or as fines or penalties), may be paid from time to time by the Trust in advance of the final disposition of any such action, suit or proceeding upon receipt of (a) an undertaking by or on behalf of such Covered Person to repay amounts so paid to the Trust if it is ultimately determined that indemnification of such expenses is not authorized under this Article VI and either (b) such Covered Person provides security for such undertaking, (c) the Trust is insured against losses arising by reason of such payment, or (d) a majority of a quorum of



disinterested, non-party Trustees, or independent legal counsel in a written opinion, determines, based on a review of readily available facts, that there is reason to believe that such Covered Person ultimately will be found entitled to indemnification.

Insofar as indemnification for liability arising under the Securities Act of 1933 may be permitted to Trustees, officers and controlling persons of Registrant pursuant to the foregoing provisions, or otherwise, Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by Registrant of expenses incurred or paid by a Trustee, officer or controlling person of Registrant in the successful defense of any action, suit or proceeding) is asserted by such Trustee, officer or controlling person in connection with the securities being registered, Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

C-8

11

ITEM 26. BUSINESS AND OTHER CONNECTIONS OF INVESTMENT ADVISER

The Northern Trust Company, Registrant's investment adviser, is a full service commercial bank and also provides a full range of trust and fiduciary services. Set forth below is a list of all of the directors, senior officers and those officers primarily responsible for Registrant's affairs of The Northern Trust Company and, with respect to each such person, the name and business address of the company (if any) with which such person has been connected at any time within the last two fiscal years, as well as the capacity in which such person was connected.

C-9

12

<TABLE>  
<CAPTION>

NAME AND POSITION WITH INVESTMENT ADVISER -----	BUSINESS ADDRESS OF OTHER COMPANY -----	NAME AND PRINCIPAL CONNECTION WITH OTHER COMPANY -----
<S>	<C>	<C>
Gregg D. Behrens Executive Vice President	None	
J. David Brock Executive Vice President	None	
Duane L. Burnham Director	Northern Trust Corporation 50 South LaSalle Street Chicago, IL 60675	Director
	Abbott Laboratories 150 Field Drive Suite 160 Lake Forest, IL 60045	Chairman of the Board
	Sara Lee Corp. Three First National Plaza Chicago, IL 60602	Director
Dr. Dolores E. Cross Director	Northern Trust Corporation 50 South LaSalle Street Chicago, IL 60675	Director
	Morris Brown College Administration Building, 2nd Floor 643 Martin Luther King Jr. Drive	President (6/99) President - Elect (10/98)

Atlanta, GA 30314

Chicago State University  
95th Street at King Drive  
Chicago, IL 60643

Former President

General Electric Company  
3135 Easton Turnpike  
Fairfield, CT 06432

Former President  
GE Fund

The Graduate School and University Center  
The City University of New York  
33 W. 42nd Street, Room 1400 N  
New York, NY 10036

GE Fund  
Distinguished  
Professor of  
Leadership and  
Diversity

Susan Crown  
Director

Northern Trust Corporation  
50 South LaSalle Street  
Chicago, IL 60675

Director

</TABLE>

C-10

13

<TABLE>  
<CAPTION>

NAME AND POSITION  
WITH INVESTMENT ADVISER  
-----

BUSINESS ADDRESS  
OF OTHER COMPANY  
-----

NAME AND PRINCIPAL  
CONNECTION WITH  
OTHER COMPANY  
-----

<S>

<C>

<C>

Susan Crown  
(continued)

Henry Crown & Co.  
222 North LaSalle Street  
Suite 2000  
Chicago, IL 60601

Vice President

Baxter International  
One Baxter Parkway  
Deerfield, IL 60015

Director

Illinois Tool Works  
3600 West Lake Ave  
Glenview, IL 60025-5811

Director

John R. Goodwin  
Senior Vice President

NTQA  
50 South LaSalle Street  
Chicago, IL 60675

Director, Managing  
Director, Chief  
Investment Officer

Robert S. Hamada  
Director

Northern Trust Corporation  
50 South LaSalle Street  
Chicago, IL 60675

Director

The University of Chicago  
Graduate School of Business  
1101 East 58th Street  
Chicago, IL 60637

