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

2010

For calendar year 2010, or tax year beginning , 2010, and ending , 20

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

Name of foundation Henry Uihlein II and Mildred A. Uihlein Foundation	**A Employer identification number** 39-1322495
Number and street (or P O. box number if mail is not delivered to street address) c/o Uihlein Financial 648 N. Plankinton Ave. — Room/suite 260	**B** Telephone number (see page 10 of the instructions) 414-271-2017
City or town, state, and ZIP code Milwaukee WI 53203	**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 ▶☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶☐
I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 22,016,421 **J** Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) Modified cash *(Part I, column (d) must be on cash basis.)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶☐

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)				
	2	Check ▶☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	430,811	430,811		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	158,791			
	b	Gross sales price for all assets on line 6a 3,186,319				
	7	Capital gain net income (from Part IV, line 2)		158,791		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	589,602	589,602	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	166,188	8,309		157,879
	14	Other employee salaries and wages	41,998			41,998
	15	Pension plans, employee benefits	15,074			15,074
	16a	Legal fees (attach schedule)	3,807			3,807
	b	Accounting fees (attach schedule)	31,851	1,500		30,351
	c	Other professional fees (attach schedule)	78,133	50,470		27,663
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	88,912	2,320		86,592
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	10,625	531		10,094
	22	Printing and publications				
	23	Other expenses (attach schedule)	142,146	114		142,032
	24	**Total operating and administrative expenses.** Add lines 13 through 23	578,734	63,244	0	515,490
	25	Contributions, gifts, grants paid	375,200			375,200
	26	**Total expenses and disbursements.** Add lines 24 and 25	953,934	63,244	0	890,690
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(364,332)			
	b	**Net investment income** (if negative, enter -0-)		526,358		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see page 30 of the instructions.

Form **990-PF** (2010)

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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	189,434	217,258	217,258
	2	Savings and temporary cash investments	303,395	304,598	304,598
	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 (attach 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)	3,286,995	2,920,686	3,064,129
	b	Investments—corporate stock (attach schedule)	3,006,608	2,617,080	3,038,653
	c	Investments—corporate bonds (attach schedule)	1,234,415	1,127,717	1,199,999
	11	Investments—land, buildings, and equipment: basis ▶ Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,930,232	6,372,314	7,274,803
	14	Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶	3,825,117	3,829,505	6,916,981
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	17,776,196	17,389,158	22,016,421
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	17,776,196	17,389,158	
	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			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	17,776,196	17,389,158	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	17,776,196	17,389,158	

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	17,776,196
2	Enter amount from Part I, line 27a	2	(364,332)
3	Other increases not included in line 2 (itemize) ▶ See attached	3	5,064
4	Add lines 1, 2, and 3	4	17,416,928
5	Decreases not included in line 2 (itemize) ▶ See attached	5	27,770
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	17,389,158

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	Publicly traded securities - S/T			
b	Publicly traded securities - L/T			
c	Cap gain distributions			
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	1,144,901		1,149,195	(4,294)
b	2,041,418		1,930,790	110,628
c	52,457		0	52,457
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	158,791
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))
2009	732,343	14,524,767	0.0504
2008	967,627	15,772,404	0.0613
2007	3,152,802	17,890,180	0.1762
2006	529,670	18,687,286	0.0283
2005	1,186,284	17,768,640	0.0668

2	**Total** of line 1, column (d)	2	0.3830
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	.08
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	14,100,428
5	Multiply line 4 by line 3	5	1,128,034
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,263
7	Add lines 5 and 6	7	1,133,297
8	Enter qualifying distributions from Part XII, line 4	8	890,690

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 or determination letter: ______ (attach copy of 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	10,528
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	
3	Add lines 1 and 2			3	10,528
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	10,528
6	Credits/Payments:				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	13,206		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	13,206
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	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,678
11	Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶ 2,678 **Refunded** ▶			11	0

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?	4b		X
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		
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) ▶ Wisconsin, New York			
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 2010 or the taxable year beginning in 2010 (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

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 ▶ None

14 The books are in care of ▶ Uihlein Financial, Inc Telephone no. ▶ 414-271-2017

Located at ▶ 648 N. Plankinton Ave Ste 260 Milwaukee WI ZIP+4 ▶ 53203

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

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		x
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly): **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No **(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 22 of the instructions)?	1b		x
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	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 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ 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 22 of the instructions.)	2b		n/a
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 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 2010 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 2010.)*	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 2010?	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** n/a

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 n/a

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** x

If "Yes" to 6b, 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? . **7b** x

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 schedule attached				

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 . . . . ▶

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
Bessemer Trust Company 630 Fifth Ave., New York, NY 10111	Investment Manager	50,470
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 See statement attached	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See page 24 of the instructions. 3	
Total. Add lines 1 through 3 ▶	0

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	14,153,380
b	Average of monthly cash balances	1b	161,775
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	14,315,155
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	
3	Subtract line 2 from line 1d	3	14,315,155
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	214,727
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,100,428
6	**Minimum investment return.** Enter 5% of line 5	6	705,021

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	705,021
2a	Tax on investment income for 2010 from Part VI, line 5	2a	10,528		
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	10,528
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	694,493
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	694,493
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	694,493

