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Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052
2010

For calendar year 2010, or tax year beginning 02/01 , 2010, and ending 01/31, 2011

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
MELITTA S. PICK CHARITABLE TRUST
C/O GEORGE A. DIONISOPOULOS

A Employer identification number
23-7243490

Number and street (or P O box number if mail is not delivered to street address) Room/suite
FOLEY & LARDNER LLP
777 EAST WISCONSIN AVENUE

B Telephone number (see page 10 of the instructions)
(414) 271-2400

City or town, state, and ZIP code
MILWAUKEE, WI 53202-5306

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 17,783,688.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)	0.			
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	89.	89.		ATCH 1
	4 Dividends and interest from securities	386,883.	386,883.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	251,905.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		251,905.		
	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)	5,379.	0.		ATCH 3
	12 **Total.** Add lines 1 through 11	644,256.	638,877.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	100,000.	40,000.	0.	60,000.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	50,943.	50,943.		0.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	5,395.	16.		0.
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 7	226.	113.		113.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	156,564.	91,072.	0.	60,113.
	25 Contributions, gifts, grants paid	1,392,000.			1,392,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,548,564.	91,072.	0.	1,452,113.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-904,308.			
	b **Net investment income** (if negative, enter -0-)		547,805.		
	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			
	2 Savings and temporary cash investments	611,736.	630,735.	630,735.
	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			
	10 a Investments - U S and state government obligations (attach schedule)**	1,411,174.	1,211,826.	1,214,566.
	b Investments - corporate stock (attach schedule) ATCH 9	9,637,251.	9,508,694.	12,717,816.
	c Investments - corporate bonds (attach schedule) ATCH 10	3,612,022.	3,016,620.	3,220,571.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	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)	15,272,183.	14,367,875.	17,783,688.
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.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	15,272,183.	14,367,875.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	15,272,183.	14,367,875.	

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	15,272,183.
2 Enter amount from Part I, line 27a	2	-904,308.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	14,367,875.
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	14,367,875.

**ATCH 8

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) 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	251,905.
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	1,448,975.	16,785,525.	0.086323
2008	1,465,952.	20,025,453.	0.073204
2007	1,508,717.	24,163,728.	0.062437
2006	1,283,555.	24,692,754.	0.051981
2005	919,364.	24,680,950.	0.037250

2	**Total** of line 1, column (d)	2	0.311195
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.062239
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	16,902,370.
5	Multiply line 4 by line 3	5	1,051,987.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,478.
7	Add lines 5 and 6	7	1,057,465.
8	Enter qualifying distributions from Part XII, line 4	8	1,452,113.

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 ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	5,478.
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	5,478.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	5,478.
6	Credits/Payments			
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a 5,379.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	5,379.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	2.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	101.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 0. **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

		Line	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		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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? 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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ GEORGE A. DIONISOPOULOS Telephone no ▶ 414-297-5750

Located at ▶ 777 E. WISCONSIN AVENUE MILWAUKEE, WI ZIP + 4 ▶ 53202

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

		Line	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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	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		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 ▶ ____, ____, ____, ____				
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		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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		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)*

			Yes	No
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**		
	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?	**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**		

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
ATTACHMENT 11		0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
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	16,638,551.
b	Average of monthly cash balances	1b	521,216.
c	Fair market value of all other assets (see page 25 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	17,159,767.
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	0.
3	Subtract line 2 from line 1d	3	17,159,767.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	257,397.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,902,370.
6	**Minimum investment return.** Enter 5% of line 5	6	845,119.

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	845,119.
2a	Tax on investment income for 2010 from Part VI, line 5	2a	5,478.		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,478.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	839,641.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	839,641.
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	839,641.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	1,452,113.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the.		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,452,113.
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	5,478.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,446,635.

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				839,641.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only				
b Total for prior years 20 08 ,20 07 ,20 06				
3 Excess distributions carryover, if any, to 2010				
a From 2005				
b From 2006 19,535.				
c From 2007 329,519.				
d From 2008 473,191.				
e From 2009 619,993.				
f **Total** of lines 3a through e	1,442,238.			
4 Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,452,113.				
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				839,641.
e Remaining amount distributed out of corpus	612,472.			
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	2,054,710.			
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)				
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	2,054,710.			
10 Analysis of line 9				
a Excess from 2006 19,535.				
b Excess from 2007 329,519.				
c Excess from 2008 473,191.				
d Excess from 2009 619,993.				
e Excess from 2010 612,472.				

