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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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 10/01/08 , and ending 9/30/09

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
FRANK G. & FRIEDA K. BROTZ FAMILY FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
3518 LAKESHORE ROAD

City or town, state, and ZIP code
SHEBOYGAN WI 53083

A Employer identification number
39-6060552

B Telephone number (see page 10 of the instructions)
920-458-2121

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 21,552,744

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see pg 11 of the instructions))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	4,308	4,308		
	4	Dividends and interest from securities	618,690	618,690		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	-2,974,057			
	b	Gross sales price for all assets on line 6a 15,994,204				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 2	-22,415	-43,636		
	12	**Total.** Add lines 1 through 11	-2,373,474	579,362	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 3	107,761	107,761		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 4	5,462			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 5	1,898			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	115,121	107,761		0
	25	Contributions, gifts, grants paid	1,344,750			1,344,750
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,459,871	107,761	0	1,344,750
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses & disbursements**	-3,833,345			
	b	**Net investment income** (if negative, enter -0-)		471,601		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	1,770,742	1,961,279	1,961,277
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U.S. and state government obligations (attach schedule)			
b	Investments—corporate stock (attach schedule)			
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
12	Investments—mortgage loans			
13	Investments—other (attach schedule) SEE STATEMENT 6	21,745,394	17,721,512	19,591,467
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	23,516,136	19,682,791	21,552,744
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)	0	0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
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	23,516,136	19,682,791	
30	**Total net assets or fund balances** (see page 17 of the instructions)	23,516,136	19,682,791	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	23,516,136	19,682,791	

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	23,516,136
2	Enter amount from Part I, line 27a	2	-3,833,345
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	19,682,791
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	19,682,791

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 STATEMENT 1			
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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2

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

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))
2007	1,509,354	24,382,147	0.061904
2006	1,349,874	25,507,214	0.052921
2005	1,451,250	24,081,894	0.060263
2004	1,128,460	23,446,452	0.048129
2003	1,107,563	22,106,955	0.050100

2 **Total** of line 1, column (d)	2	0.273317
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	0.054663
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	18,453,101
5 Multiply line 4 by line 3	5	1,008,702
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,716
7 Add lines 5 and 6	7	1,013,418
8 Enter qualifying distributions from Part XII, line 4	8	1,344,750

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)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling letter (attach copy of ruling letter if necessary—see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,716
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	4,716
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,716
6	Credits/Payments				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	21,221		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	15,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	36,221
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	31,505
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 31,505 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)		11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		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 ▶ FOUNDATION SECRETARY Telephone no ▶ 920-458-2121
3518 LAKESHORE ROAD
Located at ▶ SHEBOYGAN, WI ZIP+4 ▶ 53083

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	N/A	1c		
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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20				
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 20 of the instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 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
STUART W BROTZ 3518 LAKESHORE ROAD	SHEBOYGAN WI 53083	PRESIDENT 5	0	0	0
RALPH R BROTZ 3518 LAKESHORE ROAD	SHEBOYGAN WI 53083	SECRETARY 1	0	0	0
ADAM T BROTZ 3518 LAKESHORE ROAD	SHEBOYGAN WI 53083	TRUSTEE 2	0	0	0
ROLAND M NEUMANN 607 N 8TH STREET	SHEBOYGAN WI 53081	TRUSTEE 1	0	0	0

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 ▶

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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 ▶

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 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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 N/A	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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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	17,503,699
b	Average of monthly cash balances	1b	1,230,414
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	18,734,113
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	18,734,113
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	281,012
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,453,101
6	**Minimum investment return.** Enter 5% of line 5	6	922,655

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	922,655
2a	Tax on investment income for 2008 from Part VI, line 5	2a	4,716		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,716
3	Distributable amount before adjustments Subtract line 2c from line 1			3	917,939
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	917,939
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	917,939

Part XII Qualifying Distributions (see page 25 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	1,344,750
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,344,750
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	4,716
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,340,034

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

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

		(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7					917,939
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only					
b Total for prior years 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2008					
a From 2003	23,058				
b From 2004					
c From 2005	276,532				
d From 2006	103,913				
e From 2007	327,115				
f **Total** of lines 3a through e		730,618			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 1,344,750					
a Applied to 2007, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)					
d Applied to 2008 distributable amount					917,939
e Remaining amount distributed out of corpus		426,811			
5 Excess distributions carryover applied to 2008 (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		1,157,429			
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 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions					
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					0
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 2003 not applied on line 5 or line 7 (see page 27 of the instructions)		23,058			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		1,134,371			
10 Analysis of line 9					
a Excess from 2004					
b Excess from 2005	276,532				
c Excess from 2006	103,913				
d Excess from 2007	327,115				
e Excess from 2008	426,811				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 27 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))

