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**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

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 MADISON GAS & ELECTRIC FOUNDATION, INC.		A Employer identification number 39-6098118
Number and street (or P O box number if mail is not delivered to street address) PO BOX 1231	Room/suite	B Telephone number (see page 10 of the instructions) 608-252-4739
City or town, state, and ZIP code MADISON, WI 53701-1231		C If exemption application is pending, check here ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 14,719,795	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐		

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	323,872	169,552		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(379,896)			
	b Gross sales price for all assets on line 6a	633,480			
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	30	4,750			
12 Total. Add lines 1 through 11	(55,994)	174,302			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	20,887			
	c Other professional fees (attach schedule)	47,671	47,268		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	68,558	47,268		
	25 Contributions, gifts, grants paid	610,032			610,032
26 Total expenses and disbursements. Add lines 24 and 25	678,590	47,268		610,032	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(734,584)				
b Net investment income (if negative, enter -0-)		127,034			
c Adjusted net income (if negative, enter -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	63,255	53,900	53,900
	2 Savings and temporary cash investments	498,943	516,742	516,742
	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)			
	b Investments—corporate stock (attach schedule)	9,593,191	10,292,661	10,292,661
	c Investments—corporate bonds (attach schedule)	3,540,000	3,856,492	3,856,492
	11 Investments—land, buildings, and equipment: basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	40,000	0	0
	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)	13,735,389	14,719,795	14,719,795
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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)			
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	13,735,389	14,719,795	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,735,389	14,719,795	

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	13,735,389
2 Enter amount from Part I, line 27a	2	(734,584)
3 Other increases not included in line 2 (itemize) ▶ <u>SEE SCHEDULE 3</u>	3	1,718,990
4 Add lines 1, 2, and 3	4	14,719,795
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	14,719,795

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 shares MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE SCHEDULE 4				
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			(772,583)	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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	(772,583)
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	(34,515)

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.

(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	490,720	11,535,140	.0425
2008	644,963	13,720,169	.0470
2007	581,750	13,971,491	.0416
2006	562,384	11,639,843	.0483
2005	634,105	10,158,976	.0624
2 Total of line 1, column (d) 2 .2418			
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 .0484			
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5 4 13,617,428			
5 Multiply line 4 by line 3 5 659,084			
6 Enter 1% of net investment income (1% of Part I, line 27b) 6 1,270			
7 Add lines 5 and 6 7 660,354			
8 Enter qualifying distributions from Part XII, line 4 8 610,032 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	2,541	
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	2,541	
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	2,541	
6	Credits/Payments:			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	6,858	
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	6,858	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	4,317	
11	Enter the amount of line 10 to be: Credited to 2011 estimated tax 4,317 Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
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)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
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? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WISCONSIN		
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? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► NONE				
14	The books are in care of ► MADISON GAS & ELECTRIC COMPANY	Telephone no. ►	608-252-4739	
	Located at ► 133 S. BLAIR ST., MADISON, WI	ZIP+4 ►	53703	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here.	15	☐	
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	Yes	No
	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**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c	✓
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 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	✓
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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	✓

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)?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

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? ☐ Yes ☒ No**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 5				

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
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 PROGRAM SUPPORT FOR PREDOMINANTLY MADISON AREA CHARITABLE/EXEMPT ORGANIZATIONS BASED ON APPLICATION.	532,032
2 SCHOLARSHIP FUNDING THROUGH THE MADISON COLLEGE FOUNDATION.	5,000
3 CAPITAL FUND COMMITMENTS PAID TO MADISON AREA CHARITABLE/EXEMPT ORGANIZATIONS.	73,000
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	13,770,850
b	Average of monthly cash balances	1b	53,951
c	Fair market value of all other assets (see page 25 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	13,824,801
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	13,824,801
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	207,373
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,617,428
6	Minimum investment return. Enter 5% of line 5	6	680,871

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	680,871
2a	Tax on investment income for 2010 from Part VI, line 5	2a	2,541
b	Income tax for 2010. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,541
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	678,330
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	678,330
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	678,330

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	610,032
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	610,032
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	610,032

