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Form **990**

# Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

# 2008

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2008 calendar year, or tax year beginning July 1, 2008, and ending June 30, 20 09**

- B Check if applicable
- Address change
- Name change
- Initial return
- Termination
- Amended return
- Application pending

Please use IRS label or print or type See Specific Instructions.

**C Name of organization** **Hilltop Enterprises, Inc**

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite  
**915 W Wisconsin Avenue 175**

City or town, state or country, and ZIP + 4  
**Milwaukee, WI 53233-2310**

**D Employer identification number**  
**39 1724827**

**E Telephone number**  
**( 414 ) 288-7933**

**G Gross receipts \$ 837,512**

**F Name and address of principal officer** **Michael S. Whitton**

**H(a) Is this a group return for affiliates?**  Yes  No

**H(b) Are all affiliates included?**  Yes  No  
If "No," attach a list (see instructions)

**H(c) Group exemption number** **n/a**

**I Tax-exempt status:**  501(c) ( 25 ) (insert no)  4947(a)(1) or  527

**J Website:** **None**

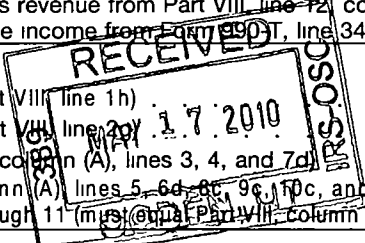
**K Type of organization**  Corporation  Trust  Association  Other

**L Year of formation** **1992**

**M State of legal domicile** **WI**

## Part I Summary

Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>Hilltop Enterprises is a title-holding company which acquires and holds commercial real estate properties in the Marquette University campus area in order to enhance the student living and academic environment.</b>	
	<b>2</b> Check this box <input checked="" type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.	
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3 6</b>
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4 0</b>
	<b>5</b> Total number of employees (Part V, line 2a)	<b>5 0</b>
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6 0</b>
	<b>7a</b> Total gross unrelated business revenue from Part VIII, line 12, column (C)	<b>7a 0</b>
<b>b</b> Net unrelated business taxable income from Form 990T, line 34	<b>7b 0</b>	
Revenue	<b>8</b> Contributions and grants (Part VIII, line 1h)	Prior Year: 0, Current Year: 0
	<b>9</b> Program service revenue (Part VIII, line 2g)	Prior Year: 613,612, Current Year: 832,255
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	Prior Year: 0, Current Year: 5,257
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8, 9c, 10c, and 11e)	Prior Year: 0, Current Year: 0
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	Prior Year: 613,612, Current Year: 837,512
Expenses	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	Prior Year: 0, Current Year: 0
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	Prior Year: 0, Current Year: 0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	Prior Year: 0, Current Year: 0
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	Prior Year: 0, Current Year: 0
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25)	Prior Year: 0, Current Year: 0
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	Prior Year: 500,954, Current Year: 569,778	
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	Prior Year: 500,954, Current Year: 569,778	
<b>19</b> Revenue less expenses. Subtract line 18 from line 12	Prior Year: 112,658, Current Year: 267,734	
Net Assets or Fund Balances	<b>20</b> Total assets (Part X, line 16)	Beginning of Year: 5,255,332, End of Year: 0
	<b>21</b> Total liabilities (Part X, line 26)	Beginning of Year: 1,524,913, End of Year: 0
	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20	Beginning of Year: 3,730,419, End of Year: 0



## Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
 Signature of officer: *Michael S. Whitton* Date: **5/14/10**  
 Type or print name and title: **President**

**Paid Preparer's Use Only**

Preparer's signature: \_\_\_\_\_ Date: \_\_\_\_\_  
 Check if self-employed  Preparer's identifying number (see instructions): \_\_\_\_\_  
 Firm's name (or yours if self-employed), address, and ZIP + 4: \_\_\_\_\_ EIN: \_\_\_\_\_  
 Phone no: ( ) \_\_\_\_\_

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

SCANNED JUN 29 2010

**Part III Statement of Program Service Accomplishments** (see instructions)

1 Briefly describe the organization's mission:  
**Hilltop Enterprises is a title-holding company which acquires and holds commercial real estate properties in the Marquette University campus area in order to enhance the student living and academic environment.**

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No  
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No  
If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: ) (Expenses \$ **569,778** including grants of \$ ) (Revenue \$ **832,255** )  
**Hilltop Enterprises is a title-holding company which acquires and holds commercial real estate properties in the Marquette University campus area in order to enhance the student living and academic environment.**

4b (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4c (Code: ) (Expenses \$ including grants of \$ ) (Revenue \$ )

4d Other program services. (Describe in Schedule O.)  
(Expenses \$ including grants of \$ ) (Revenue \$ )

4e Total program service expenses ► \$ **569,778** (Must equal Part IX, Line 25, column (B).)