N/A

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

N/A

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

Check here ▶ ☐ 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 9

b The form in which applications should be submitted and information and materials they should include

SEE STATEMENT 9

c Any submission deadlines

SEE STATEMENT 9

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

SEE STATEMENT 9

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year GRANTS PAID SEE STATEMENT 8				1,344,750
Total			▶ 3a	1,344,750
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	4,308	
4 Dividends and interest from securities			14	618,690	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	-2,974,057	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SEE STATEMENT 7				-22,415	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		-2,373,474	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -2,373,474

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
N/A	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Stuart W. Brotz — 8-12-10 — President

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date 8/12/10	Check if self-employed ☐	Preparer's identifying number (see Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN ▶	Phone no

DAA

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
725SH LOREAL CO	VARIOUS	1/09/09	PURCHASE $ 12,513	$ 15,430	$	$	$ -2,917
2135SH MITSUBISHI FIN GRP	VARIOUS	1/09/09	PURCHASE 12,981	16,931			-3,950
615SH VODAPHONE GR	VARIOUS	1/09/09	PURCHASE 13,419	16,304			-2,885
230SH AFLAC	VARIOUS	1/09/09	PURCHASE 10,529	14,044			-3,515
190SH AIR PRODUCTS	VARIOUS	1/09/09	PURCHASE 11,038	18,165			-7,127
130SH APPLE	VARIOUS	1/09/09	PURCHASE 12,174	22,270			-10,096
590SH ARCHER DANIELS MIDLAND	VARIOUS	1/09/09	PURCHASE 16,809	17,449			-640
348SH BANK OF AMERICA	VARIOUS	1/09/09	PURCHASE 4,997	8,820			-3,823
315SH BAXTER INTL	VARIOUS	1/09/09	PURCHASE 16,991	20,520			-3,529
230SH BOEING	VARIOUS	1/09/09	PURCHASE 10,538	14,744			-4,206
740SH CONAGRA FOODS	VARIOUS	1/09/09	PURCHASE 12,395	14,543			-2,148
270SH CONOCOPHILLIPS	VARIOUS	1/09/09	PURCHASE 15,136	24,214			-9,078
230SH DEERE & CO	VARIOUS	1/09/09	PURCHASE 10,258	15,650			-5,392
205SH DIAGEO PLC	VARIOUS	1/09/09	PURCHASE 11,779	14,710			-2,931
405SH DOMINION RESOURCES	VARIOUS	1/09/09	PURCHASE 14,572	18,611			-4,039
605SH EAST WEST BANC	VARIOUS	1/09/09	PURCHASE 8,692	4,600			4,092
290SH ELI LILY	VARIOUS	1/09/09	PURCHASE 11,388	13,661			-2,273
1170SH EMC CORP	VARIOUS	1/09/09	PURCHASE 13,186	16,230			-3,044

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold (Description)	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
280SH FPL GROUP	VARIOUS	1/09/09	PURCHASE	$ 14,249	$ 14,822	$	$	$ -573
590SH GENTEX	VARIOUS	1/09/09	PURCHASE	5,373	6,963			-1,590
565SH HOME DEPOT	VARIOUS	1/09/09	PURCHASE	14,148	13,410			738
290SH HOSPIRA	VARIOUS	1/09/09	PURCHASE	7,778	11,157			-3,379
160SH IBM	VARIOUS	1/09/09	PURCHASE	14,235	19,259			-5,024
435SH JPMORGAN CHASE	VARIOUS	1/09/09	PURCHASE	12,963	15,541			-2,578
280SH KELLOGG CO	VARIOUS	1/09/09	PURCHASE	12,431	13,910			-1,479
480SH MOLEX INC	VARIOUS	1/09/09	PURCHASE	6,651	10,746			-4,095
250SH MORGAN STANLEY	VARIOUS	1/09/09	PURCHASE	4,755	9,000			-4,245
200SH NORTHROP GRUMMAN	VARIOUS	1/09/09	PURCHASE	9,634	13,288			-3,654
940SH ORACLE	VARIOUS	1/09/09	PURCHASE	17,249	19,780			-2,531
290SH JCPENNEY	VARIOUS	1/09/09	PURCHASE	6,429	10,673			-4,244
230SH POLO RALPH LAUREN	VARIOUS	1/09/09	PURCHASE	10,784	10,062			722
535SH SAFEWAY	VARIOUS	1/09/09	PURCHASE	12,198	15,242			-3,044
1215SH SYNOVOUS	VARIOUS	1/09/09	PURCHASE	8,699	10,629			-1,930
545SH TEXAS INSTRUMENTS	VARIOUS	1/09/09	PURCHASE	8,894	14,598			-5,704
270SH THOMAS & BETTS	VARIOUS	1/09/09	PURCHASE	6,853	9,531			-2,678
1065SH TIME WARNER	VARIOUS	1/09/09	PURCHASE	11,598	15,665			-4,067