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	890,690
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	890,690
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	5,263
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	885,427

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 2009	(c) 2009	(d) 2010
1	Distributable amount for 2010 from Part XI, line 7					694,493
2	Undistributed income, if any, as of the end of 2010:					
a	Enter amount for 2009 only					
b	Total for prior years: 20___, 20___, 20___					
3	Excess distributions carryover, if any, to 2010:					
a	From 2005	308,482				
b	From 2006					
c	From 2007	2,256,433				
d	From 2008	214,603				
e	From 2009	15,649				
f	**Total** of lines 3a through e		2,795,167			
4	Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 890,690					
a	Applied to 2009, 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 2010 distributable amount					694,493
e	Remaining amount distributed out of corpus		196,197			
5	Excess distributions carryover applied to 2010 *(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		2,991,364			
b	Prior years' undistributed income. Subtract line 4b from line 2b			0		
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			0		
e	Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				0	
f	Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011					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 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		308,482			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		2,682,882			
10	Analysis of line 9:					
a	Excess from 2006					
b	Excess from 2007	2,256,433				
c	Excess from 2008	214,603				
d	Excess from 2009	15,649				
e	Excess from 2010	196,197				

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 2010, enter the date of the ruling . . . . . . ▶ N/A

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) 2010	(b) 2009	(c) 2008	(d) 2007	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities . .					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c . . .	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed . . .					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization . . .					0
(4) Gross investment income . . .					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

None

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

None

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

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

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

n/a

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

n/a

c Any submission deadlines:

n/a

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

n/a

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*				
See schedule attached				
Total . . . . ▶ **3a**				375,200
b *Approved for future payment*				
Cornell University College of Agriculture and Life Sciences, Ithica NY Endowment for Director of Maple Sugar Research Station Total Pledged: $1,050,000 Paid thru 2010: $700,000				350,000
Total . . . . ▶ **3b**				350,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	430,811	
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			18	158,791	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		589,602	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 589,602

(See worksheet in line 13 instructions on page 29 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 29 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 foundation. 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

Signature of officer or trustee | Date 6/29/11 | Title Chairman

Paid Preparer Use Only				
Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

'2010 Form 990PF

Henry Uihlein II and Mildred A Uihlein Foundation
EIN 39-1322495

Part I

Line 4 Divs & Interest			
	Interest Ontario and IRS	1,570	
	US Gov't	153,869	
	Corporate Bonds	44,097	
	Accrued Int	(11)	
	Accrued Int. Govt	(4,819)	
	Dividends	216,094	
	Foreign dividends	20,011	
			430,811
Line 6a Net gain (loss)			
	Old Westbury reinvestment	43,091	
	Long term	110,628	
	Short term	(4,294)	
	Securities litigation proceeds	9,366	
			158,791
Line 16a - Legal Fees			
	Legal Counsel - Timothy Smith, James Brooks		3,807
Line 16b - Accounting Fees			
	Uihlein Financial Inc. - Bookkeeping	30,000	
	John Lansing, CPA -Payroll	1,851	
			31,851
Line 16c - Other Professional Fees			
	Bessemer Trust - Investment management	50,470	
	Michael G. Clarke AICP - Consulting	2,313	
	Crowe Horwath LLP, auditor	25,000	
	Tony Goodwim -trail consulting	350	
			78,133
Line 18 - Taxes			
	Real estate tax - Essex County	86,592	
	Foreign tax w/held at source	2,320	
			88,912
Line 21 - Travel, conferences & meetings			
	Travel expenses, trustees meetings May and October for JDL & EW	9,404	
	Catering for Board meetings	1,221	
			10,625
Line 23 - Other expenses			
	Postage/UPS	194	
	NYS Dept. of Law filing fee	1,500	
	Meeting minutes	3,447	

Insurance	24,133	
Heaven Hill repair and restoration	0	
Heaven Hill conference center equipment & supplies	14,404	
Heaven Hill upkeep expense	9,776	
Supplies	6,360	
Gas & repairs	7,562	
Heaven Hill ultities	6,176	
Heaven Hill heating oil	14,928	
Miscellaneous	1,150	
Henry's Woods Construction	45,485	
Sugar House Maple program	6,673	
Honey bee hive project	358	

		142,146

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'2010 Form 990 PF
Henry Uihlein II and Mildred A. Uihlein Foundation
EIN 39-1322495

Part II

	Shares	Book Value	Market Value
Line 2 - Savings and Temporary cash investments			
Bessemer Fed. Gov't. Oblig. Fund	243038 5	243,039	243,039
M&I interest bearing account		61,559	61,559
		304,598	304,598
Line 10a - Investments - US & State Obligations			
(See schedule attached)			
US Treas. Notes & Bonds		1,989,862	2,110,438
US Gov't Agency Obligations		930,824	953,691
		2,920,686	3,064,129
Line 13 Investments -other - Mutual Funds			
(See schedule attached)			
Equity Mutual Funds		5,973,325	6,810,962
Foreign Stock		299,035	362,037
Ontario Savings Bond		99,954	101,804
		6,372,314	7,274,803
Line 14 - Land, buildings and equipment			
Heaven Hill Farm		1,347,486	4,215,200
Heaven Hill caretaker's residence		133,882	133,882
Heaven Hill office		46,933	46,933
Old Military Road tract - Henry's Woods		318,638	538,400
Mills Property (1857729-555)		1,857,729	1,857,729
Rhino ATV		8,699	8,699
GMC Truck		32,098	32,098
Tractor and loader		25,910	25,910
Goldoni Transcar - utility hauler		12,820	12,820
2007 Kobelco Excavator		38,000	38,000
Hydraulic utility trailer		7,310	7,310
		3,829,505	6,916,981

