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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2007

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

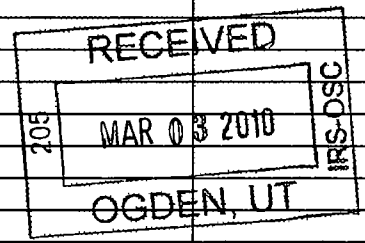
For calendar year 2007, or tax year beginning 10/01, 2007, and ending 09/30/2008
G Check all that apply: Initial return Final return Amended return Address change Name change

Name of foundation: DANIEL BADER CHARITABLE TRUST
Employer identification number: 39-6516314
Address: 777 EAST WISCONSIN AVENUE, MILWAUKEE, WI 53202-5306
Room/suite: 3600
Telephone number: (414) 297-5729

H Check type of organization: Section 501(c)(3) exempt private foundation
I Fair market value of all assets at end of year: \$ 24,560,901
J Accounting method: Cash

Part I Analysis of Revenue and Expenses

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received	4,325,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	27,720.	27,720.		
4 Dividends and interest from securities	884,310.	883,884.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,857,850.			
b Gross sales price for all assets on line 6a	2,382,230.			
7 Capital gain net income (from Part IV, line 2)		1,857,001.		
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)	17,354.	8,750.		
12 Total. Add lines 1 through 11	7,112,234.	2,777,355.		
13 Compensation of officers, directors, trustees, etc.	81,000.	60,750.		20,250.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	10,298.	7,724.		2,574.
b Accounting fees (attach schedule)	4,123.			4,123.
c Other professional fees (attach schedule)	130,404.	130,404.		
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	74,526.	11,180.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	15,704.			15,704.
22 Printing and publications				
23 Other expenses (attach schedule)	59,020.	58,505.		15.
24 Total operating and administrative expenses. Add lines 13 through 23	375,075.	268,563.		42,666.
25 Contributions, gifts, grants paid	9,200,004.			9,200,003.
26 Total expenses and disbursements Add lines 24 and 25	9,575,079.	268,563.		9,242,669.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-2,462,845.			
b Net investment income (if negative, enter -0-)		2,508,792.		
c Adjusted net income (if negative, enter -0-)			-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	115,001.	105,508.	105,580.	
	3	Accounts receivable ▶ 188.				
		Less: allowance for doubtful accounts ▶	610.	188.	188.	
	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 page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	12,166,779.	11,881,551.	10,701,930.	
	c	Investments - corporate bonds (attach schedule),	500,000.	500,000.	497,923.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	15,307,190.	13,401,961.	13,255,280.		
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)	28,089,580.	25,889,208.	24,560,901.		
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)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	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 page 17 of the instructions)	28,089,580.	25,889,208.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	28,089,580.	25,889,208.			

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 28,089,580.
2	Enter amount from Part I, line 27a	2 -2,462,845.
3	Other increases not included in line 2 (itemize) ▶	3 262,473.
4	Add lines 1, 2, and 3	4 25,889,208.
5	Decreases not included in line 2 (itemize) ▶	5
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 25,889,208.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a SEE PART IV SCHEDULE					
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					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,857,850.	
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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.				3	-597,194.

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 page 18 of 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))
2006	8,236,919.	33,777,407.	0.243859
2005	7,045,116.	33,052,639.	0.213148
2004	6,786,454.	32,048,452.	0.211756
2003	7,092,534.	30,722,006.	0.230862
2002	6,917,854.	28,612,260.	0.241779
2 Total of line 1, column (d)			2 1.141404
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 0.228281
4 Enter the net value of noncharitable-use assets for 2007 from Part X, line 5			4 30,726,449.
5 Multiply line 4 by line 3			5 7,014,265.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 25,088.
7 Add lines 5 and 6			7 7,039,353.
8 Enter qualifying distributions from Part XII, line 4			8 1,642,669.

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 on page 18

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

Table with 11 rows for excise tax calculations. Includes items like 'Exempt operating foundations', 'Domestic foundations that meet the section 4940(e) requirements', 'Tax under section 511', 'Credits/Payments', and 'Total credits and payments'. Total tax due is 2,645.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, political expenditures, and reporting requirements. Includes checkboxes for 'Yes' and 'No'.