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

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			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
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:

ATTACHMENT 12

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

ATTACHMENT 13

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.

ATTACHMENT 14

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*				
ATTACHMENT 15				
Total ▶ **3a**				1,392,000.
b *Approved for future payment*				
ATTACHMENT 16				
Total ▶ **3b**				1,200,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	89.	
4 Dividends and interest from securities			14	386,883.	
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	251,905.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATTACHMENT 17					5,379.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				638,877.	5,379.

13 Total. Add line 12, columns (b), (d), and (e) . . . . 13 644,256.

(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)
11B	EXCISE TAX REFUND

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		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

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] Signature of officer or trustee | 6/13/11 Date | CO-TRUSTEE Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Kristine L. Havlik	[signature]	6/13/11		P00191396

Firm's name ▶ FOLEY & LARDNER LLP — Firm's EIN ▶ 39-0473800

Firm's address ▶ 777 E. WISCONSIN AVE. MILWAUKEE, WI 53202-5306 — Phone no 414-271-2400

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED SCHEDULE.					-169,639.	
		SEE ATTACHED SCHEDULE.					421,544.	
TOTAL GAIN(LOSS)							251,905.	

ACCOUNT # 6016026
TAX ID 23-7243490
FROM 02/01/2010
TO 01/31/2011
FISCAL YEAR: 01/31

FOLEY & LARDNER LLP TRUST ACCT'G
Gain and Loss Report
MELITTA S. PICK CHARITABLE TRUST
JOAN M. PICK AND
GEORGE DIONISOPOULOS, TRUSTEES

AS OF 06/09/2011
RUN JUN 09 2011

GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
SHORT TERM CAPITAL GAIN (LOSS)					
5000 SHARES OF SOCIEDAD QUIMICA Y MINERA DE CHILE SA	02/08/2010 08/12/2009	172,553.30	181,623.00	(9,069.70)	
4300 SHARES OF B M C SOFTWARE INC	02/23/2010 03/23/2009	156,733.00	138,901.18	17,831.82	
4000 SHARES OF MCAFEE INC	03/29/2010 06/10/2009	159,514.10	162,242.80	(2,728.70)	
600 SHARES OF GOLDMAN SACHS GROUP INC	04/20/2010 10/08/2009	96,797.38	114,543.18	(17,745.80)	
9300 SHARES OF EBAY INC	04/26/2010 04/29/2009	228,362.28	154,662.72	73,699.56	
6600 SHARES OF EBAY INC	04/26/2010 08/03/2009	162,063.56	145,396.68	16,666.88	
3300 SHARES OF NOBLE CORPORATION BAAR NAMEN-AKT ADR	05/05/2010 11/10/2009	125,544.72	141,286.80	(15,742.08)	
3900 SHARES OF QUALCOMM INC INC	05/18/2010 11/18/2009	143,535.51	177,354.06	(33,818.55)	
1800 SHARES OF BUCYRUS INTERNATIONAL	05/21/2010 03/11/2010	89,001.83	115,667.64	(26,665.81)	
500 SHARES OF PRICELINE .COM INCORPORATED	06/08/2010 03/02/2010	87,725.22	120,434.80	(32,709.58)	
400 SHARES OF PRICELINE .COM INCORPORATED	06/08/2010 04/27/2010	70,180.17	107,317.60	(37,137.43)	
7050 SHARES OF MARVELL TECH GROUP INC	06/29/2010 04/22/2010	115,810.50	151,852.07	(36,041.57)	
2000 UNITS OF VANGUARD TAX-MANAGED FD EUROPE PAC ETF	07/09/2010 10/06/2009	62,121.94	68,218.60	(6,096.66)	

ACCOUNT # 6016026
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TO 01/31/2011
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FOLEY & LARDNER LLP TRUST ACCT'G
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AS OF 06/09/2011
RUN JUN 09 2011

GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					
8200 SHARES OF MARVELL TECH GROUP INC	07/28/2010 03/17/2010	128,923.13	166,526.42	(37,603.29)	
1300 SHARES OF MARVELL TECH GROUP INC	07/28/2010 04/22/2010	20,439.03	28,001.09	(7,562.06)	
7500 SHARES OF MYLAN LABS, INC.	09/01/2010 03/02/2010	130,296.79	160,050.00	(29,753.21)	
5700 SHARES OF HOME DEPOT INC.	11/30/2010 06/09/2010	172,811.95	182,869.68	(10,057.73)	
11350 SHARES OF NEWS CORPORATION CLASS A	12/15/2010 05/05/2010	162,155.84	164,762.28	(2,606.44)	
2500 SHARES OF TJX COMPANIES, INC. (NEW)	01/06/2011 03/10/2010	113,237.83	104,186.50	9,051.33	
4500 SHARES OF TJX COMPANIES, INC. (NEW)	01/06/2011 05/04/2010	203,828.10	208,466.55	(4,638.45)	
3500 SHARES OF HUMANA, INC. COMMON STOCK PAR VALUE $0.1666	01/11/2011 08/19/2010	199,708.72	172,535.65	27,173.07	
1625 SHARES OF HUMANA, INC. COMMON STOCK PAR VALUE $0.1666	01/11/2011 11/03/2010	92,721.91	96,806.45	(4,084.54)	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)		2,894,066.81	3,063,705.75	(169,638.94)	

GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
LONG TERM CAPITAL GAIN (LOSS)					
525 SHARES OF INTERNATIONAL BUSINESS MACHINES CORP.	02/05/2010 06/05/2008	64,474.54	67,277.23	(2,802.69)	
1775 SHARES OF ORACLE CORP	02/05/2010 05/22/2008	41,385.02	39,813.25	1,571.77	
4000 SHARES OF FLUOR CORP NEW	03/15/2010 11/18/2008	181,344.49	130,822.80	50,521.69	
1200 SHARES OF GOLDMAN SACHS GROUP INC	04/20/2010 04/14/2009	193,594.77	146,892.12	46,702.65	
12000 SHARES OF HUDSON CITY BANCORP	05/04/2010 04/22/2009	155,979.35	153,620.40	2,358.95	
4500 SHARES OF GILEAD SCIENCES	06/07/2010 05/22/2008	155,279.32	242,581.34	(87,302.02)	
200000 UNITS OF WAL-MART 4.125% 07/01/2010	07/01/2010 01/17/2007	200,000.00	193,664.00	6,336.00	
150 SHARES OF GOOGLE INC	06/29/2010 01/26/2009	68,772.06	48,333.33	20,438.73	
1000 SHARES OF MCDONALD'S CORPORATION	07/20/2010 08/06/2008	70,451.10	62,295.00	8,156.10	
125 SHARES OF APPLE INC.	07/22/2010 12/26/2007	32,327.71	24,995.20	7,332.51	
1500 SHARES OF PROCTER & GAMBLE COMPANY	07/28/2010 03/26/2003	94,303.40	66,448.50	27,854.90	
1000 SHARES OF COGNIZANT TECH SOL CL A	08/02/2010 05/05/2009	55,639.05	27,233.50	28,405.55	
1000 SHARES OF MCDONALD'S CORPORATION	08/02/2010 08/06/2008	70,082.81	62,295.00	7,787.81	
8000 SHARES OF HEWLETT-PACKARD COMPANY	08/12/2010 11/25/2008	321,395.36	265,485.60	55,909.76	

GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
600 SHARES OF CME GROUP INC	08/17/2010 03/26/2009	149,135.15	152,336.28	(3,201.13)	
1275 SHARES OF MOSAIC CO	08/27/2010 10/28/2008	73,176.88	34,593.17	38,583.71	
4000 SHARES OF ABBOTT LABORATORIES	09/15/2010 12/29/2008	206,263.31	208,622.00	(2,358.69)	
2500 SHARES OF ABBOTT LABORATORIES	09/15/2010 01/21/2009	128,914.57	129,283.25	(368.68)	
800 SHARES OF MCDONALD'S CORPORATION	09/15/2010 08/06/2008	59,633.39	49,836.00	9,797.39	
275 SHARES OF COGNIZANT TECH SOL CL A	09/23/2010 05/05/2009	17,421.94	7,489.21	9,932.73	
4725 SHARES OF WAL-MART STORES INC.	10/13/2010 08/15/2008	256,179.96	283,215.56	(27,035.60)	
2800 SHARES OF PROCTER & GAMBLE COMPANY	10/19/2010 03/26/2003	177,796.99	124,037.20	53,759.79	
3275 SHARES OF WAL-MART STORES INC.	11/16/2010 08/15/2008	180,049.57	196,302.84	(16,253.27)	
200000 UNITS OF JPMORGAN CHASE & CO FDIC TLGP 2.625% 12/01/2010	12/01/2010 12/10/2008	200,000.00	201,304.00	(1,304.00)	
200000 UNITS OF REGIONS BK ALA MTN FDIC TLGP GTD 2.75% 12/10/2010	12/10/2010 12/10/2008	200,000.00	200,434.00	(434.00)	
2700 SHARES OF PROCTER & GAMBLE COMPANY	12/09/2010 03/26/2003	169,152.94	119,607.30	49,545.64	
7500 SHARES OF BRISTOL-MYERS SQUIBB CO	12/09/2010 03/24/2009	193,000.98	157,052.25	35,948.73	

GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
RECEIPT OF CASH FROM EL PASO CORP		115.09		115.09	
4000 SHARES OF SOUTHWESTERN ENERGY CO. PAR VALUE $1.00	12/20/2010 01/06/2009	141,083.21	136,318.00	4,765.21	
3500 SHARES OF SOUTHWESTERN ENERGY CO. PAR VALUE $1.00	12/20/2010 04/29/2009	123,447.81	128,461.55	(5,013.74)	
2400 SHARES OF BRISTOL-MYERS SQUIBB CO	12/23/2010 03/13/2009	63,286.92	49,940.16	13,346.76	
1100 SHARES OF BRISTOL-MYERS SQUIBB CO	12/23/2010 03/24/2009	29,006.51	23,034.33	5,972.18	
4700 SHARES OF DUKE ENERGY CORP NEW	01/13/2011 08/25/2009	83,085.57	74,025.00	9,060.57	
3500 SHARES OF MCDONALD'S CORPORATION	01/13/2011 08/06/2008	254,796.67	218,032.50	36,764.17	
1250 SHARES OF FMC TECHNOLOGIES INC	01/20/2011 10/08/2009	105,200.97	68,552.00	36,648.97	
TOTAL LONG TERM CAPITAL GAIN (LOSS)		4,515,777.41	4,094,233.87	421,543.54	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)		2,894,066.81	3,063,705.75	(169,638.94)	
GRAND TOTAL SHORT & LONG TERM GAIN (LOSS)		7,409,844.22	7,157,939.62	251,904.60	

ACCOUNT # 6016026
TAX ID 23-7243490
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FOLEY & LARDNER LLP TRUST ACCT'G
Gain and Loss Report
MELITTA S. PICK CHARITABLE TRUST
JOAN M. PICK AND
GEORGE DIONISOPOULOS, TRUSTEES

SUMMARY OF CAPITAL GAINS AND LOSSES

TOTAL SHORT TERM CAPITAL GAIN (LOSS)	(169,638.94)	
NET SHORT TERM CAPITAL GAIN (LOSS)	(169,638.94)	(169,638.94)
TOTAL LONG TERM CAPITAL GAIN (LOSS)	421,543.54	
NET LONG TERM CAPITAL GAIN (LOSS)	421,543.54	421,543.54
NET CAPITAL GAIN (LOSS)		251,904.60

TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE 0.00

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FANDL - FIRST AMERICAN FUNDS	89.	89.
TOTAL	89.	89.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BOND AND NOTE INTEREST	172,628.	172,628.
DIVIDENDS	214,255.	214,255.
TOTAL	386,883.	386,883.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2009/2010 EXCISE TAX REFUND	5,379.	0.
TOTALS	5,379.	0.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOLEY & LARDNER LLP	100,000.	40,000.		60,000.
TOTALS	100,000.	40,000.	0.	60,000.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
NORTHSTAR CAPITAL MGMT INC.	50,943.	50,943.	0.
TOTALS	50,943.	50,943.	0.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
2010/2011 ESTIMATED TAXES	5,379.	0.	
FOREIGN TAXES	16.	16.	0.
TOTALS	5,395.	16.	0.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REIMB OF ATTY DISBURSEMENTS	226.	113.	113.
TOTALS	226.	113.	113.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US GOVERNMENT AGENCIES--SEE ATTACHED SCHEDULE.	413,690.	414,982.
TREASURY BILLS--SEE ATTACHED SCHEDULE.	798,136.	799,584.
US OBLIGATIONS TOTAL	1,211,826.	1,214,566.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCK - SEE ATTACHED SCHEDULE.	8,268,998.	11,347,515.
MUTUAL FUNDS - SEE ATTACHED SCHEDULE.	640,525.	686,898.
EQUITY ETFS - SEE ATTACHED SCHEDULE.	599,171.	683,403.
TOTALS	9,508,694.	12,717,816.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS & NOTES--SEE ATTACHED SCHEDULE.	3,016,620.	3,220,571.
TOTALS	3,016,620.	3,220,571.

