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

2008

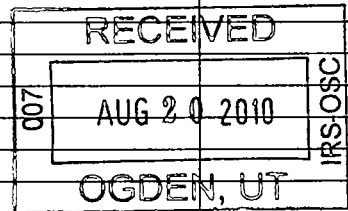
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2008**, or tax year beginning **10/01**, 2008, and ending **09/30**, 2009

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 DANIEL BADER CHARITABLE TRUST		A Employer identification number 39-6516314
	Number and street (or P O box number if mail is not delivered to street address) 777 EAST WISCONSIN AVENUE	Room/suite 3600	B Telephone number (see page 10 of the instructions) (414) 297-5729
	City or town, state, and ZIP code MILWAUKEE, WI 53202-5306		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 20,163,913.		(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 page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B. <input type="checkbox"/>	1,781,000.			
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments	21,095.	21,095.		
	4 Dividends and interest from securities	505,990.	503,835.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-2,395,763.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	-6,291.	-6,907.			
12 Total. Add lines 1 through 11	-93,969.	518,023.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	84,750.	63,563.		21,187.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	10,207.	7,655.		2,552.
	b Accounting fees (attach schedule)	8,223.			8,223.
	c Other professional fees (attach schedule)	83,429.	83,429.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	9,425.	9,404.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,674.			6,674.
	22 Printing and publications				
	23 Other expenses (attach schedule)	48,544.	47,728.		
	24 Total operating and administrative expenses. Add lines 13 through 23	251,252.	211,779.		38,636.
	25 Contributions, gifts, grants paid	5,215,022.			5,215,021.
26 Total expenses and disbursements. Add lines 24 and 25	5,466,274.	211,779.		5,253,657.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-5,560,243.				
b Net investment income (if negative, enter -0-)		306,244.			
c Adjusted net income (if negative, enter -0-)			-0-		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	105,508.	108,642.	108,642.
	3 Accounts receivable			
	Less allowance for doubtful accounts	188.		
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	11,881,551.	8,017,562.	7,195,142.
	c Investments - corporate bonds (attach schedule)	500,000.	500,000.	497,259.
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	13,401,961.	11,812,614.	12,362,870.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	25,889,208.	20,438,818.	20,163,913.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	25,889,208.	20,438,818.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	25,889,208.	20,438,818.		

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	25,889,208.
2 Enter amount from Part I, line 27a	2	-5,560,243.
3 Other increases not included in line 2 (itemize)	3	109,853.
4 Add lines 1, 2, and 3	4	20,438,818.
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	20,438,818.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-2,395,763.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3	-849,166.	
{ 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. }					

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	1,642,669.	30,726,449.	0.053461
2006	8,236,919.	33,777,407.	0.243859
2005	7,045,116.	33,052,639.	0.213148
2004	6,786,454.	32,048,452.	0.211756
2003	7,092,534.	30,722,006.	0.230862
2 Total of line 1, column (d)			2 0.953086
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 0.190617
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 19,140,961.
5 Multiply line 4 by line 3			5 3,648,593.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,062.
7 Add lines 5 and 6			7 3,651,655.
8 Enter qualifying distributions from Part XII, line 4			8 5,253,657.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

Table with 11 rows for excise tax calculations. Includes categories like 'Exempt operating foundations', 'Domestic foundations', 'Tax under section 511', and 'Credits/Payments'. Total amount owed is 24,101 and refunded is 3,101.

Part VII-A Statements Regarding Activities

Table with 10 rows of activity statements. Columns include 'Yes' and 'No' for each statement. Examples include 'Did the foundation attempt to influence any national, state, or local legislation?' and 'Has the foundation engaged in any activities that have not previously been reported to the IRS?'.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? 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? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>JERE D. MCGAFFEY</u> Telephone no ▶ <u>414-297-5729</u> Located at ▶ <u>777 E WISC AVE, MILWAUKEE, WI</u> ZIP + 4 ▶ <u>53202</u>			
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 ▶ <u>15</u>		N/A	

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

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

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

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

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

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

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

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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? Yes No **6b** 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? Yes No **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
SEE ATTACHED SCHEDULE		84,750.	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>N/A</u> -----	
2 -----	
3 -----	
4 -----	

Part IX-B Summary of Program-Related Investments (see page 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 <u>NONE</u> -----	
2 -----	
All other program-related investments. See page 24 of the instructions 3 <u>NONE</u> -----	
Total. Add lines 1 through 3	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	18,829,874.
b	Average of monthly cash balances	1b	602,574.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	19,432,448.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	19,432,448.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	291,487.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,140,961.
6	Minimum investment return. Enter 5% of line 5	6	957,048.