Dean and Edward  
Eagle Brown  
Distinguished  
Service Professor of  
Finance

A.M. Castle & Co.  
3400 North Wolf Road  
Franklin Park, IL 60131

Director

Chicago Board of Trade  
141 West Jackson Boulevard  
Chicago, IL 60604

Director

</TABLE>

C-11

14

<TABLE>  
<CAPTION>

NAME AND POSITION  
WITH INVESTMENT ADVISER  
-----

BUSINESS ADDRESS  
OF OTHER COMPANY  
-----

NAME AND PRINCIPAL  
CONNECTION WITH  
OTHER COMPANY  
-----

<S>

<C>

<C>

Barry G. Hastings

Northern Trust Corporation

President and Chief

President and Chief Operating Officer and Director	50 South LaSalle Street Chicago, IL 60675	Operating Officer and Director
	Northern Trust of California Corporation 355 South Grand Avenue Los Angeles, CA 90017	Director
	Northern Trust of Florida Corporation 700 Brickell Avenue Miami, FL 33131	Vice Chairman of the Board and Director
	Nortrust Realty Management, Inc. 50 South LaSalle Street Chicago, IL 60675	Director
Robert A. Helman Director	Northern Trust Corporation 50 South LaSalle Street Chicago, IL 60675	Director
	Mayer, Brown & Platt 190 South LaSalle Street, 38th Fl. Chicago, IL 60603	Partner
	Zenith Electronics 1000 Milwaukee Ave. Glenview, IL 60025	Director
	Brambles USA, Inc. 400 North Michigan Avenue Chicago, IL 60611	Director
	Chicago Stock Exchange One Financial Plaza 440 South LaSalle Street Chicago, IL 60605	Governor
	Dreyer's Grand Ice Cream, Inc. 5929 College Ave. Oakland, CA 94618	Director

</TABLE>

C-12

15

<TABLE>  
<CAPTION>

NAME AND POSITION WITH INVESTMENT ADVISER -----	BUSINESS ADDRESS OF OTHER COMPANY -----	NAME AND PRINCIPAL CONNECTION WITH OTHER COMPANY -----
<S> Arthur L. Kelly Director	<C> Northern Trust Corporation 50 South LaSalle Street Chicago, IL 60675	<C> Director
	KEL Enterprises L.P. Two First National Plaza 20 S. Clark St., Suite 2222 Chicago, IL 60603	Managing Partner
	Bayerische Motoren Werke (BMW) A.G. BMW Haus Petuelring 130 Postfach 40 02 40 D-8000 Munich 40 Germany	Director
	Nalco Chemical Company One Nalco Center Naperville, IL 60563-1198	Director
	Snap-on Incorporated 2801 80th Street Kenosha, WI 53140	Director
	A.G Deere & Company	Director

John Deere Road  
Moline, IL 61265

Thyssen Industries AG  
Am Thyssenhaus 1  
45128 Essen  
Germany

Frederick A. Krehbiel  
Director

Northern Trust Corporation  
50 South LaSalle Street  
Chicago, IL 60675

Director

Molex Incorporated  
2222 Wellington Court  
Lisle, IL 60532-1682

Chairman, CEO and  
Director

</TABLE>

C-13

16

<TABLE>  
<CAPTION>

NAME AND POSITION  
WITH INVESTMENT ADVISER  
-----

BUSINESS ADDRESS  
OF OTHER COMPANY  
-----

NAME AND PRINCIPAL  
CONNECTION WITH  
OTHER COMPANY  
-----

<S>  
Frederick A. Krehbiel  
(continued)