Part III, Line 3 Increases:

IRS refund	5,000
Rounding errors	64
	5,064

Part III Line 5 Decreases:

GMC truck traded for new model	27,770

	27,770
Net:	(22,706)

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Addendum to Part II
Uihlein Foundation
201099PF
39-1322495

Statement of Assets

Account: HUFOUND

Henry Uihlein II & Mildred A Uihlein Foundation

As of 12/31/2010

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
010 Common Stock						
AXP	American Express Co		2,800 0000	$104,383 58	$42 92	$120,176 00
APA	Apache Corp		1,000 0000	$82,250 81	$119 23	$119,230 00
ADM	Archer Daniels Midland Co		3,250 0000	$94,456 80	$30 08	$97,760 00
BA	Boeing Co		1,000 0000	$66,018 27	$65 26	$65,260 00
CSCO	Cisco Systems Inc		4,000 0000	$76,467 77	$20 23	$80,920 00
DIS	Walt Disney Co		2,500 0000	$74,994 36	$37 51	$93,775 00
EMC	EMC Corp Mass		4,250 0000	$49,053 45	$22 90	$97,325 00
GE	General Electric Company		8,000 0000	$132,050 53	$18 29	$146,320 00
GM	General Motors Corp		1,800 0000	$63,133 38	$36 86	$66,348 00
GOOG	Google Inc CL A		173 0000	$70,772 48	$593 97	$102,756 81
HES	Hess Corp		1,750 0000	$96,133 03	$76 54	$133,945 00
HON	Honeywell International Inc		2,200 0000	$95,900 60	$53 16	$116,952 00
IP	International Paper Company		4,000 0000	$94,013 46	$27 24	$108,960 00
JPM	J P Morgan Chase & Company		2,650 0000	$113,602 33	$42 42	$112,413 00
KSS	Kohls Corp		1,550 0000	$59,631 73	$54 34	$84,227 00
KFT	Kraft Foods Inc		3,500 0000	$107,464 62	$31 51	$110,285 00
LOW	Lowe's Companies Inc		2,900 0000	$60,594 60	$25 08	$72,732 00
MA	Mastercard Cl A		425 0000	$94,019 01	$224 11	$95,246 75
MSFT	Microsoft Corp		5,250 0000	$142,091 60	$27 91	$146,527 50
MS	Morgan Stanley		3,700 0000	$110,853 29	$27 21	$100,677 00
MOT	Motorola Inc		7,500 0000	$63,819 96	$9 07	$68,025 00
NOV	National Oilwell Varco Inc		2,750 0000	$118,852 49	$67 25	$184,937 50
PCG	PG & E Corp		2,000 0000	$93,102 90	$47 84	$95,680 00
PFE	Pfizer Inc		6,000 0000	$103,150 24	$17 51	$105,060 00
TROW	T Rowe Price Group Inc		1,550 0000	$69,917 16	$64 54	$100,037 00
PG	Procter & Gamble		1,450 0000	$97,726 54	$64 33	$93,278 50
QCOM	Qualcomm Inc		1,800 0000	$74,558 68	$49 49	$89,082 00
STJ	St Jude Medical Inc		3,000 0000	$116,045 03	$42 75	$128,250 00
WMT	Wal-Mart Stores Inc		1,900 0000	$92,021 52	$53 93	$102,467 00