MELITTA S. PICK CHARITABLE TRUST
JOAN M. PICK AND
GEORGE DIONISOPOULOS, TRUSTEES

ACCT 6016026

ASSETS HELD 01/31/2011
VALUED AS OF 01/31/2011

UNITS	DESCRIPTION	LATEST ACQ DATE	UNIT TAX COST	TAX COST	CURRENT PRICE	MARKET VALUE	EST INC	YIELD
	PRINCIPAL CASH			2,089,313.40		2,089,313.40		
	INCOME CASH			2,089,313.40-		2,089,313.40-		
	TOTAL CASH			0.00*		0.00*	0*	
	MONEY MARKET FUNDS							
	FIRST AMERICAN FUNDS GOVERNMENT OBLIGATIONS - CLASS Z			630,735.10		630,735.10	7	0.0
	U.S. TREASURY BILLS							
800,000	UNITED STATES TREASURY BILLS DUE 06/02/2011	07/07/2010	99.77	798,135.66	99.948	799,584.00	2,068	0.3
	U.S. GOVERNMENT AGENCIES							
200,000	FHLB CONS 5.75% 05/15/2012	11/16/2006	104.12	208,238.00	106.827	213,654.00	11,500	5.4
200,000	FHLMC REFRNCE 5.625% 03/15/2011	11/16/2006	102.73	205,452.00	100.664	201,328.00	11,250	5.6
	TOTAL U.S. GOVERNMENT AGENCIES			413,690.00*		414,982.00*	22,750*	5.5*
	CORPORATE BOND & NOTES							
250,000	BANK OF AMERICA FDIC GTD TLGP 3.125% 06/15/2012	12/10/2008	101.08	252,695.00	103.654	259,135.00	7,813	3.0
200,000	COLGATE PALMOLIVE CO MTNS BE FR 5.2% 11/07/2016	11/17/2006	99.90	199,794.00	114.068	228,136.00	10,400	4.6
200,000	GENERAL ELEC CO 5% 02/01/2013	11/16/2006	99.00	197,992.00	106.994	213,988.00	10,000	4.7
300,000	GENERAL ELEC CAP CORP MTN BE SR NT 4.8% 05/01/2013	09/05/2008	100.12	300,348.00	106.762	320,286.00	14,400	4.5
200,000	GOLDMAN NOTE 5.35% 01/15/2016	12/06/2006	100.61	201,220.00	108.591	217,182.00	10,700	4.9
250,000	GOLDMAN SACHS GP INC FDIC TLGP 3.25% 06/15/2012	12/10/2008	101.43	253,562.50	103.768	259,420.00	8,125	3.1
200,000	HSBC USA INC FDIC TLGP 3.125% 12/16/2011	12/10/2008	100.25	200,490.00	102.425	204,850.00	6,250	3.1
300,000	MERCK & CO INC NT 4.75% 03/01/2015	09/09/2008	102.00	306,000.00	110.022	330,066.00	14,250	4.3
200,000	MERRILL LYNCH LYNCH CO INC MTN BE FR 5.45% 07/15/2014	01/03/2007	101.12	202,234.00	107.043	214,086.00	10,900	5.1
300,000	PEPSICO INC SR NT 5% 06/01/2018	09/10/2008	101.00	302,988.00	109.512	328,536.00	15,000	4.6