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				678,330
2 Undistributed income, if any, as of the end of 2010:				
a Enter amount for 2009 only			0	
b Total for prior years: 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2010:				
a From 2005	101,714			
b From 2006	10,750			
c From 2007	0			
d From 2008	0			
e From 2009	0			
f Total of lines 3a through e	112,464			
4 Qualifying distributions for 2010 from Part XII, line 4: ► \$ 610,032				
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				610,032
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a).)	68,298			68,298
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	44,166			
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 2009. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				
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)	33,416			
9 Excess distributions carryover to 2011. Subtract lines 7 and 8 from line 6a	10,750			
10 Analysis of line 9:				
a Excess from 2006	10,750			
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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 ▶

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

BONNIE JUUL, MADISON GAS AND ELECTRIC FOUNDATION, INC., PO BOX 1231, MADISON, WI 53701-1231, 608-252-7279

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

SEE SCHEDULE 8

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:

DONEE ORGANIZATIONS MUST GENERALLY BE LOCATED WITHIN MG&E'S SERVICE TERRITORY TO BE CONSIDERED.

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 SCHEDULE 6				610,032
Total			▶	3a 610,032
b <i>Approved for future payment</i> SEE SCHEDULE 7				88,000
Total			▶	3b 88,000

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|----------|--|--------------|-----|----|
| | | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| | (1) Cash | 1a(1) | | ✓ |
| | (2) Other assets | 1a(2) | | ✓ |
| b | Other transactions: | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | ✓ |
| 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. | | | |

[illegible]

- 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

**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 _____

Secretary & Treasurer

Title

**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

MADISON GAS AND ELECTRIC FOUNDATION, INC.
EIN 39-6098118
2010 FORM 990-PF

Schedule 1

Part I, Line 11 - Other Income

Description	Amount
Miscellaneous Income	<u>30</u>

Part I, Line 16(b) - Accounting Fees

Description	Amount
Accounting Fees	<u>20,887</u>

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

Description	Amount
Investment Management Fees	2,593
Fund Management Fees	41,613
Investment Consulting Fees	<u>3,465</u>
	<u>47,671</u>

MADISON GAS AND ELECTRIC FOUNDATION, INC.
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Schedule 2

	BOOK VALUE 12/31/2010	FAIR MARKET VALUE 12/31/2010
Part II, Line 10(b) - Investments-corporate stock		
MGE ENERGY INC	513,120	513,120
RREEF America REIT II Inc.	353,869	353,869
Commonfund-Multi-Strategy Equity Fund	9,425,672	9,425,672
	<u>10,292,661</u>	<u>10,292,661</u>
Part II, Line 10(c) - Investments-corporate bonds		
Commonfund-Multi-Strategy Bond Fund	<u>3,856,492</u>	<u>3,856,492</u>

MADISON GAS AND ELECTRIC FOUNDATION, INC.
EIN 39-6098118
2010 FORM 990-PF

Schedule 3

Part III, Line 3 - Increases in Net Assets or Fund Balances

Description	Amount
Current Year Unrealized Gains (Losses) on Investments Carried at Market Value	<u>1,718,990</u>
	<u><u>1,718,990</u></u>

Part IV - Capital Gains/Losses for Tax on Investment Income

(a) Description	(b) How Acq	(c) Date Acq	(d) Date Sold	(e) Proceeds less Expense of Sale	(g) Cost or Other Basis	(h) Gain or (Loss)
Pimco Total Return Fund	P	12/31/2009	01/25/2010	5	5	-
Rreef Amerca REIT II	P	08/31/2006	05/14/2010	105,837	184,167	(78,330)
Rreef Amerca REIT II	P	08/31/2006	08/13/2010	263,000	458,786	(195,786)
Rreef Amerca REIT II	P	08/31/2006	11/12/2010	183,026	288,806	(105,780)
From Schedule K-1 - Commonfund Institutional Multi Strategy Equity Fund LLC - Long Term	P					(358,172)
From Schedule K-1 - Commonfund Institutional Multi Strategy Equity Fund LLC - Short Term	P					(44,439)
From Schedule K-1 - CFI Multi-Strategy Bond Fund, LLC - Short Term	P					9,924
Total						<u>(772,583)</u>