<C>  
Nalco Chemical Company  
One Nalco Center  
Naperville, IL 60563-1198

<C>  
Director

Tellabs, Inc.  
4951 Indiana Avenue  
Lisle, IL 60532

Director

Devry, Inc.  
One Tower Lane  
Suite 1000  
Oak Brook Terrace, IL 60181

Director

John V.N. McClure  
Executive Vice President

None

James J. Mitchell, III  
Executive Vice President

The Northern Trust Company  
of New York  
40 Broad Street  
8th Floor  
New York, NY 10004

Director

William G. Mitchell  
Director

Northern Trust Corporation  
50 South LaSalle Street  
Chicago, IL 60675

Director

Peoples Energy Corporation  
122 South Michigan Avenue  
Chicago, IL 60603

Director

The Sherwin-Williams Company  
101 Prospect Avenue, N.W.  
Cleveland, OH 44115-1075

Director

Edward J. Mooney  
Director

Northern Trust Corporation  
50 South LaSalle Street  
Chicago, IL 60675

Director

Nalco Chemical Company  
One Nalco Center  
Naperville, IL 60563-1198

Chairman, Chief  
Executive Officer,  
President and  
Director

</TABLE>

C-14

17

<TABLE>  
<CAPTION>

NAME AND PRINCIPAL

NAME AND POSITION WITH INVESTMENT ADVISER -----	BUSINESS ADDRESS OF OTHER COMPANY -----	CONNECTION WITH OTHER COMPANY -----
<S> Edward J. Mooney (continued)	<C> Morton International, Inc. 100 North Riverside Plaza Chicago, IL 60606	<C> Director
	FMC Corp. 200 E. Randolph Drive Chicago IL 60601	Director
J. Terrance Murray Executive Vice President	None	
William A. Osborn Chairman and Chief Executive Officer	Northern Trust Corporation 50 South LaSalle Street Chicago, IL 60675	Director
	Nortrust Realty Management, Inc. 50 South LaSalle Street Chicago, IL 60675	Director
	Northern Futures Corporation 50 South LaSalle Street Chicago, IL 60675	Director
Sheila A. Penrose President - Corporate and Institutional Services and Executive Vice President	Northern Trust Global Advisors, Inc. 29 Federal Street Stamford, CT 06901	Director
	Northern Trust Retirement Consulting, L.L.C. 400 Perimeter Center Terrace Suite 850 Atlanta, GA 30346	Manager
	Nalco Chemical Company One Nalco Center Naperville, IL 60563-1198	Director
	NTQA 50 South LaSalle Street Chicago, IL 60675	Director

</TABLE>

C-15

18

<TABLE>  
<CAPTION>

NAME AND POSITION WITH INVESTMENT ADVISER -----	BUSINESS ADDRESS OF OTHER COMPANY -----	NAME AND PRINCIPAL CONNECTION WITH OTHER COMPANY -----
<S> Perry R. Pero Senior Executive Vice President and Chief Financial Officer	<C> Northern Futures Corporation 50 South LaSalle Street Chicago, IL 60675	<C> Director
	Northern Investment Corporation 50 South LaSalle Street Chicago IL 60675	President and, Director
	Northern Trust Global Advisors, Inc. 29 Federal Street Stamford, CT 06901	Director
	Northern Trust Securities, Inc. 50 South LaSalle Street Chicago, IL 60675	Director
	Nortrust Realty Management, Inc. 50 South LaSalle Street Chicago, IL 60675	Director

	NTQA 50 South LaSalle Street Chicago, IL 60675	Director
Stephen N. Potter Senior Vice President	NTQA 50 South LaSalle Street Chicago, IL 60675	Director, Managing Director
Peter L. Rossiter Executive Vice President and General Counsel	None	
Lee Selander Executive Vice President	Northern Trust Retirement Consulting, L.L.C. 400 Perimeter Center Terrace Suite 850 Atlanta, GA 30346	Manager
Jean Sheridan Executive Vice President	None	