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Whom Sold (Description)	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
225SH UNIVERSAL HEALTH	VARIOUS	1/09/09	$ 8,660	PURCHASE	$ 14,378	$	$	$ -5,718
550SH WEATHERFORD INTL	VARIOUS	1/09/09	7,634	PURCHASE	22,919			-15,285
330SH ZIONS BANCORP	VARIOUS	1/09/09	8,095	PURCHASE	8,830			-735
341582.03SH NORTHERN TR BOND INDX	VARIOUS	12/10/08	3,429,484	PURCHASE	3,419,252			10,232
50336.54SH NORTHERN GLOBAL REAL EST	VARIOUS	12/10/08	249,166	PURCHASE	571,343			-322,177
3710SH BARCLAYS COMMODITY INDX	VARIOUS	12/10/08	122,430	PURCHASE	200,012			-77,582
(K-1) NORTHERN TR PZENA 20-0665118	VARIOUS	VARIOUS		PURCHASE	173,737			-173,737
(K-1) NORTHERN TR PZENA 20-0665118	VARIOUS	VARIOUS		PURCHASE	379,357			-379,357
(K-1) NORTHERN TR KEELEY 52-2082267	VARIOUS	VARIOUS		PURCHASE	6,180			-6,180
(K-1) NORTHERN TR KEELEY 52-2082267	VARIOUS	VARIOUS		PURCHASE	4,277			-4,277
(K-1) NORT TR FIRST STATE 20-4432413	VARIOUS	VARIOUS		PURCHASE	17,994			-17,994
(K-1) NORT TR FIRST STATE 20-4432413	VARIOUS	VARIOUS		PURCHASE	57,749			-57,749
(K-1) NORTHERN TR MARSICO 51-0378959	VARIOUS	VARIOUS		PURCHASE	385,561			-385,561
(K-1) NORTHERN TR MARSICO 51-0378959	VARIOUS	VARIOUS		PURCHASE	96,196			-96,196
(K-1) NORTHERN TR SASCO 20-2580154	VARIOUS	VARIOUS		PURCHASE	7,573			-7,573
(K-1) NORTHERN TR SASCO 20-2580154	VARIOUS	VARIOUS		PURCHASE	13,615			-13,615
(K-1)NORT TR STONE HARBOR 20-8394417	VARIOUS	VARIOUS		PURCHASE	76,217			-76,217
(K-1)NORT TR STONE HARBOR 20-8394417	VARIOUS	VARIOUS		PURCHASE	121,337			-121,337

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description / Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
(K-1)NOR TR VAUGHAN NELSON 20-591014	VARIOUS	VARIOUS	PURCHASE	$	$ 3,274	$	$	$ -3,274
(K-1)NOR TR VAUGHAN NELSON 20-591014	VARIOUS	VARIOUS	PURCHASE		1,363			-1,363
(K-1) NORTHER TR WALL ST 30-0110111	VARIOUS	VARIOUS	PURCHASE		36,224			-36,224
(K-1) NORTHER TR WALL ST 30-0110111	VARIOUS	VARIOUS	PURCHASE		36,155			-36,155
(K-1) NORTHERN TR CRM 20-2580104	VARIOUS	VARIOUS	PURCHASE		21,121			-21,121
(K-1) NORTHERN TR CRM 20-2580104	VARIOUS	VARIOUS	PURCHASE		7,601			-7,601
(K-1) NORT TR ALTRINSIC 52-2082265	VARIOUS	VARIOUS	PURCHASE		37,071			-37,071
(K-1) NORT TR ALTRINSIC 52-2082265	VARIOUS	VARIOUS	PURCHASE		191,716			-191,716
(K-1) NORTHERN TR AXIOM 26-2212988	VARIOUS	VARIOUS	PURCHASE		365,196			-365,196
(K-1) NORTHERN TR AXIOM 26-2212988	VARIOUS	VARIOUS	PURCHASE	23,898				23,898
(K-1) NORTHER TR BLAIR 52-2082269	VARIOUS	VARIOUS	PURCHASE		1,080			-1,080
(K-1) NORTHER TR BLAIR 52-2082269	VARIOUS	VARIOUS	PURCHASE		153			-153
1040000SH MAF HIGH YIELD INCOME FUND	VARIOUS	VARIOUS	PURCHASE	790,521	1,040,000			-249,479
14038.877SH MAINSTAY S&P 500	VARIOUS	8/06/09	PURCHASE	325,000	294,419			30,581
42980.562SH MAINSTAY S&P 500	VARIOUS	8/06/09	PURCHASE	995,000	901,375			93,625
5183.585SH MAINSTAY S&P 500	VARIOUS	8/06/09	PURCHASE	120,000	108,708			11,292
22177.419SH MAINSTAY S&P 500	VARIOUS	9/17/09	PURCHASE	550,000	465,098			84,902
4812.32SH MAINSTAY INDEXED BOND FD	VARIOUS	11/03/08	PURCHASE	50,000	51,372			-1,372