Part VIII, Line 1 - All Officers, Directors, Trustees, and Foundation Managers

Name	Address	Title	Average Hours per Week Devoted to Position*	Compensation	Contributions to Employee Benefit Plans, etc	Expense Account Allowances
Gary J. Wolter	Post Office Box 1231 Madison, WI 53701-1231	President	1%	0	0	0
Jeff C. Newman	Post Office Box 1231 Madison, WI 53701-1231	Secretary and Treasurer	2%	0	0	0
Krstine A. Euclide	Post Office Box 1231 Madison, WI 53701-1231	Vice President	1%	0	0	0
Lynn K. Hobbie	Post Office Box 1231 Madison, WI 53701-1231	Vice President	1%	0	0	0
Scott A. Neitzel	Post Office Box 1231 Madison, WI 53701-1231	Vice President	1%	0	0	0

*Average percent of a 40-hour week devoted to position

MADISON GAS AND ELECTRIC FOUNDATION, INC.

EIN 39-6098118

2010 FORM 990-PF

Schedule 6

Part XV, Line 3(a) - Grants and Contributions Paid During the Year

Name and Address*	Relationship	Status	Purpose	Amount
201 State Foundation	N/A	Public	Program Support	7,000
Aaron J. Meyer Foundation	N/A	Public	Program Support	1,000
Access Community Health Centers	N/A	Public	Program Support	1,200
AFP Greater Madison Chapter P-Day	N/A	Public	Program Support	1,000
AIDS Network	N/A	Public	Program Support	1,000
Aldo Leopold Nature Center	N/A	Public	Program Support	2,500
ALS Foundation	N/A	Public	Program Support	1,000
American Cancer Society	N/A	Public	Program Support	5,000
American Heart Association	N/A	Public	Program Support	3,000
Bayview Foundation, Inc	N/A	Public	Program Support	1,000
Blair Street Gardens	N/A	Public	Program Support	2,000
Boys and Girls Club of Dane County, Inc	N/A	Public	Program Support	1,000
Brisas del Peru Dance Group	N/A	Public	Program Support	500
Breast Cancer Recovery Foundation	N/A	Public	Program Support	1,000
Business Forum	N/A	Public	Program Support	250
Capitol City Band	N/A	Public	Program Support	1,000
Center for Resilient Cities	N/A	Public	Program Support	20,000
Centro Hispano	N/A	Public	Program Support	1,000
Childrens Theater of Madison	N/A	Public	Program Support	5,000
Clean Lakes Alliance	N/A	Public	Program Support	2,500
Cirucs World Museum Foundation, Inc	N/A	Public	Program Support	500
City of Monona	N/A	Public	Program Support	2,000
Community GroundWorks	N/A	Public	Program Support	11,200
Cross Plains American Legion Post 245	N/A	Public	Program Support	1,000
Cross Plains Worlds Fair	N/A	Public	Program Support	1,500
Dane Buy Local	N/A	Public	Program Support	2,500
Dane County Cultural Affairs	N/A	Public	Program Support	10,000
Dane County CASA	N/A	Public	Program Support	1,000
Dane County Enviromental Coucil	N/A	Public	Program Support	500
Dane County Time Bank	N/A	Public	Program Support	5,000
Dane Dances	N/A	Public	Program Support	5,000
Edgewood College	N/A	Public	Program Support	10,000
Energy Services, Inc	N/A	Public	Program Support	80,000
Exchange Center	N/A	Public	Program Support	1,600
Fitchburg Fields, Inc	N/A	Public	Program Support	2,000
Fitchburg Parks Department	N/A	Public	Program Support	500
Foundation for Madison Public Schools	N/A	Public	Program Support	6,000
Friends of Hank Aaron Trail	N/A	Public	Program Support	1,500
Fund for Campus Servant Leadership	N/A	Public	Program Support	5,000
Fund for Women	N/A	Public	Program Support	1,000
Gathering Waters Conservancy	N/A	Public	Program Support	1,000
Goodman Community Center	N/A	Public	Program Support	500
Greater Madison Convention Bureau	N/A	Public	Program Support	5,000
Hill Farm Swim Club	N/A	Public	Program Support	1,000
HospiceCare Inc.	N/A	Public	Program Support	5,000
Independent Living Inc	N/A	Public	Program Support	500
Joseph P. Mettner Foundation	N/A	Public	Program Support	5,000
Junior Achievement of Wisconsin	N/A	Public	Program Support	3,500
Keep Wisconsin Warm Fund	N/A	Public	Program Support	5,000
King Coalition c/o Urban League	N/A	Public	Program Support	1,000
Komen Madison	N/A	Public	Program Support	2,000
Kujichagulia	N/A	Public	Program Support	1,000
Links Foundation, Inc.	N/A	Public	Program Support	1,000
Literacy Network	N/A	Public	Program Support	500
LGBT Campus Center	N/A	Public	Program Support	1,000
LGM Foundation	N/A	Public	Program Support	30,000
MACSAC	N/A	Public	Program Support	2,500
Madison Area Technical College Foundation	N/A	Public	Program Support	10,000
Madison Area Technical College Scholarships	N/A	Public	Program Support	5,000