C-16

19  
<TABLE>  
<CAPTION>

NAME AND POSITION WITH INVESTMENT ADVISER -----	BUSINESS ADDRESS OF OTHER COMPANY -----	NAME AND PRINCIPAL CONNECTION WITH OTHER COMPANY -----
<S>	<C>	<C>
Harold B. Smith Director	Northern Trust Corporation 50 South LaSalle Street Chicago, IL 60675	Director
	Illinois Tool Works Inc. 3600 West Lake Avenue Glenview, IL 60025-5811	Chairman of the Executive Committee and Director
	W. W. Grainger, Inc. 5500 West Howard Street Skokie, IL 60077	Director
	Northwestern Mutual Life Insurance Co. 720 East Wisconsin Avenue Milwaukee, WI 53202	Trustee
William D. Smithburg Chairman Director	Northern Trust Corporation 50 South LaSalle Street Chicago, IL 60675	Director
	The Quaker Oats Company 321 North Clark Street Chicago, IL 60610	Retired Chairman, President and Chief Executive Officer
	Abbott Laboratories One Abbott Park Road Abbott Park, IL 60064-3500	Director
	Corning Incorporated Corning, NY 14831	Director
	Prime Capital Corporation 10275 W. Higgins Road Suite 200 Rosemont, IL 60018	Director

</TABLE>

C-17

20  
<TABLE>  
<CAPTION>

NAME AND POSITION WITH INVESTMENT ADVISER	BUSINESS ADDRESS OF OTHER COMPANY	NAME AND PRINCIPAL CONNECTION WITH OTHER COMPANY
--	--------------------------------------	--

<S> James M. Snyder Executive Vice President	<C> NTQA 50 South LaSalle Street Chicago, IL 60675	<C> Chairman, CEO and Director
	Northern Trust Global Advisors, Inc. 29 Federal Street Stamford, CT 06901	Director
Mark Stevens Executive Vice President	None	
Bide L. Thomas Director	Northern Trust Corporation 50 South LaSalle Street Chicago, IL 60675	Director
	R. R. Donnelley & Sons Company 77 West Wacker Drive Chicago, IL 60601	Director
	MYR Group Inc. *(formerly L.E. Myers Company) 2550 West Golf Road Rolling Meadows, IL 60008 * Name change	Director
Stephen B. Timbers President- Northern Trust Global Investments and Executive Vice President	Northern Trust Global Advisors, Inc. 29 Federal Street Stamford, CT 06901	Director
	LTV Steel Co. 200 Public Square Cleveland, OH 44114-2308	Director
	Zurich-Kemper Investments 222 S. Riverside Plaza Chicago, IL 60606	Former President and Chief Executive Officer (January 1996 - December 1997)

</TABLE>

C-18

21

<TABLE>  
<CAPTION>

NAME AND POSITION WITH INVESTMENT ADVISER -----	BUSINESS ADDRESS OF OTHER COMPANY -----	NAME AND PRINCIPAL CONNECTION WITH OTHER COMPANY -----
<S> Stephen B. Timbers (continued)	<C> NTQA 50 S. LaSalle Street Chicago, IL 60675	<C> Director
William S. Trukenbrod Executive Vice President	None	
Frederick Waddell Executive Vice President	None	
Jeffrey H. Wessel Executive Vice President	NTQA 50 South LaSalle Street Chicago, IL 60675	President, Director
	Northern Trust Retirement Consulting, L.L.C. 400 Perimeter Center Terrace Suite 850 Atlanta, GA 30346	Manager
	Northern Trust Global Advisors, Inc 29 Federal Street Stamford, CT 06901	Director

</TABLE>

ITEM 27. PRINCIPAL UNDERWRITER

(a) None.