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .		✓
2 Is the organization required to complete Schedule B, Schedule of Contributors? . . . . .		✓
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .		✓
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II . . . . .	N/A	
5 <b>Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III . . . . .	N/A	
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I . . . . .		✓
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II . . . . .		✓
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .		✓
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV . . . . .		✓
10 Did the organization hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .		✓
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable . . . . .		✓
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? If "Yes," complete Schedule D, Parts XI, XII, and XIII . . . . .		✓
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .		✓
14a Did the organization maintain an office, employees, or agents outside of the U.S.? . . . . .		✓
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? If "Yes," complete Schedule F, Part I . . . . .		✓
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II . . . . .		✓
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III . . . . .		✓
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? If "Yes," complete Schedule G, Part I . . . . .		✓
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .		✓
19 Did the organization report more than \$15,000 on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .		✓
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .		✓
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II . . . . .		✓
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III . . . . .		✓
23 Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? If "Yes," complete Schedule J . . . . .	✓	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25 . . . . .		✓
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .		✓
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .		✓
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .		✓
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I . . . . .		✓
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? If "Yes," complete Schedule L, Part I . . . . .		✓
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II . . . . .		✓
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? If "Yes," complete Schedule L, Part III . . . . .		✓

**Part IV Checklist of Required Schedules (continued)**

		Yes	No
<b>28</b>	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
<b>a</b>	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		✓
<b>b</b>	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		✓
<b>c</b>	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		✓
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		✓
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		✓
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	✓	
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	✓	
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		✓
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	✓	
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		✓
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		✓
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		✓

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	<b>1a</b> 0		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	✓	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	<b>2a</b> 0		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		✓
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		✓
<b>b</b>	If "Yes," enter the name of the foreign country: <b>N/A</b> See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		✓
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		✓
<b>c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	Did the organization solicit any contributions that were not tax deductible?		✓
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?		✓
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		✓
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year		
	<b>7d</b>		
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		✓
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		✓
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		✓
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		✓
<b>8</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		✓
<b>9</b>	<b>Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966?		✓
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		✓
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter:		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>a</b>	Gross income from members or shareholders	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	<b>12a</b>	✓
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.	<b>12b</b>	

**Part VI Governance, Management, and Disclosure** (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

**Section A. Governing Body and Management**

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body . . . . .		
<b>1b</b> Enter the number of voting members that are independent . . . . .		
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .		✓
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .		✓
<b>4</b> Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . . . .		✓
<b>5</b> Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .		✓
<b>6</b> Does the organization have members or stockholders? . . . . .		✓
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .		✓
<b>7b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .		✓
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following . . . . .		
<b>a</b> The governing body? . . . . .	✓	
<b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .		✓
<b>9a</b> Does the organization have local chapters, branches, or affiliates? . . . . .		✓
<b>b</b> If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . .		
<b>10</b> Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 . . . . .	✓	
<b>11</b> Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .		✓

**Section B. Policies**

	Yes	No
<b>12a</b> Does the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	✓	
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	✓	
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . .	✓	
<b>13</b> Does the organization have a written whistleblower policy? . . . . .	✓	
<b>14</b> Does the organization have a written document retention and destruction policy? . . . . .	✓	
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision: . . . . .		
<b>a</b> The organization's CEO, Executive Director, or top management official? . . . . .	✓	
<b>b</b> Other officers or key employees of the organization? . . . . . Describe the process in Schedule O. (see instructions)	✓	
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		✓
<b>b</b> If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .		✓

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ► Wisconsin
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► Dennis J. Butler, Comptroller, Marquette University, 915 W Wisconsin Ave, Milwaukee WI 53233  
414-288-7933