MELITTA S. PICK CHARITABLE TRUST
JOAN M. PICK AND
GEORGE DIONISOPOULOS, TRUSTEES

ACCT 6016026

ASSETS HELD 01/31/2011
VALUED AS OF 01/31/2011

UNITS	DESCRIPTION	LATEST ACQ DATE	UNIT TAX COST	TAX COST	CURRENT PRICE	MARKET VALUE	EST INC	YIELD
200,000	PROCTER & GAMBLE NOTE 4.95% 08/15/2014	12/06/2006	99.46	198,926.00	111.563	223,126.00	9,900	4.4
200,000	SUNTRUST BK MTN FDIC TLGP GTD 3% 11/16/2011	12/10/2008	99.81	199,616.00	102.122	204,244.00	6,000	2.9
200,000	3M CO MEDIUM TERM NTS BK ENTRY 4.375% 08/15/2013	08/20/2008	100.38	200,754.00	108.758	217,516.00	8,750	4.0
	TOTAL CORPORATE BOND & NOTES			3,016,619.50*		3,220,571.00*	132,488*	4.1*
	COMMON STOCK ============							
1,975	AGRIUM INC	10/19/2010	84.48	166,848.79	88.39	174,570.25	217	0.1
2,500	ALLERGAN INC	09/28/2010	66.65	166,635.00	70.61	176,525.00	500	0.3
2,300	AMERICAN ELECTRIC POWER CO., INC.	08/25/2009	31.63	72,749.00	35.68	82,064.00	4,232	5.2
4,000	ANNALY CAP MGMT INC	01/13/2011	17.75	71,000.00	17.83	71,320.00	10,240	14.4
1,875	APPLE INC.	04/28/2008	184.91	346,697.67	339.32	636,225.00	0	
700	BLACKROCK INC	01/07/2011	189.14	132,396.00	198.02	138,614.00	2,800	2.0
4,000	BRISTOL-MYERS SQUIBB CO	03/13/2009	20.81	83,233.60	25.18	100,720.00	5,280	5.2
5,000	CSX CORPORATION	10/13/2010	56.85	284,245.76	70.60	353,000.00	5,200	1.5
5,600	CENTERPOINT ENERGY INC	08/25/2009	12.91	72,275.84	16.15	90,440.00	4,424	4.9
6,000	CISCO SYSTEMS, INC.	08/12/2010	21.62	129,715.80	21.15	126,900.00	0	
2,525	COACH INC	01/11/2011	54.02	136,387.88	54.09	136,577.25	1,515	1.1
7,725	COGNIZANT TECH SOL CL A	05/05/2009	27.23	210,378.79	72.95	563,538.75	0	
6,000	COLGATE-PALMOLIVE COMPANY	10/25/1994	15.04	90,269.94	76.77	460,620.00	12,720	2.8
3,600	CONCHO RES INC	12/16/2010	78.89	284,002.68	96 1/4	346,500.00	0	
1,800	CONSOLIDATED EDISON INC	08/25/2009	40.61	73,098.00	49.91	89,838.00	4,320	4.8
2,000	DEERE & COMPANY	12/09/2010	80.95	161,907.40	90.90	181,800.00	2,800	1.5
3,500	DIRECTV CL A	01/07/2011	42.06	147,218.40	42.39	148,365.00	0	
2,100	DOMINION RESOURCES INC (NEW)	08/25/2009	34.56	72,576.00	43.54	91,434.00	4,137	4.5
1,400	EXELON CORPORATION	08/25/2009	51.24	71,736.00	42.51	59,514.00	2,940	4.9
1,200	EXXON MOBIL CORP	12/23/2010	73.12	87,744.00	80.68	96,816.00	2,112	2.2
1,950	FMC TECHNOLOGIES INC	10/08/2009	54.84	106,941.12	94	183,300.00	0	
3,500	FLOWSERVE CORP COMMON STOCK	10/20/2009	82.74	289,579.10	124.99	437,465.00	4,060	0.9
7,400	FORD MOTOR COMPANY	01/11/2011	18.31	135,518.42	15.95	118,030.00	2,960	2.5
1,150	GOLDMAN SACHS GROUP INC	07/23/2010	147.72	169,878.00	163.62	188,163.00	1,610	0.9
350	GOOGLE INC	01/26/2009	322.22	112,777.77	600.36	210,126.00	0	
4,000	HALLIBURTON COMPANY	12/21/2010	40.17	160,698.80	45	180,000.00	1,440	0.8
1,875	HESS CORP NEW	01/20/2011	77.96	146,177.63	84.12	157,725.00	750	0.5
3,075	INTERNATIONAL BUSINESS MACHINES CORP.	06/05/2008	128.15	394,052.32	162	498,150.00	7,995	1.6
10,000	J.P.MORGAN CHASE & CO	01/05/2005	40.16	401,601.00	44.94	449,400.00	2,000	0.4
6,000	JOHNSON & JOHNSON	11/08/1995	20.55	123,288.86	59.77	358,620.00	12,960	3.6