(b) To the best of Registrant's knowledge, the executive officers of Northern Funds Distributors, LLC, distributor for Registrant, are as follows:

<TABLE>

<CAPTION>

NAME AND PRINCIPAL BUSINESS ADDRESS	POSITIONS AND OFFICES WITH NORTHERN FUNDS DISTRIBUTORS, LLC	POSITIONS AND OFFICES WITH REGISTRANT
Miriam M. Allison 207 E. Buffalo Street Suite 400 Milwaukee, WI 53202	President	Vice President and Treasurer

C-19

22

<TABLE>

<CAPTION>

NAME AND PRINCIPAL BUSINESS ADDRESS	POSITIONS AND OFFICES WITH NORTHERN FUNDS DISTRIBUTORS, LLC	POSITIONS AND OFFICES WITH REGISTRANT
Peter Hammond 207 E. Buffalo Street Suite 400 Milwaukee, WI 53202	Secretary	None
Christine Mortensen 207 E. Buffalo Street Suite 400 Milwaukee, WI 53202	Treasurer	None
Terry Ladwig 207 E. Buffalo Street Suite 400 Milwaukee, WI 53202	Vice President	None

(c) None

ITEM 28. LOCATION OF ACCOUNTS AND RECORDS

The Agreement and Declaration of Trust, By-laws and minute books of the Registrant are in the physical possession of Drinker Biddle & Reath LLP, One Logan Square, 18th and Cherry Streets, Philadelphia, Pennsylvania 19103. Records relating to Sunstone Financial Group, Inc.'s functions as administrator, and Northern Funds Distributors, LLC's functions as distributor, for the Registrant are located at 207 E. Buffalo Street, Suite 400, Milwaukee, Wisconsin 53202. All other accounts, books and other documents required to be maintained under Section 31(a) of the Investment Company Act of 1940 and the Rules promulgated thereunder are in the physical possession of The Northern Trust Company, 50 S. LaSalle Street, Chicago, Illinois 60675 or 801 S. Canal Street, Chicago, Illinois 60607 (relating to transfer agent).

ITEM 29. MANAGEMENT SERVICES

Not Applicable.

ITEM 30. UNDERTAKINGS

Not Applicable.



## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933 and the Investment Company Act of 1940, the Registrant certifies that it meets all of the requirements for effectiveness of this Post-Effective Amendment No. 24 to its Registration Statement under Rule 485(b) under the Securities Act of 1933 and has duly caused this Post-Effective Amendment No. 24 to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Philadelphia and State of Pennsylvania on the 10th day of September, 1999.

## NORTHERN FUNDS

By: /s/Jeffrey A. Dalke  
 -----  
 Jeffrey A. Dalke  
 Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 24 to Registrant's Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<TABLE>  
 <CAPTION>

Name -----	Title -----	Date ----
<S> /*/ Silas S. Cathcart* ----- Silas S. Cathcart	<C> Trustee and President (Chief Executive Officer)	<C> September 10, 1999
/*/ Miriam M. Allison* ----- Miriam M. Allison	Treasurer (Chief Financial and Accounting Officer)	September 10, 1999
/*/ James W. Cozad* ----- James W. Cozad	Trustee	September 10, 1999
/*/ Wesley M. Dixon, Jr.* ----- Wesley M. Dixon, Jr.	Trustee	September 10, 1999
/*/ William J. Dolan* ----- William J. Dolan, Jr.	Trustee	September 10, 1999
/*/ Raymond E. George, Jr.* ----- Raymond E. George, Jr.	Trustee	September 10, 1999
/*/ Michael E. Murphy* ----- Michael E. Murphy	Trustee	September 10, 1999
/*/ Mary Jacobs Skinner* ----- Mary Jacobs Skinner	Trustee	September 10, 1999
*By: /s/ Jeffrey A. Dalke ----- Jeffrey A. Dalke Attorney-in-fact		September 10, 1999

NORTHERN FUNDS  
(A Massachusetts Business Trust)