ment of Assets

ount: HUFOUND

enry Uihlein II & Mildred A. Uihlein Foundation

As of 12/31/2010

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
		Line 10b	Total	$2,617,080 22		$3,038,653 06
030 Foreign Stock						
TEVA	Teva Pharmaceutical ADR		1,950 0000	$92,351 05	$52 13	$101,653 50
ACE	Ace Ltd		1,800.0000	$93,854 90	$62 25	$112,050 00
IR	Ingersol Rand Co Ltd		3,150 0000	$112,828 99	$47 09	$148,333 50
		Line 13	Total	$299,034 94	7,274,803	$362,037 00
040 Equity Mutual Funds						
OWEI	Old Westbury Non-US Int'l Fund	6,372,313	167,998 4430	$1,645,920 14	$10 62	$1,784,143 45
OWSCX	Old Westbury Global Small & MidCap Fund		149,182 6050	$1,560,809 96	$15 47	$2,307,854 90
OWRRX	Old Westbury Real Return Fund		74,098 5030	$894,713 64	$10 90	$807,673 68
OWGOX	Old Westbury Global Opportunities Fund		247,897 5590	$1,871,880 00	$7 71	$1,911,290 18
			Total	$5,973,323 74		$6,810,962 21
200 Corporate Bonds						
AXP732013	American Express Credit Co 7 30% 8/20/2013	8/20/2013	105,000 0000	$104,826 75	$112 69	$118,320 30
BKH3215	Berkshire Hathaway Inc 3 20% 2/11/2015	2/11/2015	125,000 0000	$124,942 50	$103 19	$128,985 00
AMG12511	Amgen Inc 0 125% 02/01/2011	2/1/2011	125,000 0000	$117,187 50	$99 88	$124,843 75
GE52512	General Electric Cap Corp 5 25% 10/19/2012	10/19/2012	150,000 0000	$156,868 50	$106 88	$160,317 00
JPMC3715	JP Morgan Chase & Co 3 70% 1/20/2015	1/20/2015	125,000 0000	$124,735 00	$103 49	$129,361 25
NVS412514	Novartis Capital Corp 4 125% 02/10/2014	2/10/2014	125,000 0000	$124,871 25	$106 72	$133,398 75
PFE53515	Pfizer Inc 5 350% 03/15/2015	3/15/2015	125,000 0000	$124,843 75	$112 42	$140,520 00
PG35015	Procter & Gamble Co 3 50% 02/15/2015	2/15/2015	125,000 0000	$124,475 00	$104 99	$131,240 00
SHELL414	Shell International Financial 4 00% 03/21/2014	3/21/2014	125,000 0000	$124,966 25	$106 41	$133,012 50
		Line 10c	Total	$1,127,716 50		$1,199,998 55
410 U S Treasury Notes & Bonds						
UST462516	US T-Note 4 625% 11/15/2016	11/15/2016	1,424,000 0000	$1,475,935 94	$112 65	$1,604,107 52
UST237516	United States Treasury Notes 2 375% 3/31/2016	3/31/2016	500,000 0000	$513,925 78	$101 27	$506,330 00
		Line 10a:	Total	$1,989,861 72		$2,110,437 52
440 U S Government Agency Obligations		2,920,686			3,064,129	
FHLB52511	Federal Home Loan Bank 5 25% 6/10/2011	6/10/2011	820,000 0000	$815,194 80	$102 11	$837,269 20
FHL137512	Federal Home Loan Bank 1 375% 6/08/2012	6/8/2012	115,000 0000	$115,629 05	$101 24	$116,421 40
			Total	$930,823 85		$953,690 60
476 Ontario Savings Bonds						

ement of Assets

count: HUFOUND

Henry Uihlein II & Mildred A. Uihlein Foundation

As of 12/31/2010

Symbol	Asset Description	Maturity Date	Units/Shares or Face Value	Total Cost	Market Price	Market Value
CAONT2715	Canada Ontano CD 2 7% 6/16/2015	6/16/2015	100,000 0000	$99,954 00	$101 80	$101,804 00
		Line 13 →	Total	$99,954 00		$101,804 00
500 Money Market Funds						
FEDOBLFD	Federal Govt Obligatory Fund	Line 2	243,038 5000	$243,038 50	$1 00	$243,038 50
		304,598	Total	$243,038 50	304,598	$243,038 50
560 Interest Beanng Acct -Other Inst.						
MIBANK	Marshall & Ilsley Bank	Line 2	61,558 9600	$61,558 96	$1 00	$61,558 96
			Total	$61,558 96		$61,558 96
600 Real Estate						
MILLS	Mills Property		0 0000	$1,857,729 00	$0 00	$1,857,729 00
			Total	$1,857,729 00		$1,857,729 00
620 Farm Real Estate						
HEAVENHILL	Heaven Hill Farm - 604 Acres	Line 14.	604 0000	$1,347,485 75	$6,978 81	$4,215,200 00
HHCR	Heaven Hill Caretakers Residence		0 0000	$133,882 00	$0 00	$133,882 00
HHOFF	Heaven Hill Office		0 0000	$46,933 42	$0 00	$46,933 42
HWOODS	Henry's Woods - 212 Acres	3,829,505	212 0000	$318,638 00	$2,539 62	$538,400 00
			Total	$1,846,939 17	6,916,981	$4,934,415 42
660 Equipment & Leases						
ATV	Rhino ATV		0 0000	$8,699 00	$0 00	$8,699 00
EXCAVATOR	2007 Kobelco Excavator #35SR		0 0000	$38,000 00	$0 00	$38,000 00
GMCTRUCK	GMC Truck		0 0000	$32,097 50	$0 00	$32,097 50
GOLDONI	Goldoni Transcar		0 0000	$12,820 00	$0 00	$12,820 00
TRACTOR	Tractor w/loader		0 0000	$25,910 00	$0 00	$25,910 00
UTRAILOR	Hydrolic Utility Trailor		0 0000	$7,310 00	$0 00	$7,310 00
			Total	$124,836 50		$124,836 50
Cash						
	Cash			$217,258 31		$217,258 31
Grand Total				$17,389,155 41		$22,016,419 63