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	957,048.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	3,062.
2b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,062.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	953,986.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	953,986.
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	953,986.

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	5,253,657.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,253,657.
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	3,062.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,250,595.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see 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				953,986.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			NONE	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2008:				
a From 2003	5,606,796.			
b From 2004	5,229,231.			
c From 2005	5,454,794.			
d From 2006	6,622,607.			
e From 2007	156,523.			
f Total of lines 3a through e	23,069,951.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$	5,253,657.			
a Applied to 2007, but not more than line 2a			NONE	
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				953,986.
e Remaining amount distributed out of corpus	4,299,671.			
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	27,369,622.			
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			NONE	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	5,606,796.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	21,762,826.			
10 Analysis of line 9:				
a Excess from 2004	5,229,231.			
b Excess from 2005	5,454,794.			
c Excess from 2006	6,622,607.			
d Excess from 2007	156,523.			
e Excess from 2008	4,299,671.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

Empty box for ruling date

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Table with columns: Tax year (a) 2008, Prior 3 years (b) 2007, (c) 2006, (d) 2005, (e) Total

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).)

NONE

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

NONE

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

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

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

SEE STATEMENT

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

SEE ATTACHED SCHEDULE

c Any submission deadlines.

NONE

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

SEE ATTACHED SCHEDULE

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE				5,215,022.
Total				▶ 3a 5,215,022.
b <i>Approved for future payment</i>				
Total				▶ 3b

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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in columns (b) and (d).

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 [X]

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All cells are empty.

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. Signature of officer or trustee: [Signature], Date: 8/11/10, Title: Trustee. Preparer's signature: [Signature], Date: 8-10-10, Check if self-employed: [], Preparer's identifying number: P00540688. Firm's name (or yours if self-employed), address, and ZIP code: FOLEY & LARDNER LLP, 777 E. WISCONSIN AVE., MILWAUKEE, WI 53202-5306. EIN: 39-0473800. Phone no: 414-271-2400.

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

Organization type (check one).

- | | | |
|--------------------|---|--|
| Filers of: | Section: | |
| Form 990 or 990-EZ | <input type="checkbox"/> 501(c)() (enter number) organization | |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation | |
| | <input type="checkbox"/> 527 political organization | |
| Form 990-PF | <input checked="" type="checkbox"/> 501(c)(3) exempt private foundation | |
| | <input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation | |
| | <input type="checkbox"/> 501(c)(3) taxable private foundation | |

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

General Rule

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

Special Rules

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization DANIEL BADER CHARITABLE TRUST	Employer identification number 39-6516314
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	<u>HELEN DANIELS BADER CHARITABLE LEAD TR 1</u> <u>FOLEY & LARDNER LLP, 777 E WISCONSIN AVE</u> <u>MILWAUKEE, WI 53202-5306</u>	\$ <u>431,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	<u>HELEN DANIELS BADER CHARITABLE LEAD TR 2</u> <u>FOLEY & LARDNER LLP, 777 E WISCONSIN</u> <u>MILWAUKEE, WI 53202-5306</u>	\$ <u>1,350,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Daniel Bader Charitable Trust

EIN: 39-6516314

Attachment to 2008 Form 990-PF f/y/e September 30, 2009

Part I, Line 1 - Contributions Received - Statement 1

<u>Donor</u>	<u>Date</u>	<u>Amount</u>
Helen Daniels Bader Charitable Lead Trust No. One c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306		
Cash	10/30/2008	\$ 31,000
Cash	1/29/2009	350,000
Cash	6/17/2009	50,000
Total		<u>\$ 431,000</u>
Helen Daniels Bader Charitable Lead Trust No. Two c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306		
Cash	1/29/2009	\$ 1,150,000
Cash	6/17/2009	200,000
Total		<u>\$ 1,350,000</u>
Grand Total		<u><u>\$ 1,781,000</u></u>

Daniel Bader Charitable Trust
 EIN: 39-6516314
 Attachment to 2008 Form 990-PF f/y/e September 30, 2009

Part I, Line 4 - Dividends and Interest from Securities

	(a)	(b)	UBTI Portion
Dividends & Interest	\$ 505,988	\$ 503,835	\$ 2,153
Tax Exempt & Nontaxable Dividends	2	-	-
	<u>\$ 505,990</u>	<u>\$ 503,835</u>	<u>\$ 2,153</u>