Madison Ballet	N/A	Public	Program Support	5,000
Madison Civic Club	N/A	Public	Program Support	2,000
Madison Community Foundation	N/A	Public	Program Support	2,000
Madison Metropolitan School District	N/A	Public	Program Support	500
Madison Museum of Contemporary Art	N/A	Public	Program Support	5,000
Madison Music Collective	N/A	Public	Program Support	1,000
Madison Opera	N/A	Public	Program Support	5,000
Madison Parks Foundation	N/A	Public	Program Support	4,400
Madison Symphony Orchestra	N/A	Public	Program Support	10,000
Madison Trust for Historic Preservation	N/A	Public	Program Support	3,000
Madison Urban Ministry	N/A	Public	Program Support	500
MAGNET	N/A	Public	Program Support	5,000
MARC Foundation of Dane County	N/A	Public	Program Support	5,000
March of Dimes Walk America	N/A	Public	Program Support	2,000
Martin Luther King, Jr. Coalition	N/A	Public	Program Support	1,000
McFarland Area Outreach Endowment	N/A	Public	Program Support	1,000
MHCD - Kajsia House	N/A	Public	Program Support	500
Meriter Foundation	N/A	Public	Program Support	10,000
Meriter Foundation - Greenbush/Vilas Project	N/A	Public	Program Support	5,000
Middleton's Big Event	N/A	Public	Program Support	5,000
Middleton VFW Post #8216	N/A	Public	Program Support	100
Monona Terrace Community Foundation	N/A	Public	Program Support	1,500
NAACP	N/A	Public	Program Support	2,000
National Multiple Sclerosis Society	N/A	Public	Program Support	2,500
Natural Heritage Land Trust	N/A	Public	Program Support	1,000
Olinch Botanical Society	N/A	Public	Program Support	3,000
Operation Fresh Start	N/A	Public	Program Support	5,000
Planned Parenthood of Wisconsin	N/A	Public	Program Support	300
Porchlight	N/A	Public	Program Support	10,000
Rainbow Project	N/A	Public	Program Support	500
REACH a Child	N/A	Public	Program Support	1,000
River Alliance of Wisconsin	N/A	Public	Program Support	1,000
Safe Harbor Advocacy Center Inc	N/A	Public	Program Support	500
Seats for Kids, Inc	N/A	Public	Program Support	2,500
Sector67 Inc.	N/A	Public	Program Support	5,000
Shark Attack Eastside Sharks	N/A	Public	Program Support	1,000
St. Mary's Hospital and Care Center Foundation	N/A	Public	Program Support	10,000
Technology Education Foundation	N/A	Public	Program Support	2,500
TEMPO International	N/A	Public	Program Support	4,500
TGT Charity, Inc	N/A	Public	Program Support	1,000
United Way of Dane County	N/A	Public	Program Support	105,532
University Research Park, Inc.	N/A	Public	Program Support	5,000
UW-Madison College of Engineering	N/A	Public	Program Support	5,000
UW-Madison Energy Hub	N/A	Public	Program Support	1,500
UW Foundation	N/A	Public	Program Support	500
UW Foundation - Gassman Opportunity Fund	N/A	Public	Program Support	500
UW Foundation - Nursing Science Center	N/A	Public	Program Support	10,000
UW Nelson Institute	N/A	Public	Program Support	5,000
Vernon Economic Development Association, Inc	N/A	Public	Program Support	10,000
WARF	N/A	Public	Program Support	5,000
Waunakee DeForest Ice Rink Inc	N/A	Public	Program Support	5,000
We the People/Wisconsin, Inc.	N/A	Public	Program Support	10,000
WILDD	N/A	Public	Program Support	500
Wisconsin Chamber Orchestra	N/A	Public	Program Support	15,000
Wisconsin Coalition Against Domestic Violence	N/A	Public	Program Support	1,000
Wisconsin Covenant Foundation, Inc.	N/A	Public	Program Support	5,000
Wisconsin Partnership for Housing Development	N/A	Public	Program Support	2,500
Wisconsin Women's Health Foundation	N/A	Public	Program Support	1,500
Wisconsin Women's Network	N/A	Public	Program Support	250
Women in Focus, Inc	N/A	Public	Program Support	2,000
World Vision	N/A	Public	Program Support	3,000
Yahara River Chorus	N/A	Public	Program Support	200
YWCA Madison	N/A	Public	Program Support	2,000
Zonta Club			Total	610,032