2010 Form 990-PF

Henry Uihlein II & Mildred A. Uihlein Foundation
EIN: 39-1322495

Part VIII
Line 1 -

(a)	(b)	(c)	(d)	(e)
John D. Leekley, Jr. N88 W16848 Main St. Menomonee Falls WI 53051	Chairman - 9hrs	$ 50,000.00	None	None
William W. Wotherspoon Transferred to Emeritus status as of the fourth quarter of 2010 c/o Uihlein Financial, Inc. 648 North Plankinton Ave. Ste. 260 Milwaukee, WI 53203	Trustee - 6hrs	$ 31,687.50	None	None
James McKenna. c/o Uihlein Financial, Inc. 648 North Plankinton Ave. Ste. 260 Milwaukee, WI 53203	Trustee - 20hrs	$ 42,250.00	None	None
Eleonore Wotherspoon c/o Uihlein Financial, Inc. 648 North Plankinton Ave. Ste. 260 Milwaukee, WI 53203	Trustee - 6hrs	$ 42,250.00	None	None

Note: Uihlein Financial Inc. is a ‘family office’ providing financial and tax services to certain members of the Uihlein family and has no relationship to the Henry Uihlein II and Mildred A. Uihlein Foundation other than to provide bookkeeping services.

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2010 Form 990-PF

Henry Uihlein II & Mildred A. Uihlein Foundation
EIN 39-1322495

Part XV - Line 3A Grants And Contributions Paid	Fdn. Status	Purpose	Amount
Adirondack Community Trust PO Box 288 Lake Placid, NY 12946 16-1535724	Public	North Elba Christmas Fund	10,000
Adirondack Council PO Box D-2 Elizabethtown NY 12932- 14-1594386	Public	Clarence Petty Intern	5,000
Adirondack Experience 162 Adirondack Loj Road Lake Placid, NY 12946	Public	Scholarships	3,200
Cornell University 130 East Seneca St. Ste 400 Ithaca NY 14850	Public	Endowment	175,000
Essex County Historical Society PO Box 428 Elizabethtown NY 12932- 14-1414460	Public	Education program	10,000
Lake Placid Volunteer Ambulance Service, Inc PO Box 107 Lake Placid, NY 12946 51-0238413	Public	Operations	5,000
Lake Placid Center for Arts 17 Algonquin Drive Lake Placid, NY 12946	Public	Endowment Building Fund	10,000 10,000
Lake Placid Central School 34 School Street Lake Placid, NY 12946	Gov't.	For Lake Placid Outing Clut Paw Print Playground Elem. Sch Mountain Bike Proj.	2,500 20,000 2,000
Lake Placid Community Beautification Assn., Inc 177 John Brown Road Lake Placid, NY 12946 22-3799091	Public	Operations	10,000
Lake Placid - North Elba Historical Society PO Box 189 Lake Placid, NY 12946 14-6032009	Public	Operations Renovation Acquision Project	5,000 5,000 40,000
Lake Placid Public Library 67 Main Street	Gov't.	Operations	5,000

Lake Placid, NY 12946			
Lake Placid Sinfonietta, Inc. PO Box 1303 Lake Placid, NY 12946 11-2608012	Public	Operations	5,000
Lake Placid Volunteer Fire Dept., Inc PO Box 569 Lake Placid, NY 12946 14-6020589	Public	Training center constr. fund.	10,000
National Sports Academy 821 Mirror Lake Drive Lake Placid, NY 12946	Public	Endowment fund	5,000
New York Educational Ski Foundation Whiteface Mountain Wilmington NY 12997	Public	Van purchase	5,000
Northwood School PO Box 1070 Lake Placid, NY 12946 14-1401103	Public	Endowment fund	10,000
Samaritan Family Counseling Center of Keene New York, Inc Route 73 PO Box 48 Keene, NY 12942 14-1685852	Public	Operations	2,500
Songs At Mirror Lake PO Box 1450 Lake Placid NY 12946 36-4635750	Public	Operations	5,000
Thomas Shipman Sr. Memorial Youth Center, In 8 Cummins Road PO Box 1122 Lake Placid, NY 12946 14-1794204	Public	Unrestricted	10,000
Tri-Lakes Humane Society 11 Mills Road Saranac Lake, NY 12983 23-7394117	Public	Operations	5,000
TOTAL		Total:	375,200

2010 Form 990-PF

Henry Uihlein II & Mildred A. Uihlein Foundation
EIN: 39-1322495

Part IX-A Summary of Direct Charitable Activities

Line 1 -

When Henry Uihlein left his farm of approximately 600 acres, which is located just outside of the Village of Lake Placid, New York, to the Foundation, he did so with the admonition to prevent, if possible, the commercial or residential development of the property. The property is extremely beautiful, and the view of the Adirondack Mountains from the farmhouse, particularly in the Fall, is spectacular.

With the help of a consultant, after considerable deliberation, and having in mind the Quaker adage "Proceed as the way becomes clear", the Foundation has determined that it can make a significant contribution to the community by making the farmhouse available to local not-for-profit organizations for meetings, fund-raisers, seminars, and the like.