Part VII-A Statements Regarding Activities (continued)

11a 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 page 20 of the instructions) 11a X
b If "Yes," did the foundation have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in the attachment for line 11a? 11b N/A
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract? 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 JERE D. MCGAFFEY Telephone no 414-297-5729
Located at 777 E WISC AVE, MILWAUKEE, WI ZIP + 4 53202
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-F in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15

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.
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 X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes No X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes No X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X
(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 X
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 page 22 of the 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 2007? 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 2007, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2007? Yes No X
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 page 22 of the instructions) 2b N/A
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 X
b If "Yes," did it have excess business holdings in 2007 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 2007) 3b N/A
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 2007? 4b X

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

5 a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** X
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).

6 a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
If you answered "Yes" to 6b, also file Form 8870

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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 page 23 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE ATTACHED SCHEDULE		81,000.	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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				

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
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 <u>N/A</u>	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 <u>NONE</u>	
2	
All other program-related investments. See page 24 of the instructions	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	30,550,556.
b	Average of monthly cash balances	1b	643,808.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	31,194,364.
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	31,194,364.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	467,915.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,726,449.
6	Minimum investment return. Enter 5% of line 5	6	1,536,322.

Part XI Distributable Amount (see page 25 of the 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	1,536,322.
2a	Tax on investment income for 2007 from Part VI, line 5	2a	50,176.
b	Income tax for 2007. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	50,176.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,486,146.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,486,146.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,486,146.

Part XII Qualifying Distributions (see page 26 of the 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	1,642,669.*
b	Program-related investments - total from Part IX-B	1b	NONE
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	1,642,669.
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 page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,642,669.

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 I, line 26 shows total disbursements paid to accomplish charitable purposes. Of that total, the amount of \$1,642,669 constitutes "qualifying distributions," as defined in I.R.C. section 4942(g).

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2006	(c) 2006	(d) 2007
1 Distributable amount for 2007 from Part XI, line 7				1,486,146.
2 Undistributed income, if any, as of the end of 2006				
a Enter amount for 2006 only			NONE	
b Total for prior years _____				
3 Excess distributions carryover, if any, to 2007				
a From 2002	5,497,145.			
b From 2003	5,606,796.			
c From 2004	5,229,231.			
d From 2005	5,454,794.			
e From 2006	6,622,607.			
f Total of lines 3a through e	28,410,573.			
4 Qualifying distributions for 2007 from Part XII, line 4 ▶ \$ _____				
a Applied to 2006, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 27 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 27 of the instructions)				
d Applied to 2007 distributable amount				1,486,146.
e Remaining amount distributed out of corpus	156,523.			
5 Excess distributions carryover applied to 2007 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,567,096.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2006 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2007 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2008				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2002 not applied on line 5 or line 7 (see page 27 of the instructions)	5,497,145.			
9 Excess distributions carryover to 2008. Subtract lines 7 and 8 from line 6a	23,069,951.			
10 Analysis of line 9:				
a Excess from 2003	5,606,796.			
b Excess from 2004	5,229,231.			
c Excess from 2005	5,454,794.			
d Excess from 2006	6,622,607.			
e Excess from 2007	156,523.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2007, 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) 2007	(b) 2006	(c) 2005	(d) 2004	
2 a 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 page 28 of the 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).)

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:
SEE STATEMENT 1

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

c Any submission deadlines
NONE

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

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
<p>a Paid during the year SEE ATTACHED SCHEDULE</p>				<p>9,200,004.</p>
Total				▶ 3 a 9,200,004.
<p>b Approved for future payment</p>				
Total				▶ 3 b

Schedule B

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

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No 1545-0047

2007

Name of organization

DANIEL BADER CHARITABLE TRUST

Employer identification number

39-6516314

Organization type (check one).