* Madison, WI, unless otherwise indicated

MADISON GAS AND ELECTRIC FOUNDATION, INC.
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Schedule 7

Part XV, Line 3(b) - Grants and Contributions Approved for Future Payment

Name and Address*	Relationship	Status	Purpose	Amount 2011	Amount 2012	Amount 2013	Amount 2014	Totals
Dane County Time Bank	N/A	Public	Program Support	5,000				5,000
Greater Madison Convention Bureau	N/A	Public	Program Support	5,000	5000	5000	5000	20,000
Madison Opera	N/A	Public	Program Support	5,000				5,000
Madison Trust for Historic Preservation	N/A	Public	Program Support	3,000				3,000
Meriter Foundation-Greenbush/Vilas Project	N/A	Public	Program Support	5,000	5,000			10,000
PorchlightPorchlightPorchlightPorchlight	N/A	Public	Program Support	10,000	10,000			20,000
St. Mary's Hospital and Care Center Fdn	N/A	Public	Program Support	10,000				10,000
University Research Park, Inc.	N/A	Public	Program Support	5,000	5,000	5,000		15,000
Totals				48,000	25,000	10,000	5,000	88,000

* Madison, WI, unless otherwise indicated.

PREPARATION OF THE PROPOSAL

1 of 2



Part I.

Please respond to the following information:

1. Full legal name of applicant organization, address, and telephone number.
2. Name of chief executive officer, title, business address, and telephone number.
3. Name of individual preparing grant proposal, title, business address, and telephone number (If identical to item 2 above, indicate "same.")
4. Specific dollar amount requested.
5. Is this request for annual operating monies or for a specific project or program?
6. What do you plan to do with the funds and why?
7. If this project is for "bricks and mortar" construction, has an approval of your fund drive calendar been received from the Capital Fund Raising Committee of the Civic Progress Group?

Part II.

Please respond to the following questions:

1. Are you seeking other sources of funding? If so, what are the
(a) Assured funds, source, amount
(b) Requested funds, source, amount.
2. If funded, what plans do you have for future financial needs of the project?
3. Is the project intended to generate funding? If so, provide financial projections.
4. If funded, what are the desired effects of the program/project? Include both long- and short-range objectives and quantifiable and non-quantifiable objectives.
5. What measurement tools and performance standards are in place to determine the success/failure of the program/project?

PREPARATION OF THE PROPOSAL - CONTINUED 2 of 2



Part III

Please attach the following information:

1. A photocopy of exemption statement under 501(c) of the Internal Revenue Code.
2. A current Balance Sheet and Statement of Income or copy of most recent audit report.
3. Project or program budget.
4. A copy of the minutes of the organization's governing body indicating authorization of the grant proposal.

Part IV

Please attach or include any information which will support the grant proposal, such as printed materials, charts, graphs, photographs, or illustrations. One copy of each is sufficient.

Send the completed proposal to:

Madison Gas and Electric Foundation, Inc.
Post Office Box 1231
Madison, Wisconsin 53701-1231