Part I, Line 11 - Other Income

	(a)	(b)	UBTI Portion
Excise Tax Refund	\$ 131	\$ -	\$ -
Capital Guardian Schedule K-1	(7,992)	(7,992)	-
H.D. Bader & Co. No. E - Sch K-1:			
Ordinary Income/(Loss)	(468)	(311)	(157)
Net Rental Income	1	-	1
Other Net Rental Income	(11)	(13)	2
Royalties	777	775	2
Other Portfolio Income	(328)	(318)	(10)
Other Income	1,050	1,037	13
Section 1231 Gain	549	(85)	634
	<u>\$ (6,291)</u>	<u>\$ (6,907)</u>	<u>\$ 485</u>

Part I, Line 16(a) - Legal Fees

	(a)	(b)	(d)	UBTI Portion
Foley & Lardner LLP	\$ 10,207	\$ 7,655	\$ 2,552	\$ -

Part I, Line 16(b) - Accounting Fees

	(a)	(b)	(d)	UBTI Portion
Komisar Brady & Co , LLP	\$ 8,223	\$ -	\$ 8,223	\$ -

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

	(a)	(b)	(d)	UBTI Portion
Investment Counsel - Hewitt Assoc.	\$ 8,167	\$ 8,167	\$ -	\$ -
Custodian Fees - US Bank Trust Co.	3,185	3,185	-	-
H.D. Bader & Co. No. E - Sch K-1	72,077	72,077	-	-
	<u>\$ 83,429</u>	<u>\$ 83,429</u>	<u>\$ -</u>	<u>\$ -</u>

Part I, Line 18 - Taxes

	(a)	(b)	(d)	UBTI Portion
Foreign Income Tax Paid	\$ 9,405	\$ 9,404	\$ -	\$ 1
Excise Tax Payments	-	-	-	-
Other Tax - Form 990-T	20	-	-	-
	<u>\$ 9,425</u>	<u>\$ 9,404</u>	<u>\$ -</u>	<u>\$ 1</u>

Daniel Bader Charitable Trust

EIN: 39-6516314

Attachment to 2008 Form 990-PF f/y/e September 30, 2009

Part I, Line 23 - Other Expenses

	(a)	(b)	(d)	UBTI Portion
Capital Guardian Schedule K-1	\$ 280	\$ 380	\$ -	\$ -
H.D. Bader & Co. No. E - Sch K-1	48,227	47,348	-	879
Credit Card Fees	-	-	-	-
Nondeductible Expenses	37	-	-	12
	<u>\$ 48,544</u>	<u>\$ 47,728</u>	<u>\$ -</u>	<u>\$ 891</u>

Part II, Line 10b - Investments - Corporate Stock

	9/30/2009	
	Book Value	Market Value
Baird Aggregate Bond Fund	\$ 1,984,110	\$ 1,937,470
Bernstein Emerging Markets Value Port	841,989	910,666
Dodge & Cox Stock Fund	2,205,970	2,152,187
Bernstein International Value Portfolio	955,265	995,942
Capital Guardian International Equity Fund	2,030,228	1,198,877
	<u>\$ 8,017,562</u>	<u>\$ 7,195,142</u>

Part II, Line 10c - Investments - Corporate Bonds

	9/30/2009	
	Book Value	Market Value
\$100,000 State of Israel Dollar Bonds, 3.39%, 12/1/12	\$ 100,000	\$ 100,000
\$100,000 State of Israel Dollar Bonds, 2.5%, 1/1/14	100,000	97,259
\$100,000 State of Israel Bond, 4.75%, 12/15/10	100,000	100,000
\$100,000 State of Israel Bond, 4.6%, 1/1/12	100,000	100,000
\$100,000 State of Israel Bond, 4%, 8/1/14	100,000	100,000
	<u>\$ 500,000</u>	<u>\$ 497,259</u>

Part II, Line 13 - Investments - Other

	9/30/2009	
	Book Value	Market Value
Partnership: H.D. Bader & Co. No. E	\$ 11,812,614	\$ 12,362,870

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

Net Book to Tax Adjustments	\$ 109,853
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Daniel Bader Charitable Trust
 EIN 39-6516314
 Attachment to 2008 Form 990-PF f/y/e September 30, 2009