CERTIFICATE OF SECRETARY

The foregoing resolution was duly adopted by the Board of Trustees of Northern Funds at a Meeting of the Board of Trustees held on May 20, 1999, and remains in effect on the date hereof:

RESOLVED, that the trustees and officers of Northern Funds who may be required to execute any amendment to the Registration Statement of Northern Funds be, and each of them hereby is, authorized to execute a Power of Attorney appointing Jeffrey A. Dalke and Miriam M. Allison, or either of them, their true and lawful attorney or attorneys, to execute in their name, place and stead, in their capacity as trustee or officer, or both, of Northern Funds, any and all amendments to said Registration Statement, and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission; and either of said attorneys shall have full power and authority to do in the name and on behalf of said trustees and officers, or any or all of them, in any and all capacities, every act whatsoever requisite or necessary to be done in the premises, as fully and to all intents and purposes as each of said trustees or officers, or any or all of them, might or could do in person, said acts of said attorneys, or either of them, being hereby ratified and approved;

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of September, 1999.

/s/Jeffrey A. Dalke  
-----  
Jeffrey A. Dalke  
Secretary

NORTHERN FUNDS

POWER OF ATTORNEY

Know All Men by These Presents, that the undersigned, Silas S. Cathcart, hereby constitutes and appoints Jeffrey A. Dalke and Miriam M. Allison and either of them, his true and lawful attorney, to execute in his name, place, and stead, in his capacity as Trustee or officer, or both, of the Trust, the Registration Statement and any amendments thereto and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission; and each of said attorneys shall have full power of substitution and resubstitution; and each of said attorneys shall have full power and authority to do and perform in his name and on his behalf, in any and all capacities, every act whatsoever requisite or necessary to be done, as fully and to all intents and purposes as he might or could do in person, said acts of each of the said attorneys being hereby ratified and approved.

DATED: October 13, 1993

/s/ Silas S. Cathcart  
-----  
Silas S. Cathcart

## NORTHERN FUNDS

## POWER OF ATTORNEY

Know All Men by These Presents, that the undersigned, Miriam M. Allison, hereby constitutes and appoints Jeffrey A. Dalke her true and lawful attorney, to execute in her name, place, and stead, in her capacity as officer of the Trust, the Registration Statement and any amendments thereto and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission; and said attorney shall have full power of substitution and resubstitution; and said attorney shall have full power and authority to do and perform in her name and on her behalf, in any and all capacities, every act whatsoever requisite or necessary to be done, as fully and to all intents and purposes as she might or could do in person, said acts of said attorney being hereby ratified and approved.

DATED: March 7, 1994

/s/ Miriam A. Allison  
-----  
Miriam A. Allison

-2-

## NORTHERN FUNDS

## POWER OF ATTORNEY

Know All Men by These Presents, that the undersigned, James W. Cozad, hereby constitutes and appoints Jeffrey A. Dalke and Miriam M. Allison and either of them, his true and lawful attorney, to execute in his name, place, and stead, in his capacity as Trustee or officer, or both, of the Trust, the Registration Statement and any amendments thereto and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission; and each of said attorneys shall have full power of substitution and resubstitution; and each of said attorneys shall have full power and authority to do and perform in his name and on his behalf, in any and all capacities, every act whatsoever requisite or necessary to be done, as fully and to all intents and purposes as he might or could do in person, said acts of each of the said attorneys being hereby ratified and approved.

DATED: October 13, 1993

/s/ James W. Cozad  
-----  
James W. Cozad

-3-

## NORTHERN FUNDS

## POWER OF ATTORNEY

Know All Men by These Presents, that the undersigned, Wesley M. Dixon, Jr., hereby constitutes and appoints Jeffrey A. Dalke and Miriam M. Allison and either of them, his true and lawful attorney, to execute in his name, place, and stead, in his capacity as Trustee or officer, or both, of the Trust, the Registration Statement and any amendments thereto and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission; and each of said attorneys shall have full power of substitution and resubstitution; and each of said attorneys shall have full power and authority to do and perform in his name and on his behalf, in any and all capacities, every act whatsoever requisite or necessary to be done, as fully and to all intents and purposes as he might or could do in person, said acts of each of the said attorneys being hereby ratified and approved.