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received					
Whom Sold	Date Acquired	Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss	
3690.037SH MAINSTAY INDEXED BOND FD			PURCHASE					
	VARIOUS	12/01/08	$ 40,000	$ 39,393	$	$	$ 607	
8968.61SH MAINSTAY INDEXED BOND FD			PURCHASE					
	VARIOUS	7/13/09	100,000	98,272			1,728	
10869.565SH MAINSTAY HIGH YIELD CORP			PURCHASE					
	VARIOUS	11/03/08	50,000	64,448			-14,448	
35211.268SH MAINSTAY HIGH YIELD CORP			PURCHASE					
	VARIOUS	3/09/09	150,000	180,514			-30,514	
122789.784SH MAINSTAY HIGH YIELD COR			PURCHASE					
	VARIOUS	7/13/09	625,000	628,205			-3,205	
49533.71SH MAINSTAY HIGH YIELD CORP			PURCHASE					
	VARIOUS	8/06/09	265,000	253,479			11,521	
52894.212SH VANGUARD TOTAL INTL			PURCHASE					
	VARIOUS	4/06/09	530,000	629,891			-99,891	
86065.574SH VANGUARD TOTAL INTL			PURCHASE					
	VARIOUS	6/04/09	1,050,000	1,024,912			25,088	
24436.09SH VANGUARD TOTAL INTL			PURCHASE					
	VARIOUS	8/06/09	325,000	290,997			34,003	
15432.099SH VANGUARD SMALL CAP IDX			PURCHASE					
	VARIOUS	10/03/08	400,000	475,324			-75,324	
2656.748SH VANGUARD SMALL CAP INDX			PURCHASE					
	VARIOUS	4/06/09	50,000	51,591			-1,591	
18862.912SH VANGUARD SMALL CAP INDX			PURCHASE					
	VARIOUS	4/06/09	355,000	366,299			-11,299	
7525.87SH VANGUARD SMALL CAP INDX			PURCHASE					
	VARIOUS	5/07/09	160,000	146,145			13,855	
30477.759SH VANGUARD SMALL CAP INDX			PURCHASE					
	VARIOUS	8/06/09	740,000	618,955			121,045	
4612.546SH VANGUARD SMALL CAP INDX			PURCHASE					
	VARIOUS	9/17/09	125,000	93,673			31,327	
2623.754SH VANGUARD MID CAP INDX			PURCHASE					
	VARIOUS	5/07/09	150,000	173,147			-23,147	
612.209SH VANGUARD MID CAP INDX			PURCHASE					
	VARIOUS	5/07/09	35,000	40,401			-5,401	
9874.048SH VANGUARD MID CAP INDX			PURCHASE					
	VARIOUS	8/06/09	635,000	651,607			-16,607	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description: Whom Sold	Description: Date Acquired	Description: Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
2107.63SH VANGUARD MID CAP INDX	VARIOUS	9/17/09	PURCHASE	$ 150,000	$ 139,087	$	$	$ 10,913
13901.761SH VANGUARD TIPS	VARIOUS	11/03/08	PURCHASE	300,000	343,962			-43,962
17377.201SH VANGUARD TIPS	VARIOUS	11/03/08	PURCHASE	375,000	429,952			-54,952
2972.108SH VANGUARD TIPS	VARIOUS	12/01/08	PURCHASE	65,000	73,537			-8,537
52126.2SH VANGUARD TIPS	VARIOUS	12/01/08	PURCHASE	1,140,000	1,289,722			-149,722
27802.893SH VANGUARD TIPS	VARIOUS	12/02/08	PURCHASE	615,000	687,908			-72,908
20905.923SH VANGUARD TIPS	VARIOUS	1/12/09	PURCHASE	480,000	517,215			-37,215
			PURCHASE					
TOTAL				$ 15,994,204	$ 18,968,261	$ 0	$ 0	$ -2,974,057