**Part VIII Statement of Revenue**

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>	0					
	<b>b</b> Membership dues . . . . .	<b>1b</b>	0					
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	0					
	<b>d</b> Related organizations . . . . .	<b>1d</b>	0					
	<b>e</b> Government grants (contributions) . . . . .	<b>1e</b>	0					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b>	0					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$ . . . . .		0					
	<b>h Total.</b> Add lines 1a-1f . . . . .			0				
<b>Program Service Revenue</b>	<b>2a Commercial Rent Revenues</b>			<b>Business Code</b>				
			531120	832,255	832,255	0	0	
	<b>b</b> . . . . .							
	<b>c</b> . . . . .							
	<b>d</b> . . . . .							
	<b>e</b> . . . . .							
	<b>f</b> All other program service revenue . . . . .							
<b>g Total.</b> Add lines 2a-2f . . . . .			832,255					
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts) . . . . .			5,257	5,257	0	0	
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .			0	0	0	0	
	<b>5</b> Royalties . . . . .			0	0	0	0	
	<b>6a</b> Gross Rents . . . . .	(i) Real	0	0				
		(ii) Personal	0	0				
		<b>b</b> Less: rental expenses . . . . .	0	0				
		<b>c</b> Rental income or (loss) . . . . .	0	0				
	<b>d</b> Net rental income or (loss) . . . . .			0	0	0	0	
	<b>7a</b> Gross amount from sales of assets other than inventory . . . . .	(i) Securities	0	0				
		(ii) Other	0	0				
		<b>b</b> Less: cost or other basis and sales expenses . . . . .	0	0				
		<b>c</b> Gain or (loss) . . . . .	0	0				
	<b>d</b> Net gain or (loss) . . . . .			0	0	0	0	
	<b>8a</b> Gross income from fundraising events (not including \$ . . . . . of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>	0					
		<b>b</b> Less: direct expenses . . . . .	0					
		<b>c</b> Net income or (loss) from fundraising events . . . . .			0	0	0	0
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>	0					
		<b>b</b> Less: direct expenses . . . . .	0					
<b>c</b> Net income or (loss) from gaming activities . . . . .				0	0	0	0	
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>	0						
	<b>b</b> Less: cost of goods sold . . . . .	0						
	<b>c</b> Net income or (loss) from sales of inventory . . . . .			0	0	0	0	
<b>Miscellaneous Revenue</b>			<b>Business Code</b>					
<b>11a</b> . . . . .			0	0	0	0		
<b>b</b> . . . . .			0	0	0	0		
<b>c</b> . . . . .			0	0	0	0		
<b>d</b> All other revenue . . . . .			0	0	0	0		
<b>e Total.</b> Add lines 11a-11d . . . . .			0					
<b>12 Total Revenue.</b> Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e . . . . .			837,512	837,512	0	0		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the U S See Part IV, line 21	0	0		
2	Grants and other assistance to individuals in the U.S. See Part IV, line 22	0	0		
3	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16	0	0		
4	Benefits paid to or for members	0	0		
5	Compensation of current officers, directors, trustees, and key employees	0	0	0	0
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0	0	0	0
7	Other salaries and wages	0	0	0	0
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	0	0	0	0
9	Other employee benefits	0	0	0	0
10	Payroll taxes	0	0	0	0
11	Fees for services (non-employees):				
a	Management	0	0	0	0
b	Legal	0	0	0	0
c	Accounting	0	0	0	0
d	Lobbying	0	0	0	0
e	Professional fundraising services. See Part IV, line 17	0	0	0	0
f	Investment management fees	0	0	0	0
g	Other	13,567	13,567	0	0
12	Advertising and promotion	0	0	0	0
13	Office expenses	66	66	0	0
14	Information technology	0	0	0	0
15	Royalties	0	0	0	0
16	Occupancy	104,679	104,679	0	0
17	Travel	0	0	0	0
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0	0	0	0
19	Conferences, conventions, and meetings	300	300	0	0
20	Interest	81,124	81,124	0	0
21	Payments to affiliates	0	0	0	0
22	Depreciation, depletion, and amortization	169,380	169,380	0	0
23	Insurance	11,031	11,031	0	0
24	Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a	Real Estate Taxes	180,031	180,031	0	0
b	Bad Debt	3,435	3,435	0	0
c	Lease amortization	6,165	6,165	0	0
d		0	0	0	0
e		0	0	0	0
f	All other expenses	0	0	0	0
25	<b>Total functional expenses.</b> Add lines 1 through 24f	<b>569,778</b>	<b>569,778</b>	<b>0</b>	<b>0</b>
26	<b>Joint Costs.</b> Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation	0	0	0	0