MELITTA S. PICK CHARITABLE TRUST
JOAN M. PICK AND
GEORGE DIONISOPOULOS, TRUSTEES

ACCT 6016026

ASSETS HELD 01/31/2011
VALUED AS OF 01/31/2011

UNITS	DESCRIPTION	LATEST ACQ DATE	UNIT TAX COST	TAX COST	CURRENT PRICE	MARKET VALUE	EST INC	YIELD
1,300	KIMBERLY-CLARK CORPORATION	09/24/2010	66.46	86,398.00	64.73	84,149.00	3,640	4.3
2,700	KRAFT FOODS INC CL A	09/30/2010	31.34	84,618.00	30.57	82,539.00	3,132	3.8
4,225	LUBRIZOL CORPORATION	06/15/2010	91.61	387,032.02	107.46	454,018.50	6,084	1.3
1,700	MCDONALD'S CORPORATION	08/06/2008	62.30	105,901.50	73.67	125,239.00	4,148	3.3
3,900	MEDCO HEALTH SOLUTIONS INC.	12/09/2008	40.69	158,679.69	61.02	237,978.00	0	
3,000	MICROSOFT CORPORATION	01/13/2011	28.20	84,599.40	27.725	83,175.00	1,920	2.3
2,425	MOSAIC CO	10/28/2008	27.13	65,794.86	81.04	196,522.00	485	0.2
2,825	NETAPP INC	12/01/2010	52.13	147,257.08	54.73	154,612.25	0	
1,500	NEXTERA ENERGY INC	07/15/2010	52.31	78,461.25	53.46	80,190.00	3,000	3.7
5,000	NIKE INC. CLASS B	04/29/2009	52.99	264,937.83	82.48	412,400.00	6,200	1.5
6,500	NORTHERN TRUST CORP	01/20/1989	3.75	24,375.00	51.98	337,870.00	7,280	2.2
16,225	ORACLE CORP	05/22/2008	19.79	321,026.75	32.03	519,686.75	3,245	0.6
1,900	PROGRESS ENERGY INC	08/25/2009	39.78	75,585.99	44.92	85,348.00	4,712	5.5
2,800	REYNOLDS AMERICAN INC COMMON STOCK	09/24/2010	29.86	83,597.50	31.81	89,068.00	5,488	6.2
575	SKYWORKS SOLUTIONS, INC.	01/26/2011	29.94	17,214.93	6.77	3,892.75	0	
2,300	SOUTHERN COMPANY	08/25/2009	31.68	72,864.00	37.62	86,526.00	4,186	4.8
2,000	3M COMPANY	08/02/2010	87.30	174,602.20	87.92	175,840.00	4,200	2.4
1,000	UNITED TECHNOLOGIES CORPORATION	01/13/2011	79.49	79,494.90	81.30	81,300.00	1,700	2.1
5,500	VISA INC CL A	04/22/2008	64.26	353,430.50	69.85	384,175.00	3,300	0.9
3,300	VODAFONE GROUP PLC NEW SPONS ADR NEW	09/24/2010	25.65	84,659.85	28.36	93,588.00	4,277	4.6
7,700	YUM BRANDS, INC.	05/04/2010	37.75	290,678.32	46.76	360,052.00	7,700	2.1
2,400	HERBALIFE LTD USD SHS	12/09/2010	69.19	166,061.04	65.33	156,792.00	2,160	1.4
1,675	MILLICOM INTERNATIONAL CELLULAR SA NEW	09/02/2010	95.58	160,098.01	93 1/4	156,193.75	4,422	2.8
	TOTAL COMMON STOCK			8,268,998.19*		11,347,515.25*	178,491*	1.6*
	EQUITY MUTUAL FUNDS ==================							
18,600	VANGUARD TAX-MANAGED FD EUROPE PAC ETF	12/21/2010	34.44	640,524.90	36.93	686,898.00	16,684	2.4
	EQUITY ETFS ===========							
14,700	VANGUARD EMERGING MARKETS ETF	12/21/2010	40.76	599,170.60	46.49	683,403.00	11,981	1.8
	FUND			14,367,873.95*		17,783,688.35*	364,469*	2.0*

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 11

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GEORGE A. DIONISOPOULOS 777 E. WISCONSIN AVE. MILWAUKEE, WI 53202	CO-TRUSTEE 1.00	0.	0.	0.
JOAN M. PICK 604 MIDLAND AVENUE WEST BEND, WI 53095	CO-TRUSTEE 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

GEORGE A. DIONISOPOULOS
777 E. WISCONSIN AVENUE
MILWAUKEE, WI 53202-5306
414-297-5750

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

NO PARTICULAR FORM IS REQUIRED BUT APPLICATIONS SHOULD BE IN WRITING TO RECEIVE CONSIDERATION.