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
PREVIOUS YEAR TAX OVERPAYMENT	$ 21,221	$	$
NORTH TR DRIEHAUS 52-2082287	-674	-674	
NORTH TR DRIEHAUS 52-2082287	-28,815	-28,815	
NORTH TR ALTRINSIC 52-2082265	-5,713	-5,713	
NORTH TR AXIOM 13-4021938	-3,095	-3,095	
NORTH TR STON HARB 20-8394417	-3,638	-3,638	
NORTH TR FIRST ST 20-4432413	-1,796	-1,796	
STOCK LITIGATION PROCEEDS	95	95	
TOTAL	$ -22,415	$ -43,636	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES NORTHERN TRUST	$ 79,336	$ 79,336	$	$
INVESTMENT FEES NYLIM	22,847	22,847		
NORTHERN TRUST ADMINISTRATIVE FE	5,578	5,578		
TOTAL	$ 107,761	$ 107,761	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES - NORTHERN TRUST	$ 5,462	$	$	$
TOTAL	$ 5,462	$ 0	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
FEES AND MISCELLANEOUS	1,898			
TOTAL	$ 1,898	$ 0	$ 0	$ 0

Statement 6 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MAINSTAY INDEXED BOND FUND	$ 317,198	$ 3,151,077		$ 3,237,956
MAINSTAY HIGH YIELD CORP BD FUND	1,230,174	996,953		1,072,565
MAINSTAY S&P 500 INDEX FUND	1,456,472	6,497,570		7,624,803
VANGUARD TOTAL INTL STOCK FUND	1,356,625	1,130,216		1,357,195
VANGUARD SMALL CAP INDEX	550,810	608,523		799,745
VANGUARD MID CAP INDEX	981,754	1,251,487		1,335,461
VANGUARD INFLATION PROTECTED SEC	5,199,083	4,085,686		4,163,742
NORTHERN TRUST SECURITIES INVESTMENT	6,199,840			
NORTHERN TRUST BONDS	4,453,438			
TOTAL	$ 21,745,394	$ 17,721,512		$ 19,591,467

Statement 7 - Form 990-PF, Part XVI-A, Line 11 - Other Revenue

Description	Business Code	Unrelated Amount	Exclusion Code	Exclusion Amount	Related Income
PREVIOUS YEAR TAX OVERPAYME		$	14	$ 21,221	$
NORTH TR DRIEHAUS 52-208228			14	-674	
NORTH TR DRIEHAUS 52-208228			14	-28,815	
NORTH TR ALTRINSIC 52-20822			14	-5,713	
NORTH TR AXIOM 13-4021938			14	-3,095	
NORTH TR STON HARB 20-83944			14	-3,638	
NORTH TR FIRST ST 20-443241			14	-1,796	
STOCK LITIGATION PROCEEDS			14	95	
TOTAL		$ 0		$ -22,415	$ 0

Frank G. & Frieda K. Brotz Family Foundation, Inc.