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

General Rule -

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

Special Rules -

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

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

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

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, Form 990-EZ, and Form 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2007)

Name of organization **DANIEL BADER CHARITABLE TRUST** Employer identification number
39-6516314

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HELEN DANIELS BADER CHARITABLE LEAD TR 1 FOLEY & LARDNER LLP, 777 E WISCONSIN AVE MILWAUKEE, WI 53202-5306	\$ 825,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	HELEN DANIELS BADER CHARITABLE LEAD TR 2 FOLEY & LARDNER LLP, 777 E WISCONSIN MILWAUKEE, WI 53202-5306	\$ 3,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Daniel Bader Charitable Trust
 EIN: 39-6516314
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Part I, Line 4 - Dividends and Interest from Securities

	(a)	(b)	UBTI Portion
Dividends & Interest	\$ 884,171	\$ 883,745	\$ 426
Tax Exempt & Nontaxable Dividends	139	-	-
	<u>\$ 884,310</u>	<u>\$ 883,745</u>	<u>\$ 426</u>

Part I, Line 11 - Other Income

	(a)	(b)	UBTI Portion
Excise Tax Refund	\$ 8,347	\$ -	\$ -
Capital Guardian Schedule K-1	5,796	5,796	-
H.D. Bader & Co. No. E - Sch K-1:			
Ordinary Income/(Loss)	(297)	(118)	(179)
Other Net Rental Income	1	(1)	2
Royalties	386	384	2
Other Portfolio Income	1,183	1,183	-
Other Income	1,461	1,427	34
Section 1231 Gain	477	78	399
	<u>\$ 17,354</u>	<u>\$ 8,749</u>	<u>\$ 258</u>

Part I, Line 16(a) - Legal Fees

	(a)	(b)	(d)	UBTI Portion
Foley & Lardner LLP	\$ 10,298	\$ 7,724	\$ 2,574	\$ -

Part I, Line 16(b) - Accounting Fees

	(a)	(b)	(d)	UBTI Portion
Komisar Brady & Co., LLP	\$ 4,123	\$ -	\$ 4,123	\$ -

Part I, Line 16(c) - Other Professional Fees

	(a)	(b)	(d)	UBTI Portion
Investment Counsel - Hewitt Assoc.	\$ 8,227	\$ 8,227	\$ -	\$ -
Custodian Fees - US Bank Trust Co.	4,582	4,582	-	-
H.D. Bader & Co. No. E - Sch K-1	117,595	117,595	-	-
	<u>\$ 130,404</u>	<u>\$ 130,404</u>	<u>\$ -</u>	<u>\$ -</u>

Part I, Line 18 - Taxes

	(a)	(b)	(d)	UBTI Portion
Foreign Income Tax Paid	\$ 11,180	\$ 11,175	\$ -	\$ 5
Excise Tax Payments	63,346	-	-	-
Other Tax	-	-	-	-
	<u>\$ 74,526</u>	<u>\$ 11,175</u>	<u>\$ -</u>	<u>\$ 5</u>

Daniel Bader Charitable Trust
EIN: 39-6516314
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Part VI - Tax Due

	<u>As Originally Filed</u>	<u>Amended</u>
5. Tax Based on Investment Income	25,088	50,176
6a. 2007 Estimates & 2006 Overpayment Applied	(48,346)	(48,346)
8.	95	665
		<u>150</u>
9. Tax Due or (Overpayment)	(23,163)	2,645
11. Overpayment Applied to 2008 Estimated Tax Payments	<u>23,163</u>	<u>0</u>
11. Refunded	0	0

Daniel Bader Charitable Trust
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Part I, Line 1 - Contributions Received

Donor	Date	Amount
Helen Daniels Bader Charitable Lead Trust No. One c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306		
Cash	10/29/2007	\$ 175,000
Cash	1/11/2008	50,000
Cash	1/16/2008	50,000
Cash	5/6/2008	350,000
Cash	9/4/2008	75,000
Cash	9/5/2008	125,000
Total		<u>\$ 825,000</u>
Helen Daniels Bader Charitable Lead Trust No. Two c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306		
Cash	10/29/2007	\$ 300,000
Cash	1/11/2008	2,000,000
Cash	1/16/2008	900,000
Cash	9/5/2008	300,000
Total		<u>\$ 3,500,000</u>
Grand Total		<u><u>\$ 4,325,000</u></u>