In recent years, the Foundation has devoted considerable time and resources to refurbishing the farmhouse and the surrounding landscape (which had become quite shabby over the past two decades) with an eye to making the facility suitable for a wide range of gatherings by not-for profit organizations at no charge. This year, without any form of advertising or solicitation (only word-of-mouth referrals), seventy two events were held at Heaven Hill (Mr. Uihlein's name for his farm). Over eighteen hundred people attended these events and the facility was in use for 177 days during the year. Usage has tripled over the four years that records have been kept (Please see schedules attached.)

Reported here are the operating expenses of the farm which by their nature may overlap with the funds expended for other purposes.

$ 51,644

Line 2

The year 2010 saw the first full year of occupancy by the Adirondack Community Trust (ACT) of the separate building at Heaven Hill that the Grantor, Henry Uihlein once used as his office when he operated a prize-winning Jersey dairy operation. It had been unused for over two decades (three small rooms and an unheated garage behind) and was in disrepair. In the Spring of 2009, leadership of the Adirondack Community Trust (a 501(c)(3) community trust with about $15 million in assets then located in rented office space in the Village of Lake Placid) asked if they could use the building rent-free to house their staff of three. The Foundation agreed to allow them to use the facility if they would refurbish the inside and the Foundation refurbished the outside. Those repairs were completed in 2009. It is estimated that ACT is saving about $20,000 annually in rent; the funds saved are used for grants in the Lake Placid area. Other than routine grounds-keeping maintenance and snow-plowing, the Foundation had no out-of-pocket expenditures in 2010 in connection with this activity.

Line 3

The Foundation also owns approximately 212 acres of undeveloped land adjacent to, but not directly adjoining, the Heaven Hill property. The Foundation reviewed a range of possible uses including outright sale, residential development, and doing nothing. It was determined that the use to which it was currently being put on an informal basis by local residents - as a place to run, hike and bike (and ski and snowshoe in the winter) - should be confirmed and improved. This would not only preserve green space but would also protect adjacent property owned by Cornell University (donated to Cornell over thirty years ago by Henry Uihlein) which is used for maple sugar research by the Uihlein-Cornell Maple Sugar Research Field Station and would offer training opportunities to Olympic athletes at the adjacent Olympic Training Center. This community preserve has been named "Henry's Woods" to honor the Foundation's grantor. The main trail of 2.5 miles and the trailhead access, entrance kiosk, and signage on the access trail to

Bear Cub Lane have been open for over a year. In 2010, funds were expended to prepare an additional 2.1 miles of trails that are more ‘technical’ (difficult) in nature. This project approximately doubled the total improved trail mileage at Henry’s Woods and included three new trails: 1. The Plateau Trail (app. .9 of a mile) offers beautiful and never before seen views of the Wilmington Notch and the Sentinel Mountain range. 2. The Switchback trail is .25 of a mile and connects the main loop with the Plateau trail. 3. The Rocky Knob trail is one mile in length and leads to the highest point in Henry’s Woods. It offers exceptional views of Lake Placid Village and the Great Range of the Adirondacks.

In line with the Foundation’s interest in sustainable use, several large, older maple trees that were felled for other reasons were recycled into nine new benches which were installed at various rest points and lookouts along the trails.

The Winter of 2010 saw a new program in cooperation with the Thomas Shipman Youth Center wherein the Foundation purchased several bird feeders and seed and the youth from the Center undertook to install the feeders and refill them on a weekly schedule until the snow melted. It is hoped that this program will result in an educational program that promotes nature awareness and conservation among the Center’s youth and others. The out-of-pocket expenditure for this project was not recorded separately but did not amount to over two hundred dollars.

Also in connection with Henry’s Woods, the first meeting of a ‘friends’ group was held in the Fall to introduce neighboring landowners to one another and to solicit their support in monitoring usage of the trails and to solicit suggestions for possible improvements.

$ 45,485

Line 4.

About one hundred and fifty yards up the hill behind the Heaven Hill farmhouse is a log cabin building that archival pictures show was used by the Grantor and his wife (Henry and Mildred Uihlein) to boil maple sap from the farm’s extensive stand of maple trees (called a “sugarbush”). Much of the sugarbush on the other side of Heaven Hill was deeded several decades ago to Cornell University for use by its College of Agriculture and Life Sciences to develop a Sugar Maple Research Station (see Part XV 3 b.). Significant stands of sugar maple remain on the Heaven Hill property, however. In 2007 the Director of the Research Station suggested setting up a cooperative effort with a local school to develop a curriculum involving maple trees and maple sugar production utilizing the maple trees and the "sugar shack" at Heaven Hill Farm. The curriculum would be cross-disciplinary, and would involve biology, ecology, basic research techniques, and marketing, just to name a few of the possible subjects. Northwood School, a local co-ed boarding school expressed an interest and began developing the planning. The Director of the Research Station identified a stand of maple trees that would be the subject of the project. Together with students and faculty, six plots of trees were marked off, inventoried and base data recorded. Each plot will be treated differently. For instance, one plot will receive extensive thinning and control of ground cover while another will be left wild. Each year, students will carry on the maintenance of the plots and record the results. In support of this effort, the Foundation installed water and electrical service and purchased a modern (but wood-fired) boiler to replace the ancient and dangerous boiler that had remained unused for several decades. The Winter/Spring of 2008 saw the collection of the first harvest of sap and the production of syrup. The Winter/Spring 2009 season saw a very successful program and also some preliminary discussions with other schools to expand the program. The Spring of 2010 harvest was poor due to poor weather but there was increased interest in both youth and adults. This year, the Foundation engaged the services of a local resident who does his own maple production to oversee and coordinate the project. Reported here are the charges the purchase of additional supplies used in the Spring 2010 maple syrup harvest.