Grants made FYE 9/30/2009

NAME	AMOUNT	DATE	PURPOSE	Address
American Red Cross	1,000.00	5/22/2009	Putt for Red Cross fundraiser	Sheboygan, WI 53081
Archdiocese of Milwaukee	2,000 00	6/3/2009	Sheboygan Awareness Parties expenses	Milwaukee, WI 53201
Archdiocese of Milwaukee	100,000 00	10/16/2008	Pledge 1 of 5-Faith in Our Future Campaign	Milwaukee, WI 53201
Bay-Lakes Council-Boy Scouts of America	5,000 00	5/22/2009	Continued support	Appleton, WI 54912
Big Brothers & Big Sisters of Sheb. Cty.	10,000.00	12/16/2008	Continued support	Sheboygan, WI 53081
Boys & Girls Club of Sheboygan County	10,000.00	12/16/2008	Continued support	Sheboygan, WI 53081
Camp Evergreen	5,000 00	9/15/2009	Continued support	Sheboygan, WI 53081
Catholic Charities of Sheboygan	25,000.00	12/16/2008	Pledge 1 of 4-Support Sheb. Cty. Programs	Sheboygan, WI 53081
Catholic Stewardship Appeal	25,000 00	7/15/2009	Continued support	Milwaukee, WI 53203
Children's Hospital Foundation	50,000 00	12/16/2008	Pledge 3 of 7-Brotz Chapel	Milwaukee, WI 53201
Christ Child Academy	25,000 00	5/22/2009	Pledge 1 of 2-Construction of 4 classrooms	Sheboygan, WI 53081
Circle of Friends	10,000 00	5/22/2009	Continued support	Sheboygan, WI 53081
Edgewood College	10,000 00	9/15/2009	Annual Scholarship Fund	Madison, WI 53711
Environmental Park Trust of Sheb County	25,000 00	10/16/2008	Pledge 4 of 5-Brotz Ecology Hall	Sheboygan, WI 53083
Family Resource Center of Sheb. Cty	5,000 00	5/22/2009	Great Start 5 Tutoring Training Program	Sheboygan, WI 53081
Foundation for Religious Retirement	1,000 00	9/15/2009	Continued support	St Francis, WI 53235
Friends of St. Nicholas Hospital	10,000 00	9/16/2009	In Honor of Mary Brasseaux's Retirement	Sheboygan, WI 53081
Friends of St. Nicholas Hospital	100,000 00	10/16/2008	Pledge 5 of 5-Endowment Fund for Charity Care	Sheboygan, WI 53081
Girl Scounts of America-Manitou Council	20,000 00	5/22/2009	Required dam repairs to Mullet River	Sheboygan, WI 53083
Great Lakes Spaceport Ed Fdn.	10,000 00	4/20/2009	Rockets for Schools program	Sheboygan, WI 53081
Great Marriages for Sheboygan County	500.00	9/15/2009	Continued support	Sheboygan, WI 53081
Guide Dog Foundation	500 00	9/15/2009	Continued support	Smithtown, NY 11787
Immaculate Conception Parish	2,500 00	12/16/2008	Build homes in Reynosa, Mexico	Sheboygan, WI 53081
Junior Achievement	500 00	5/22/2009	2008-09 Progamming requests for Sheb. Cty. Schools	Sheboygan, WI 53081
Kohler School District Foundation	40,000 00	1/22/2009	Pledge 1 of 3-Distance Learning Lab	Kohler, WI 53044
Lake Country Academy	125,000 00	10/16/2008	Pledge 2 of 2-Charter status & budget deficit	Sheboygan, WI 53083
Lakeland College	50,000 00	6/17/2009	Annual Fund Drive	Sheboygan, WI 53082
Lakeland College	21,000.00	6/3/2009	Movers & Shakers Gala Auction	Sheboygan, WI 53082
Lakeland College	10,000 00	5/21/2009	Movers & Shakers Gala	Sheboygan, WI 53082
Lakeland College	25,000 00	2/6/2009	2009 Sponsorship Movers & Shakers Gala	Sheboygan, WI 53082
Lakeshore Chorale	1,000 00	5/22/2009	Continued support	Sheboygan Falls, WI 53085
Lakeshore Technical College	5,000 00	5/22/2009	Continued support	Cleveland, WI 53015
Marian College	10,000.00	5/22/2009	Scholarships or IGNITE Program	Fond du Lac, WI 54935
Marquette University Law School	100,000 00	10/16/2008	Pledge 1 of 5-New law school facility	Milwaukee, WI 53201
Meals on Wheels of Sheb Cty	10,000 00	12/16/2008	Continued support	Sheboygan, WI 53081
Medical College of Wisconsin, Inc	25,000 00	10/16/2008	Pledge 5 of 5-Annual Fund for Excellence	Milwaukee, WI 53226
Plymouth Arts Center	5,000 00	5/22/2009	Purchase microphones for Mill Street Guild	Plymouth, WI 53073
Rainbow Kids	1,000 00	5/22/2009	Continued support	Sheboygan, WI 53081
Rawhide, Inc	2,500 00	9/15/2009	Youth Education Project for Starr Academy	New London, WI 54961