Part I, Line 23 - Other Expenses

	(a)	(b)	(d)	UBTI Portion
Capital Guardian Schedule K-1	\$ 380	\$ 380	\$ -	\$ -
H.D. Bader & Co. No. E - Sch K-1	58,621	58,125	-	496
Credit Card Fees	15	-	15	-
Nondeductible Expenses	4	-	-	-
	<u>\$ 59,020</u>	<u>\$ 58,505</u>	<u>\$ 15</u>	<u>\$ 496</u>

Part II, Line 10b - Investments - Corporate Stock

	9/30/2008	
	Book Value	Market Value
Baird Aggregate Bond Fund	\$ 4,859,089	\$ 4,470,695
Bernstein Emerging Markets Value Port	784,931	786,099
Dodge & Cox Stock Fund	2,844,989	2,703,543
Bernstein International Value Portfolio	926,815	1,044,419
Capital Guardian International Equity Fund	2,465,727	1,697,174
	<u>\$ 11,881,551</u>	<u>\$ 10,701,930</u>

Part II, Line 10c - Investments - Corporate Bonds

	9/30/2008	
	Book Value	Market Value
\$100,000 State of Israel Dollar Bonds, 3.39%, 12/1/12	\$ 100,000	\$ 98,179
\$100,000 State of Israel Econ Dev Dollar Bd, 6.75%, 1/1/09	100,000	99,998
\$100,000 State of Israel Bond, 4.75%, 12/15/10	100,000	100,000
\$100,000 State of Israel Bond, 4.6%, 1/1/12	100,000	100,000
\$100,000 State of Israel Bond, 4.65%, 8/1/09	100,000	99,746
	<u>\$ 500,000</u>	<u>\$ 497,923</u>

Part II, Line 13 - Investments - Other

	9/30/2008	
	Book Value	Market Value
Partnership: H.D. Bader & Co. No. E	\$ 13,401,961	\$ 13,255,280

Part III, Line 3 - Increases Not Included on Line 2

Net Book to Tax Adjustments	\$ 262,474
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Daniel Bader Chantable Trust
 EIN: 39-6516314
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Part IV - Capital Gains and Losses

<u>Description</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
SHORT TERM:						
10,335 519 Bernstein Tx Mgd Intl	P	1/25/2008	7/21/2008	217,563	261,799	(44,236)
9,510 310 Bernstein Emerging Mkts	P	1/25/2008	7/21/2008	323,789	389,542	(65,753)
H D Bader & Co. No. E, Sch K-1						(543,489)
Capital Guardian Trust, Sch K-1						56,284
Total Short Term				541,352		(597,194)
LONG TERM						
13,417 451 Bernstein Tx Mgd Intl	P	12/21/1995	7/21/2008	282,437	251,012	31,425
5,175 66 Bernstein Emerging Mkts	P	11/11/1991	7/21/2008	176,211	189,895	(13,684)
24,557 957 Baird Agg Bond Fd	P	9/28/2004	9/3/2008	250,000	264,980	(14,980)
\$100,000 Israel Bond	P	12/1/2002	12/1/2007	100,000	100,000	-
\$100,000 Israel Bond	P	12/1/2002	1/28/2008	100,000	100,000	-
Class Action Proceeds	P					3,383
H D Bader & Co No. E, Sch K-1						928,432 *
Capital Guardian Trust, Sch K-1						588,238
Capital Gain Dividends				932,230		932,230
Total Long Term				1,840,878		2,455,044
TOTAL GAIN/(LOSS)				2,382,230		1,857,850
TOTAL GAIN/(LOSS) - Amount Reported in Part IV and Part I, Line 6a						1,857,850
* Portion of Total Allocated to UBIT (Reported on Form 990-T)						(849)
TOTAL GAIN/(LOSS) - Amount Reported in Part I, Line 7						1,857,001