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .	264,341	<b>1</b>	0
	<b>2</b> Savings and temporary cash investments . . . . .	0	<b>2</b>	0
	<b>3</b> Pledges and grants receivable, net . . . . .	0	<b>3</b>	0
	<b>4</b> Accounts receivable, net . . . . .	17,383	<b>4</b>	0
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L . . . . .	0	<b>5</b>	0
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .	0	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net . . . . .	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use . . . . .	0	<b>8</b>	0
	<b>9</b> Prepaid expenses and deferred charges . . . . .	0	<b>9</b>	0
	<b>10a</b> Land, buildings, and equipment: cost basis <b>10a</b> . . . . .			
	<b>b</b> Less: accumulated depreciation. Complete Part VI of Schedule D <b>10b</b> . . . . .	4,435,588	<b>10c</b>	0
	<b>11</b> Investments—publicly traded securities . . . . .	0	<b>11</b>	0
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .	0	<b>12</b>	0
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .	0	<b>13</b>	0
	<b>14</b> Intangible assets . . . . .	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	38,020	<b>15</b>	0
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	5,255,332	<b>16</b>	0	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	128,321	<b>17</b>	0
	<b>18</b> Grants payable . . . . .	0	<b>18</b>	0
	<b>19</b> Deferred revenue . . . . .	0	<b>19</b>	0
	<b>20</b> Tax-exempt bond liabilities . . . . .	0	<b>20</b>	0
	<b>21</b> Escrow account liability. Complete Part IV of Schedule D . . . . .	0	<b>21</b>	0
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .	0	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable . . . . .		<b>24</b>	0
	<b>25</b> Other liabilities. Complete Part X of Schedule D . . . . .		<b>25</b>	0
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	1,524,913	<b>26</b>	0
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	3,730,419	<b>27</b>	0
	<b>28</b> Temporarily restricted net assets . . . . .	0	<b>28</b>	0
	<b>29</b> Permanently restricted net assets . . . . .	0	<b>29</b>	0
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .	0	<b>30</b>	0
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund . . . . .	0	<b>31</b>	0
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .	0	<b>32</b>	0
<b>33</b> <b>Total net assets or fund balances</b> . . . . .	3,730,419	<b>33</b>	0	
<b>34</b> <b>Total liabilities and net assets/fund balances</b> . . . . .	5,255,332	<b>34</b>	0	

**Part XI Financial Statements and Reporting**

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .		✓
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? . . . . .	✓	
<b>2c</b>	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . .	✓	
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .		✓
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? . . . . .		

**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No 1545-0047

**2008**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

Employer identification number

Hilltop Enterprises, Inc

39 1724827

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

	Yes	No

**b** If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain . . . . .

<b>1b</b>		
-----------	--	--

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? . . . . .

<b>2</b>		
----------	--	--

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- |  |  |
|--|--|
| <input type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                     |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input type="checkbox"/> Approval by the board or compensation committee |

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**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment? . . . . .
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? . . . . .
- c** Participate in, or receive payment from, an equity-based compensation arrangement? . . . . .
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

<b>4a</b>		✓
<b>4b</b>		✓
<b>4c</b>		✓

**Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization? . . . . .
- b** Any related organization? . . . . .
- If "Yes" to line 5a or 5b, describe in Part III.

<b>5a</b>		✓
<b>5b</b>		✓

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization? . . . . .
- b** Any related organization? . . . . .
- If "Yes" to line 6a or 6b, describe in Part III.

<b>6a</b>		✓
<b>6b</b>		✓

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III . . . . .

<b>7</b>		✓
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**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III . . . . .

<b>8</b>		✓
----------	--	---



**Part III** Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Area with horizontal dashed lines for supplemental information.



**Part I Liquidation, Termination, or Dissolution (continued)**

Note. If the organization distributed all of its assets during the tax year, then Form 990, Part X, column (B) should equal -0-

- 3 Did the organization distribute its assets in accordance with its governing instrument(s)? If "No," describe in Part III . . . . .
- 4a Did the organization request or receive a determination letter from EO Determinations that the organization's exempt status was terminated? . . . . .
- b (If "Yes," provide the date of the letter. ▶ ----- )
- 5a Is the organization required to notify the attorney general or other appropriate state official of its intent to dissolve, liquidate, or terminate? . . . . .
- b If "Yes," did the organization provide such notice? . . . . .
- 6 Did the organization discharge or pay all liabilities in accordance with state laws? . . . . .
- 7a Did the organization have any tax-exempt bonds outstanding during the year? . . . . .
- b Did the organization discharge or defease tax-exempt bond liabilities in accordance with the Internal Revenue Code and state laws? . . . . .
- c If "Yes," describe in Part III how the organization defeased or otherwise settled these liabilities. If "No," explain in Part III.