NAME	AMOUNT	DATE	PURPOSE	Address
Riveredge Nature Center, Inc.	1,000 00	9/15/2009	Continued support	Newburg, WI 53060
Roncalli High School	10,000 00	10/16/2008	Pledge 3 of 5-Upgrading school buses	Manitowoc, WI 54220
Safe Harbor Domestic Abuse Shelter	10,000 00	9/15/2009	Continued support	Sheboygan, WI 53081
Saint Norbert College	10,000 00	12/16/2008	Pledge 4 or 5-Strategic Funding Initiative	De Pere, WI 54115
Salvation Army	5,000.00	12/16/2008	Continued support	Sheboygan, WI 53081
Sea Scout Ship 50 Foundation, Ltd.	1,000.00	9/23/2009	Continued support	Sheboygan, WI 53081
Sharon S Richardson Hospice Home	50,000 00	10/16/2008	Pledge 5 of 7-Building campaign	Sheboygan Falls, WI 53085
Sheboygan Area Lutheran High School	25,000.00	5/22/2009	Pledge 4 of 5-Leading the Way Capital Campaign	Sheboygan, WI 53081
Sheboygan Area School District	500 00	5/22/2009	Summer Playground Partnership	Sheboygan, WI 53081
Sheboygan Arts Foundation, Inc.	50,000.00	10/16/2008	Pledge 3 of 5-Continuing support	Sheboygan, WI 53081
Sheboygan County Aviation	10,000 00	5/22/2009	Annual Fund for Aviation High School Class	Sheboygan Falls, WI 53085
Sheboygan County Aviation	50,000.00	11/11/2008	Pledge 1 of 6-Educational programs-unrestricted	Sheboygan Falls, WI 53085
Sheboygan County Christian High School	10,000 00	12/16/2008	2008-09 Annual Drive	Sheboygan, WI 53081
Sheboygan County Historical Society	25,000 00	10/16/2008	Pledge 1 of 4-Exhibit Restoration Center	Sheboygan, WI 53081
Sheboygan County Humane Society	1,500 00	12/16/2008	Continued support	Sheboygan, WI 53083
Sheboygan County Interfaith Organization	10,000.00	5/22/099	Bridgeway & Beyond Transitional Living Program	Sheboygan, WI 53081
Sheboygan County YMCA	6,000.00	5/22/2009	Purchase John Deere Gator for Camp Y-Koda	Sheboygan, WI 53081
Sheboygan County YMCA	10,000 00	12/16/2008	Partner with Youth and Camp Y-Koda	Sheboygan, WI 53081
Sheboygan Downtown Rotary Club a/k/a Sheboygan Rotary Club Fdn	5,000 00	6/5/2009	Taylor Hills Park renovation project	Sheboygan, WI 53081
Sheboygan Food Pantry	5,000.00	12/16/2008	Continued support	Sheboygan, WI 53081
Sheboygan Symphony Orchestra	7,500 00	9/15/2009	Continued support	Sheboygan, WI 53081
Sheboygan Symphony Orchestra	7,500 00	12/16/2008	Continued support	Sheboygan, WI 53081
Sheboygan Theater Company	1,000.00	5/22/2009	Continued support	Sheboygan, WI 53081
Sheboygan Youth Sailing Club, Inc.	25,000.00	10/9/2008	Matching Grant to Support Fundraising Efforts	Sheboygan, WI 53081
Silver Lake College	5,000.00	5/22/2009	Brotz Endowment Fund	Manitowoc, WI 54220
Society of Saint Vincent DePaul	25,000 00	5/22/2009	Pledge 7 of 8-School Tuition Assistance Program	Sheboygan, WI 53083
Society of Saint Vincent DePaul	7,500.00	12/16/2008	Continued support	Sheboygan, WI 53083
Special Olympics Wisconsin NE	250 00	9/15/2009	Bocce Ball Tournament	Madison, WI 53716
Theater for Young Audiences	2,500 00	9/15/2009	Continued support	Sheboygan, WI 53081
Unity Walk/Run	2,500.00	4/1/2009	3rd Annual Unity Walk/Run-Catholic Schools	Sheboygan, WI 53081
University of Wisconsin-Sheboygan	5,000.00	7/9/2009	Science Scholarships	Sheboygan, WI 53081
University of Wisconsin-Sheboygan	2,500 00	2/20/2009	Science Scholarships	Sheboygan, WI 53081
Weill Center Foundation, Inc	50,000 00	10/16/2008	Pledge 3 of 4 - in support of Stefanie H Weill Center	Sheboygan, WI 53081
Wisconsin Foundation for Independent Colleges	10,000.00	9/15/2009	Continued support	Fond du Lac, WI 54935
Wisconsin Maritime Museum, Inc	10,000.00	5/22/2009	Continued support	Manitowoc, WI 54220
Wisconsin Right to Life Education Fund	5,000.00	9/15/2009	Continued support	Milwaukee, WI 53226
TOTAL	1,344,750.00			

FRANK G. & FRIEDA K. BROTZ
FAMILY FOUNDATION, INC.
2008 FORM 990-PF
EIN: 39-6060552

STATEMENT 9

Page 10, Part XV, Item 2

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

a.) The name, address, and telephone number of the person to whom applications should be addressed:

Frank G. & Frieda K. Brotz Family Foundation, Inc.
Attention: Grants Committee
3518 Lakeshore Road
Sheboygan, Wisconsin 53083
Telephone: 920-458-2121

b.) The form in which applications should be submitted and information and materials they should include:

A written letter giving details of the applicant, its purpose, its intended use of any grant, evidence that shows the applicant is qualified under Section 170(c) of the Internal Revenue Code.

c.) Any submission deadlines:

None, the grants committee of this private foundation meets periodically.

d.) Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

This private foundation's grants are made to public supported Section 170(c) Internal Revenue Code qualified organizations; primarily in Wisconsin. No grants to individuals or organizations that require "expenditure responsibility under Treasury Regulations".

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
U.S. BANK CHECKING	$ 152		14	
U.S. BANK MONEY MARKET	976		14	
MAINSTAY CASH RESERVE	3,180		14	
TOTAL	$ 4,308			

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code
NORTHERN TR AXIOM 13-4021938	$ 15,106		14	
NORTHERN TR CRM 20-2580104	1,670		14	
NORTHERN TR KEELEY 52-2082267	444		14	
NORTHERN T MARSICO 51-0378959	24,962		14	
NORTHERN TR PZENA 20-0665118	33,301		14	
NORTHERN TR SASCO 20-2580154	1,754		14	
NORTHERN T WALL ST 33-0238287	861		14	
NORTHERN ALTRINSIC 52-2082265	26,183		14	
NORTHERN TR BLAIR 52-2082269	81		14	
NORTHERN TR FIRST ST 20-44324	4,905		14	
NORTHERN TR VAUG N 20-5910144	499		14	
NORTHERN ST HARBOR 20-8394417	89,125		14	
MAINSTAY S&P 500 INDEX	70,700		14	
VANGUARD TOTAL INTERNATIONAL	54,391		14	
VANGUARD SMALL CAP INDEX	19,699		14	
VANGUARD MID CAP INDEX	28,974		14	
MAINSTAY INDEXED BOND FD	72,916		14	
MAINSTAY HI YLD CORP BOND FD	133,425		14	
VANGUARD TIPS	3,897		14	
NORTHERN TRUST METWEST DIV	3,154		14	
NORTHERN TR BONDS TAX AS INT	30,487		14	
NORTHERN TR MM TAXED AS INT	2,156		14	
TOTAL	$ 618,690			

Form **8868** (Rev April 2009)

Department of the Treasury
Internal Revenue Service

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 ▶ [X]
- 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 and click on e-file for Charities & Nonprofits

Type or print
File by the due date for filing your return See instructions

Name of Exempt Organization
FRANK G. & FRIEDA K. BROTZ
FAMILY FOUNDATION, INC.

Employer identification number
39-6060552

Number, street, and room or suite no If a P O box, see instructions
3518 LAKESHORE ROAD

City, town or post office, state, and ZIP code For a foreign address, see instructions
SHEBOYGAN WI 53083

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

[ ] Form 990
[ ] Form 990-BL
[ ] Form 990-EZ
[X] Form 990-PF
[ ] Form 990-T (corporation)
[ ] 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

- The books are in the care of ▶ FOUNDATION SECRETARY

Telephone No ▶ 920-458-2121 FAX No ▶ 920-451-3805

- 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 5/15/10 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [ ] calendar year or
▶ [X] tax year beginning 10/01/08 , and ending 9/30/09

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	3a	$	36,221
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	3b	$	21,221
c	**Balance Due.** 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	3c	$	15,000

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 ▶ [X]

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).

Type or print File by the extended due date for filing the return See instructions		
	Name of Exempt Organization FRANK G. & FRIEDA K. BROTZ FAMILY FOUNDATION, INC.	Employer identification number 39-6060552
	Number, street, and room or suite no If a P O box, see instructions. 3518 LAKESHORE ROAD	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SHEBOYGAN WI 53083	

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

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] 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 ▶ FOUNDATION SECRETARY

  Telephone No. ▶ 920-458-2121 FAX No ▶ 920-451-3805

- 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 8/15/10

5 For calendar year ______ , or other tax year beginning 10/01/08 , and ending 9/30/09 .

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

ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	$ 10,000
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.	8b	$ 36,221
c	**Balance Due.** 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	8c	$ 0

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 ▶ Stuart W. Brotz Title ▶ PRESIDENT Date ▶ 5/07/10

DAA