DATED: February 24, 1994

/s/ Wesley M. Dixon, Jr.

-----  
Wesley M. Dixon, Jr.

-4-

29

NORTHERN FUNDS

POWER OF ATTORNEY

Know All Men by These Presents, that the undersigned, William J. Dolan, Jr., hereby constitutes and appoints Jeffrey A. Dalke and Miriam M. Allison and either of them, his true and lawful attorney, to execute in his name, place, and stead, in his capacity as Trustee or officer, or both, of the Trust, the Registration Statement and any amendments thereto and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission; and each of said attorneys shall have full power of substitution and resubstitution; and each of said attorneys shall have full power and authority to do and perform in his name and on his behalf, in any and all capacities, every act whatsoever requisite or necessary to be done, as fully and to all intents and purposes as he might or could do in person, said acts of each of the said attorneys being hereby ratified and approved.

DATED: February 28, 1994

/s/ William J. Dolan, Jr.

-----  
William J. Dolan, Jr.

-5-

30

NORTHERN FUNDS

POWER OF ATTORNEY

Know All Men by These Presents, that the undersigned, Raymond E. George, Jr., hereby constitutes and appoints Jeffrey A. Dalke and Miriam M. Allison and either of them, his true and lawful attorney, to execute in his name, place, and stead, in his capacity as Trustee or officer, or both, of the Trust, the Registration Statement and any amendments thereto and all instruments necessary or incidental in connection therewith, and to file the same with the

Securities and Exchange Commission; and each of said attorneys shall have full power of substitution and resubstitution; and each of said attorneys shall have full power and authority to do and perform in his name and on his behalf, in any and all capacities, every act whatsoever requisite or necessary to be done, as fully and to all intents and purposes as he might or could do in person, said acts of each of the said attorneys being hereby ratified and approved.

DATED: February 23, 1994

/s/ Raymond E. George, Jr.

-----  
Raymond E. George, Jr.

-6-

31

NORTHERN FUNDS

POWER OF ATTORNEY

Know All Men by These Presents, that the undersigned, Michael E. Murphy, hereby constitutes and appoints Jeffrey A. Dalke and Miriam M. Allison and either of them, his true and lawful attorney, to execute in his name, place, and stead, in his capacity as Trustee or officer, or both, of the Trust, the Registration Statement and any amendments thereto and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission; and each of said attorneys shall have full power of substitution and resubstitution; and each of said attorney shall have full power and authority to do and perform in his name and on his behalf, in any and all capacities, every act whatsoever requisite or necessary to be done, as fully and to all intents and purposes as he might or could do in person, said acts of said attorney being hereby ratified and approved.

DATED: May 21, 1998

/s/ Michael E. Murphy

-----  
Michael E. Murphy

-7-

32

NORTHERN FUNDS

POWER OF ATTORNEY

Know All Men by These Presents, that the undersigned, Mary Jacobs Skinner, hereby constitutes and appoints Jeffrey A. Dalke and Miriam M. Allison and either of them, her true and lawful attorney, to execute in her name, place, and stead, in her capacity as Trustee or officer, or both, of Northern Funds (the "Trust"), the Registration Statement of the Trust and all amendments thereto and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission; and each of said attorneys shall have full power of substitution and resubstitution; and each of said attorney shall have full power and authority to do and perform in her name and on her behalf, in any and all capacities, every act whatsoever requisite or necessary to be done, as fully and to all intents and purposes as

she might or could do in person, said acts of said attorney being hereby ratified and approved.

DATED: September 18, 1998

/s/ Mary Jacobs Skinner

-----  
Mary Jacobs Skinner

-8-