	Yes	No
3	✓	
4a		✓
5a	✓	
5b	✓	
6	✓	
7a		✓
7b		✓

**Part II Sale, Exchange, Disposition, or Other Transfer of More Than 25% of the Organization's Assets.** Complete this part if the organization answered "Yes" to Form 990, Part IV, line 32, or Form 990-EZ, line 36. Use Schedule N-1 if additional space is needed.

1	(a) Description of asset(s) distributed or transaction expenses paid	(b) Date of distribution	(c) Fair market value of asset(s) distributed or amount of transaction expenses	(d) Method of determining FMV for asset(s) distributed or transaction expenses	(e) EIN of recipient	(f) Name and address of recipient	(g) IRC section of recipient(s) (if tax-exempt) or type of entity
	Commercial Real Estate	6/30/09	5,071,758	Book Value	39-0806251	Marquette University P O Box 1881	501(c)(3)

- 2 Did or will any officer, director, trustee, or key employee of the organization:
  - a Become a director or trustee of a successor or transferee organization? . . . . .
  - b Become an employee of, or independent contractor for, a successor or transferee organization? . . . . .
  - c Become a direct or indirect owner of a successor or transferee organization? . . . . .
  - d Receive, or become entitled to, compensation or other similar payments as a result of the organization's significant disposition of assets? . . . . .
  - e If the organization answered "Yes" to any of the questions in this line, provide the name of the person involved and explain in Part III.

	Yes	No
2a		✓
2b		✓
2c		✓
2d		✓



**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990**

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.

▶ Attach to Form 990.

OMB No 1545-0047

**2009**

**Open to Public  
Inspection**

Name of the organization

**Hilltop Enterprises, Inc**

Employer identification number

**39 : 1724827**

990 Part VI12c: Board members are required annually to disclose possible material interests and affiliations.

990 Part VI15b: Comparable salary information from the other Jesuit schools and other universities similar to Marquette

is compiled by Human Resources. This information along with the current Marquette salaries and general performance

evaluations are are used to determine compensation.

# Related Organizations and Unrelated Partnerships

**SCHEDULE R**  
(Form 990)

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.  
▶ See separate instructions.

**2008**  
**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

Hilltop Enterprises, Inc

Employer identification number  
39 1724827

## Part I Identification of Disregarded Entities

(A) Name, address, and EIN of disregarded entity	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Total income	(E) End-of-year assets	(F) Direct controlling entity
-N/A-					

## Part II Identification of Related Tax-Exempt Organizations

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Exempt Code section	(E) Public charity status (if section 501(c)(3))	(F) Direct controlling entity
-Marquette University, PO Box 1881, Milwaukee, WI 53201-1881-	Educational	WI	501(c)(3)	School	N/A

**Part III Identification of Related Organizations Taxable as a Partnership**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Predominant income (related, investment, unrelated)	(F) Share of total income	(G) Share of end-of-year assets	(H) Disproportionate allocations?		(I) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(J) General or managing partner?
							Yes	No		
-N/A										

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust**

(A) Name, address, and EIN of related organization	(B) Primary activity	(C) Legal domicile (state or foreign country)	(D) Direct controlling entity	(E) Type of entity (C corp, S corp, or trust)	(F) Share of total income	(G) Share of end-of-year assets	(H) Percentage ownership
-N/A							