$ 6,673

Line 5.

At the behest of the Senior Apiary Inspector of the NYS Department of Agriculture and Markets, in the Fall of 2010, the Foundation purchased a few hives, honey bees, and electric fence materials (to keep out the bears!), for the purpose of establishing an experimental beehive on the farm. The Inspector was unsure if the circumstances on the farm would support a flourishing bee colony. If a colony can be established, his hope is to develop it and use it to educate the public and to promote beekeeping in the Adirondacks. Sadly, the 2010/2011 winter was extremely long and cold and the colony failed to survive. It is planned to try again in 2011.

$358

Henry II & Mildred A. Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Year: 2010

	Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*
1	January 12, 2010	Adirondack Community Trust (ACT)	Adirondack Non-Profit Network Meeting	22	3
1	January 31, 2010	Troop 10 Boy Scouts	Court of Honor - to award Eagle rank to a scout	40	3
1	February 8, 2010	Adirondack Community Trust (ACT)	ACT Board Meeting	10	3
1	February 13, 2010	Lake Placid North Elba Historical Society	Strategic Planning Session	14	3
1	February 19, 2010	Adirondack Community Housing Trust	Board Meeting	10	3
1	March 4, 2010	Adirondack Experience	Board Meeting	8	2
1	March 8, 2010	Girl Scouts of Northeastern New York	Community Roundtable Discussion	17	3
1	March 10, 2010	Lake Placid Essex County Quality Destinations	Board Retreat	18	3
1	March 12, 2010	Wildlife Conservation Society	Climate change meeting for staff, advisory board, and guests	12	3
1	March 12, 2010	Adirondack Community Trust (ACT)	ACT Photo Session	8	1
1	March 14, 2010	Master Gardener Volunteers of CCE of Essex Cty	Gardening program and lecture	75	3
1	March 26, 2010	Adirondack Community Trust (ACT)	Lunch Meeting	4	1
1	March 27, 2010	New York State Maple Producers Association	"Maple Weekend": Northwood School at Heaven Hill Farm	20	1
1	April 11, 2010	Essex County Cornell Cooperative Extension	Master Gardener meeting	50	3
1	April 14, 2010	Adirondack Community Trust (ACT)	Client Luncheon	4	1
1	April 15, 2010	Lake Placid Elementary School Friends	Playground/Park Initiative	15	3
1	April 17, 2010	Arts Council for the Northern Adirondacks	Board Retreat and Startegic Planning Session	7	3
1	April 19, 2010	Northern Lights School	Sugar House Tour	5	1
1	April 23, 2010	Adirondack Community Housing Trust	Board Meeting	10	3
1	May 2, 2010	Cornell Cooperative Extension Franklin Co. 4-H	"Truly Wild" - Living History	30	3
1	May 9, 2010	Essex County cornell Cooperative Extension	Master Gardener program: "Gardening with Children"	13	3
1	May 13, 2010	CBN Connect, Inc.	CBN Connect Board Meeting	11	3
1	May 17, 2010	Adirondack Community Trust (ACT)	ACT Board of Trustees Meeting	18	3
1	May 22, 2010	Northern Lights School	May Faire Festival	125	3
1	June 2, 2010	Cub Scouts Troop	"Moving Up" Scout Dinner & Ceremony	40	3
1	June 3, 2010	Adirondack Experience	Board of Directors meeting	6	2
1	June 12, 2010	Lake Placid Education Foundation	Retreat Meeting	14	2
1	June 13, 2010	Essex County Cornell Cooperative Extension	4th in Sunday Garden Series 2010 "Edible Landscaping" (for birds)	27	2
1	June 16, 2010	Lake Placid Garden Club	LPGC meeting and winetasting	35	3
1	June 22, 2010	Adirondack Community Trust (ACT)	ACT Prospect Meeting	3	1
1	June 25, 2010	Lake Placid Sinfonietta	Volunteer luncheon	25	3
1	June 29, 2010	Cornell Cooperative Extension Franklin Co 4-H	"Truly Wild" - Living History series, Session II	30	3
1	July 13, 2010	Lake Placid Sinfonietta	Annual member appreciation reception	77	3
1	July 17, 2010	Protect the Adirondacks	Membership Annual Meeting	60	3

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Charitable Events Held at Heaven Hill Farm
Year: 2010

	Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*
1	July 19, 2010	Adirondack Community Trust (ACT)	ACT Board Meeting and Advisory Council Investment Meeting	30	3
1	July 20, 2010	Franklin County Cooperative Extension 4-H	"Truly Wild" - Living History series, Session III	23	3
1	July 23, 2010	Lakeside House	Strategic Planning Session	30	3
1	July 24, 2010	Northern New York Audubon	Annual meeting with bird & nature walk and lunch	30	3
1	August 2, 2010	Adirondack Community Trust (ACT)	Uihlein-Ironman Sports Fund Advisory Committee Meeting	4	1
1	August 6, 2010	Adirondack Film Society	Board of Directors meeting	10	3
1	August 7, 2010	Thomas Shipman Youth Center	1st Annual International Sausage Fest	135	3
1	August 9, 2010	Adirondack Community Trust (ACT)	Uihlein-Ironman Sports Fund Advisory Committee Meeting	4	1
1	August 9, 2010	Lake Placid Center for the Arts	Annual Board Meeting	80	3
1	August 14, 2010	The Nature Conservancy	Annual Meeting for members, with guests speakers & presentations	120	3
1	August 19, 2010	Northwood School	Development Staff Retreat	7	2
1	August 23-27, 2010	Adirondack Community Trust (ACT)	Uihlein-Ironman Sports Fund Advisory Committee Meeting	10	5
1	August 31, 2010	Adirondack Experience	Board Meeting	8	2
1	September 12, 2010	Cornell Cooperative Extension Essex County	Master Gardener program "After the Harvest" (Sunday Garden Series)	19	3
1	September 15, 2010	Garden Club of Lake Placid	Business meeting, presentation, and brown bag lunch	15	3
1	September 16, 2010	Adirondack Community Trust (ACT)	ACT auditor	1	1
1	September 17, 2010	Adirondack Community Housing Trust	Board meeting	10	3
1	September 22, 2010	Franklin County Cooperative Extension 4-H	"Truly Wild" - Wild Edibles 4H program	14	3
1	September 28, 2010	Adirondack Community Trust (ACT)	ACT-LPCSD prospect meeting	3	1
1	September 29, 2010	Adirondack Community Trust (ACT)	ACT-LPCSD prospect meeting	3	1
1	October 1, 2010	Mountain Lake PBS	Meeting with Watertown PBS geberal manager	2	1
1	October 3, 2010	Uihlein-Ironman Sports Fund of Lake Placid	Annual Grant Award Ceremony	70	3
1	October 5, 2010	Henry II and Mildred A Uihlein Foundation	Kick-off meeting for Henry's Woods' friends group (FAST)	14	1
1	October 13, 2010	Adirondack Community Trust (ACT)	Audit Committee Meeting	7	1
1	October 14, 2010	CBN Connect, Inc	Board of Directors & Advisory Council meeting	19	3
1	October 16, 2010	John Brown Lives!	John Brown Lives! Board Meeting	6	2
1	October 18, 2010	Adirondack Community Trust (ACT)	Board Meeting	15	2
1	October 19, 2010	Adirondack Community Trust (ACT)	Endowment Seminar	36	2
1	October 20, 2010	Garden Club of Lake Placid	Monthly meeting and pressentation by Frank Lescinsky	20	2
1	October 21, 2010	Historic Saranac Lake	Board Meeting	13	2
1	October 26, 2010	Adirondack Experience	Board of Directors Meeting	8	2
1	October 26, 2010	Substance Abuse Council	Board mini-retreat and potluck	24	3
1	November 7, 2010	Kiwanis Club of Lake Placid	LP Kiwanis Club Harvest Celebration and Scholarship Benefit	80	3
1	November 9, 2010	Essex County Cornell Cooperative Extension, Adk Harvest	Roundtable discussion and board meeting	20	3

Henry II & Mildred A. Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Year: 2010

	Date	**Charitable Sponsor(s)**	**Description of Event**	**Approx. Number Attending**	**Use Days***
1	December 4, 2010	John Brown Lives!	day-long professional development workshop for educators	40	3
1	December 4, 2010	Ausable River Association	Strategic Planning Retreat	12	3
1	December 10, 2010	St Josephs's Rehabililtation and Treatment Center	Board Retreat and Board Meeting	30	3
1	December 11, 2010	St. Josephs's Rehabililtation and Treatment Center	Board Retreat	20	2
72	**Total Events Held**		**Total Use Days**		**177**
			Total Attendance	**1855**	

Heaven Hill Charitable Events 2010 xls
Compiled by Eleonore Wotherspoon
Last updated: February 6, 2011

Henry II & Mildred A. Uihlein Foundation Trust
Charitable Events Held at Heaven Hill Farm
Annual Attendance: 2006 - 2010

Year	Total Attendance	% change from prior year
2006	603	
2007	768	27%
2008	1,364	78%
2009	1,317	-3%
2010	1,855	41%
	5,907	**Cumulative Total**

Compiled by: Eleonore Wotherspoon
Last updated February 13, 2011

Form 8868
(Rev January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time to File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ▶ ☒
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

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

Type or print File by the due date for filing your return See instructions	Name of exempt organization HENRY UIHLEIN II AND MILDRED A	Employer identification number 39-1322495
	Number, street, and room or suite no. If a P.O box, see instructions	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. ,	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ,

COPY

Telephone No ▶ FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08-15 , 20 11, to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ ☒ calendar year 20 10 or

▶ ☐ tax year beginning ______, 20___, and ending ______, 20___.

2 If the tax year entered in line 1 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	$ 10,437
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	3b	$ 13,206
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0

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