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE GIVEN TO ORGANIZATIONS AND NOT INDIVIDUALS. THE FOUNDATION'S PRESENT PLANS PRECLUDE EXTENSIVE CONSIDERATION OF UNSOLICITED REQUESTS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED SCHEDULE.	NONE PUBLIC CHARITIES	UNRESTRICTED GRANTS	1,392,000.
		TOTAL CONTRIBUTIONS PAID	1,392,000.

MELITTA S. PICK CHARITABLE TRUST
EIN 23-7243490
Attachment to Form 990-PF for Fiscal Year Ending January 31, 2011

Part XV, Line 3(a) - Contributions

Above the Clouds, Milwaukee, WI	5,000.00
American Cancer Society, Milwaukee, WI	5,000.00
American Red Cross, Dallas, TX	10,000.00
Audio & Braille Literacy Enhancement, Inc., Milwaukee, WI	6,000.00
Bay Lakes Council - Boy Scouts of America, Menasha, WI	5,000.00
Big Brothers/Big Sisters of Sheboygan County, Sheboygan, WI	2,500.00
Big Brothers/Big Sisters of Washington County, West Bend, WI	7,500.00
Camp Anokijig, Friends of, Plymouth, WI	5,000.00
Cedar Community Foundation, Inc., West Bend, WI	25,000.00
Center for Deaf-Blind Persons, Inc., Milwaukee, WI	5,000.00
Citizen Advocacy Program of Washington County, West Bend, WI	5,000.00
Dr. James E. Albrecht Free Clinic Inc., West Bend, WI	5,000.00
Family Center of Washington County, West Bend, WI	5,000.00
Girl Scouts of Wisconsin Southeast,Inc., Milwaukee, WI	5,000.00
Hunger Task Force of Milwaukee, Milwaukee, WI	20,000.00
Juvenile Diabetes Research Foundation, New York, NY	50,000.00
Literacy Services of Wisconsin, Inc., Milwaukee, WI	10,000.00
Milwaukee Art Museum, Milwaukee, WI	400,000.00
Milwaukee Institute of Art & Design, Milwaukee, WI	10,000.00
Milwaukee Public Museum, Milwaukee, WI	100,000.00
Milwaukee School of Engineering, Milwaukee, WI	15,000.00
Milwaukee Symphony Orchestra, Inc., Milwaukee, WI	90,000.00
Neighborhood House of Milwaukee, Milwaukee, WI	35,000.00
Friends of Old World Wisconsin, Inc., Eagle, WI	25,000.00
Ozaukee Family Services, Cedarburg, WI	20,000.00
Planned Parenthood Association of Washington County, West Bend, WI	2,000.00
Prevent Blindness Wisconsin, Milwaukee, WI	5,000.00
Riveredge Nature Center, Inc., Newburg, WI	10,000.00
St Benedict the Moor, Milwaukee, WI	15,000.00
The Salvation Army, Sheboygan, WI	20,000.00
Senior Citizens Activities, Inc., West Bend, WI	1,000.00
Sheboygan & Plymouth Area United Way, Inc., Sheboygan, WI	10,000.00
Sheboygan County YMCA, Sheboygan, WI	15,000.00
Threshold, Inc., West Bend, WI	35,000.00
United Performing Arts Fund, Milwaukee, WI	100,000 00
United Way of Washington County, West Bend, WI	50,000.00
Volunteer Center of Washington County, West Bend, WI	5,000.00
Washington County Historical Society, West Bend, WI	35,000 00
Washington County Humane Society, Inc., Slinger, WI	5,000.00
West Bend Community Foundation (Museum of Wisconsin Art Endowment Fund), Milwaukee, WI	200,000 00
West Bend Friends of Sculpture, Inc., West Bend, WI	13,000.00
Total	1,392,000.00

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FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WEST BEND COMMUNITY FOUNDATION WEST BEND, WI	NONE PUBLIC CHARITY	UNRESTRICTED GRANT	1,200,000. *
		TOTAL CONTRIBUTIONS APPROVED	1,200,000.

*CONTRIBUTIONS WILL BE MADE IN EQUAL ANNUAL INSTALLMENTS ENDING IN 2016.

MELITTA S. PICK CHARITABLE TRUST 23-7243490

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

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
2009/2010 EXCISE TAX REFUND					5,379.
TOTALS					5,379.