Daniel Bader Charitable Trust
EIN: 39-6516314
Attachment to 2007 Form 990-PF f/y/e September 30, 2008

Part VII, Question 14c, Taxes on Taxable Expenditures

Information relating to grants subject to expenditure responsibility:

Grantee: Helen Bader Foundation, Inc.
233 North Water Street
Fourth Floor
Milwaukee, WI 53202

Date Paid and Amount:

9/13/2007	\$	500,000
10/29/2007		400,000
1/11/2008		3,000,000
1/16/2008		900,000
5/6/2008		1,300,000
6/16/2008		500,000
6/17/2008		500,000
7/21/2008		1,000,000
	\$	<u>8,100,000</u>

Purpose: To provide general support for the charitable activities of the grantee.

Amount of grants expended by grantee during its fiscal year ended 8/31/08:

Total	7,845,268
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Diversion: To the knowledge of the taxpayer and based upon the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.

Date of report from grantee: 6/30/2009

In addition to its report covering the use of the grant funds, the grantee furnished a copy of its Form 990-PF for its fiscal year ending August 31, 2008. Since these documents verified the other information provided by the grantee, the taxpayer deemed further verification of the grantee's report unnecessary.

Daniel Bader Charitable Trust
 EIN: 39-6516314
 Attachment to 2007 Form 990-PF f/y/e September 30, 2008

Part VIII, Line 1 - Officers, Directors

(a)	(b)	(c)	(d) & (e)
Daniel Bader 2664 North Summit Avenue Milwaukee, WI 53211	Trustee, on average 1-2 Hrs/Wk	25,000	-
Deirdre H. Britt 73-1258 Melo Melo St. Kailua-Kona, HI 96740	Trustee, on average 1-2 Hrs/Wk	8,000	-
Francis Klitsner Wolff c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306	Trustee, on average 1-2 Hrs/Wk	8,000	-
Jere D. McGaffey c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306	Trustee, on average 1-2 Hrs/Wk	40,000	-

Part XV, Line 2

- 2(a) Jere D. McGaffey
c/o Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, WI 53202-5306
414-297-5729
- 2(b) No particular form required, but applications should be in writing to receive consideration.
- 2(d) Grants are made to organizations and not individuals. The organization's present plans preclude extensive consideration of unsolicited requests.

Part XV, Line 3(a) - Contributions Paid

Organization	Foundation Status of Recipient	Purpose of Contribution	Amount
Helen Bader Foundation, Inc., Milwaukee, WI	Private	General	9,200,000
From Pass-Through Entity			<u>4</u>
Total Contributions Paid			9,200,004

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
EXCISE TAX REFUND FROM PASS-THROUGH ENTITIES	900000	258.	14	8,749.	8,347.
TOTALS		258.		8,749.	8,347.

If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy

Table with 3 columns: Type or print, Name of Exempt Organization, Employer identification number. Includes address: DANIEL BADER CHARITABLE TRUST, 777 E WISCONSIN AVE, MILWAUKEE, WI 53202-5306.

Check type of return to be filed (File a separate application for each return)

Grid of checkboxes for return types: Form 990, Form 990-BL, Form 990-EZ, Form 990-PF, Form 990-T (sec 401(a) or 408(a) trust), Form 990-T (trust other than above), Form 1041-A, Form 4720, Form 5227, Form 6069, Form 8870.

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

The books are in the care of JERE D. MCGAFFEY Telephone No 414 297-5729 FAX No

If the organization does not have an office or place of business in the United States, check this box

If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 08/15/2009
5 For calendar year, or other tax year beginning 10/01/2007 and ending 09/30/2008
6 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period
7 State in detail why you need the extension MORE TIME IS NEEDED TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

Table with 3 rows (8a, 8b, 8c) and 2 columns (Description, Amount). 8a: 25,783. 8b: 48,346. 8c: NONE.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete and that I am authorized to prepare this form

Signature: [Handwritten Signature] Title: Attorney Date: 5/14/09
FOLEY & LARDNER LLP
777 E. WISCONSIN AVE.
MILWAUKEE, WI 53202-5306
Form 8868 (Rev. 4-2008)