Part IV - Capital Gains and Losses

<u>Description</u>	<u>How Acquired</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/(Loss)</u>
SHORT TERM						
1,173 025 Dodge & Cox Stock Fd	P	9/26/2008	3/17/2009	72,763	136,933	(64,170)
H D Bader & Co No E, Sch K-1						(644,673)
Capital Guardian Trust, Sch K-1						(140,323)
Total Short Term				<u>72,763</u>		<u>(849,166)</u>
LONG TERM						
3,663 344 Dodge & Cox Stock Fd	P	12/28/2007	3/17/2009	227,237	533,177	(305,940)
103,305 785 Baird Agg Bond Fd	P	9/28/2004	1/28/2009	1,000,000	1,114,670	(114,670)
10,449 321 Baird Agg Bond Fd	P	9/28/2004	4/29/2009	100,000	112,748	(12,748)
50,150 451 Baird Agg Bond Fd	P	9/28/2004	8/10/2009	500,000	541,123	(41,123)
48,780 488 Baird Agg Bond Fd	P	9/28/2004	9/23/2009	500,000	526,341	(26,341)
73,028 238 Baird Agg Bond Fd	P	9/28/2004	9/29/2009	750,000	787,975	(37,975)
\$100,000 Israel Bond	P	5/25/1999	1/1/2009	100,000	100,000	-
\$100,000 Israel Bond	P	8/2/2004	8/1/2009	100,000	100,000	-
Class Action Proceeds	P					14,288
H D Bader & Co No E, Sch K-1						(722,503) *
Capital Guardian Trust, Sch K-1						(344,808)
Capital Gain Dividends				<u>45,223</u>		<u>45,223</u>
Total Long Term				<u>3,322,460</u>		<u>(1,546,597)</u>
TOTAL GAIN/(LOSS)				3,395,223		<u>(2,395,763)</u>
TOTAL GAIN/(LOSS) - Amount Reported in Part IV and Part I, Line 6a						(2,395,763)
* Portion of Total Allocated to UBIT (Reported on Form 990-T)						<u>142</u>
TOTAL GAIN/(LOSS) - Amount Reported in Part I, Line 7						<u>(2,395,905)</u>

Daniel Bader Charitable Trust

EIN: 39-6516314

Attachment to 2008 Form 990-PF f/y/e September 30, 2009

Part VII, Question 14c, Taxes on Taxable Expenditures

Information relating to grants subject to expenditure responsibility:

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

Date Paid and Amount:

9/4/2008	\$	575,000
9/5/2008		675,000
9/9/2008		100,000
9/16/2008		250,000
1/29/2009		350,000
1/29/2009		500,000
1/29/2009		500,000
1/29/2009		1,150,000
3/18/2009		465,000
6/17/2009		500,000
8/11/2009		500,000
	\$	<u>5,565,000</u>

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

Amount of grants expended by grantee during its fiscal year ended 8/31/09:

Total	7,065,526
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Diversion: To the knowledge of the taxpayer and based upon the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.

Date of report from grantee: 8/5/2010

In addition to its report covering the use of the grant funds, the grantee furnished a copy of its Form 990-PF for its fiscal year ending August 31, 2009. Since these documents verified the other information provided by the grantee, the taxpayer deemed further verification of the grantee's report unnecessary.

Daniel Bader Charitable Trust

EIN: 39-6516314

Attachment to 2008 Form 990-PF f/y/e September 30, 2009

Part VIII, Line 1 - Officers, Directors

(a)	(b)	(c)	(d) & (e)
Daniel Bader 2664 North Summit Avenue Milwaukee, WI 53211	Trustee, on average 1-2 Hrs/Wk	25,000	-
Deirdre H. Britt 73-1258 Melo Melo St. Kailua-Kona, HI 96740	Trustee, on average 1-2 Hrs/Wk	9,875	-
Francis Klitsner Wolff c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306	Trustee, on average 1-2 Hrs/Wk	9,875	-
Jere D. McGaffey c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306	Trustee, on average 1-2 Hrs/Wk	40,000	-

Part XV, Line 2

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

Part XV, Line 3(a) - Contributions Paid

Organization	Foundation Status of Recipient	Purpose of Contribution	Amount
Helen Bader Foundation, Inc., Milwaukee, WI	Private	General	5,215,000
From Pass-Through Entity			22
Total Contributions Paid			5,215,022

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

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
EXCISE TAX REFUND FROM PASS-THROUGH ENTITIES	900000	485.	14	-6,907.	131.
TOTALS		485.		-6,907.	131.