**Part V Transactions With Related Organizations**

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		Yes	No
<b>a</b>	Receipt of (i) interest (ii) annuities (iii) royalties (iv) rent from a controlled entity		
<b>b</b>	Gift, grant, or capital contribution to other organization(s)		✓
<b>c</b>	Gift, grant, or capital contribution from other organization(s)		✓
<b>d</b>	Loans or loan guarantees to or for other organization(s)		✓
<b>e</b>	Loans or loan guarantees by other organization(s)		✓
<b>f</b>	Sale of assets to other organization(s)		✓
<b>g</b>	Purchase of assets from other organization(s)		✓
<b>h</b>	Exchange of assets		✓
<b>i</b>	Lease of facilities, equipment, or other assets to other organization(s)		✓
<b>j</b>	Lease of facilities, equipment, or other assets from other organization(s)		✓
<b>k</b>	Performance of services or membership or fundraising solicitations for other organization(s)		✓
<b>l</b>	Performance of services or membership or fundraising solicitations by other organization(s)		✓
<b>m</b>	Sharing of facilities, equipment, mailing lists, or other assets		✓
<b>n</b>	Sharing of paid employees		✓
<b>o</b>	Reimbursement paid to other organization for expenses		✓
<b>p</b>	Reimbursement paid by other organization for expenses		✓
<b>q</b>	Other transfer of cash or property to other organization(s)		✓
<b>r</b>	Other transfer of cash or property from other organization(s)		✓

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

	(A) Name of other organization(s)	(B) Transaction type (a-r)	(C) Amount involved
(1)	Marquette University	I	208,354
(2)	Marquette University	A	81,124
(3)	Marquette University	R	5,071,758
(4)			
(5)			
(6)			



**HILLTOP ENTERPRISES, INC.**

**ARTICLES OF DISSOLUTION**

The undersigned officer of Hilltop Enterprises, Inc., a Wisconsin nonstock corporation, hereby adopts these ARTICLES OF DISSOLUTION, pursuant to Section 180.1403 of the Wisconsin Statutes and certifies:

1. The name of the corporation is Hilltop Enterprises, Inc.
2. The dissolution was authorized by the Board of Directors and shareholders under § 180.1402, Wis.Stats.
3. The dissolution was approved by a sufficient vote of the Board of Directors and a sufficient vote of the shareholders entitled to vote on dissolution.

Dated as of the thirtieth day of June, 2009.



Michael Whittow, President

This document was drafted by:

Douglas O. Smith  
Associate General Counsel  
Marquette University  
O'Hara Hall 015  
P.O. Box 1881  
Milwaukee, WI 53201-1881

## Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box  ▶
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).  
**Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only  ▶

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

<b>Type or print</b>	Name of Exempt Organization <b>Hilltop Enterprises, Inc</b>	Employer identification number <b>39 1724827</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>915 W. Wisconsin Ave</b>	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Milwaukee, WI 53233</b>	

**Check type of return to be filed** (file a separate application for each return):

- |  |   |                                    |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **Mr. Dennis J. Butler**

Telephone No ▶ ( **414** ) **288-7933** FAX No. ▶ ( **414** ) **288-3104**

- 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 will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **Feb. 15**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year 20\_\_\_\_\_ or  
 ▶  tax year beginning **July 1**, 20**08**, and ending **June 30**, 20**09**.

2 If this tax year is for less than 12 months, check reason.  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>3a</b>	\$	<b>0</b>
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	<b>3b</b>	\$	<b>0</b>
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	<b>0</b>

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- 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.** Only file the original (no copies needed).

<b>Type or print</b>  File by the extended due date for filing the return See instructions	Name of Exempt Organization <b>Hilltop Enterprises, Inc</b>	Employer identification number <b>39 : 1724827</b>
	Number, street, and room or suite no. If a P.O. box, see instructions <b>915 W. Wisconsin Ave</b>	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>Milwaukee, WI 53233</b>	

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

- |  |   |                                      |                                    |
|--|---|--------------------------------------|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-PF                              | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 5227   |                                    |

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

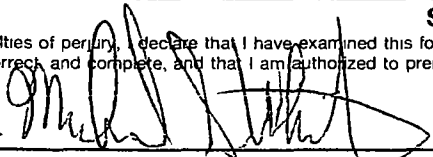
- The books are in the care of **Mr. Dennis J. Butler**  
 Telephone No. **( 414 ) 288-7933** FAX No. **( 414 ) 288-3104**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group 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.

- I request an additional 3-month extension of time until \_\_\_\_\_, 20\_\_\_\_\_.
- For calendar year \_\_\_\_\_, or other tax year beginning **July 1**, 20**08**, and ending **June 30**, 20**09**.
- If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period
- State in detail why you need the extension \_\_\_\_\_

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	<b>8a</b> \$ <b>0</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	<b>8b</b> \$ <b>0</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>8c</b> \$ <b>0</b>

**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  Title **President** Date **11/11/09**