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 10/01/10 , and ending 09/30/11

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
FRANK G. & FRIEDA K. BROTZ
FAMILY FOUNDATION, INC.

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

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

A Employer identification number
39-6060552

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization ☒ 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) ▶ $ 20,579,291

J Accounting method ☒ 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)				
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	1,014	1,014		
4	Dividends and interest from securities	505,941	505,941		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Stmt 1	2,472,467			
b	Gross sales price for all assets on line 6a 17,839,116				
7	Capital gain net income (from Part IV, line 2)		2,472,467		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns & allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	2,979,422	2,979,422	0	
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)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule) Stmt 2	32,834	32,834		
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 (att sch) Stmt 3	1,615			
24	**Total operating and administrative expenses.** Add lines 13 through 23	34,449	32,834	0	0
25	Contributions, gifts, grants paid	1,956,439			1,956,439
26	**Total expenses and disbursements.** Add lines 24 and 25	1,990,888	32,834	0	1,956,439
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	988,534			
b	**Net investment income** (if negative, enter -0-)		2,946,588		
c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,375,266	1,650,294	1,650,294
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (att schedule) ▶ Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) See Statement 4	16,977,229	18,690,735	18,928,997
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	19,352,495	20,341,029	20,579,291
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	19,352,495	20,341,029	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	19,352,495	20,341,029	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	19,352,495	20,341,029	

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	19,352,495
2	Enter amount from Part I, line 27a	2	988,534
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,341,029
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	20,341,029

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Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	2,472,467
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	1,623,637	20,915,852	0.077627
2008	1,340,034	18,453,101	0.072618
2007	1,509,354	24,382,147	0.061904
2006	1,349,874	25,507,214	0.052921
2005	1,451,250	24,081,894	0.060263

2 Total of line 1, column (d)	2	0.325333
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	0.065067
4 Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	21,976,912
5 Multiply line 4 by line 3	5	1,429,972
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	29,466
7 Add lines 5 and 6	7	1,459,438
8 Enter qualifying distributions from Part XII, line 4	8	1,956,439

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 ▶ [X] and enter 1% of Part I, line 27b			1	29,466
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	29,466
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	29,466
6	Credits/Payments				
a	2010 estimated tax payments and 2009 overpayment credited to 2010	6a	18,262		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	42,000		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	60,262
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	185
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	30,611
11	Enter the amount of line 10 to be **Credited to 2011 estimated tax** ▶ 30,611 **Refunded** ▶			11	

Part VII-A **Statements Regarding Activities**

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

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Part VII-A Statements Regarding Activities (continued)

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

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SECRETARY 3518 LAKESHORE ROAD Telephone no ▶ 920-458-2121

Located at ▶ SHEBOYGAN WI ZIP+4 ▶ 53083

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

			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.

				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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 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)?	N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		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?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address		(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STUART W BROTZ 3518 LAKESHORE ROAD	SHEBOYGAN WI 53083	PRESIDENT 5.00	0	0	0
JESSE R BROTZ 3518 LAKESHORE ROAD	SHEBOYGAN WI 53083	SECRETARY 2.00	0	0	0
ADAM T BROTZ 3518 LAKESHORE ROAD	SHEBOYGAN WI 53083	TRUSTEE 2.00	0	0	0
ROLAND M NEUMANN 607 N 8TH STREET	SHEBOYGAN WI 53081	TRUSTEE 1.00	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 ▶ 0

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	20,521,998
b	Average of monthly cash balances	1b	1,789,588
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	22,311,586
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	22,311,586
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	334,674
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	21,976,912
6	**Minimum investment return.** Enter 5% of line 5	6	1,098,846

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	1,098,846
2a	Tax on investment income for 2010 from Part VI, line 5	2a	29,466		
b	Income tax for 2010 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	29,466
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,069,380
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,069,380
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	1,069,380

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	1,956,439
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,956,439
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	29,466
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,926,973

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					1,069,380
2	Undistributed income, if any, as of the end of 2010					
a	Enter amount for 2009 only					
b	Total for prior years. 20____ , 20____ , 20____					
3	Excess distributions carryover, if any, to 2010					
a	From 2005	276,532				
b	From 2006	103,913				
c	From 2007	327,115				
d	From 2008	426,811				
e	From 2009	604,330				
f	**Total** of lines 3a through e		1,738,701			
4	Qualifying distributions for 2010 from Part XII, line 4 ▶ $ 1,956,439					
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					1,069,380
e	Remaining amount distributed out of corpus		887,059			
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		2,625,760			
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					0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)					
8	Excess distributions carryover from 2005 not applied on line 5 or line 7 (see page 27 of the instructions)		276,532			
9	**Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a		2,349,228			
10	Analysis of line 9					
a	Excess from 2006	103,913				
b	Excess from 2007	327,115				
c	Excess from 2008	426,811				
d	Excess from 2009	604,330				
e	Excess from 2010	887,059				

DAA

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 (a) 2010	Prior 3 years (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).)

N/A

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

N/A

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

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

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

SEE STATEMENT 6

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

SEE STATEMENT 6

c Any submission deadlines

SEE STATEMENT 6

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

SEE STATEMENT 6

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year GRANTS PAID SEE STATEMENT 5				1,956,439
Total			▶ 3a	1,956,439
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,014	
4 Dividends and interest from securities			14	505,941	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			14	2,472,467	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		2,979,422	0

13 Total. Add line 12, columns (b), (d), and (e) 13 2,979,422

(See worksheet in line 13 instructions on page 29 to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
N/A	

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Stuart W. Brotz 15-9-12 PRESIDENT

Signature of officer or trustee Date Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed

Firm's name ▶ PTIN

Firm's address ▶ Firm's EIN ▶

Phone no

DAA

Federal Statements

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

Description: Whom Sold	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
4223.522SH VANGUARD TOTAL INTL	Various	10/06/10	Purchase	$ 65,000	$ 54,562	$	$	$ 10,438
8991.651SH VANGUARD TOTAL INTL	Various	12/06/10	Purchase	140,000	116,159			23,841
19456.455SH VANGUARD TOTAL INTL	Various	2/04/11	Purchase	315,000	252,152			62,848
205659.083SH VANGUARD TOTAL INTL	Various	3/04/11	Purchase	3,364,584	2,665,321			699,263
16268.98SH VANGUARD TOTAL INTL	Various	4/06/11	Purchase	450,000	445,118			4,882
25846.378SH VANGUARD TOTAL INTL	Various	5/05/11	Purchase	710,000	707,154			2,846
18504.811SH VANGUARD TOTAL INTL	Various	6/06/11	Purchase	500,000	506,290			-6,290
1850.481SH VANGUARD TOTAL INTL	Various	6/06/11	Purchase	50,000	50,629			-629
1850.481SH VANGUARD TOTAL INTL	Various	6/06/11	Purchase	50,000	50,629			-629
1850.481SH VANGUARD TOTAL INTL	Various	6/06/11	Purchase	50,000	50,629			-629
56802.898SH VANGUARD TOTAL INTL	Various	7/07/11	Purchase	1,570,600	1,554,122			16,478
7024.03SH MAINSTAY S&P 500 INDEX	Various	10/06/10	Purchase	190,000	151,816			38,184
11920.981SH MAINSTAY S&P 500 INDEX	Various	1/06/11	Purchase	350,000	260,971			89,029
10556.300SH MAINSTAY S&P 500 INDEX	Various	6/06/11	Purchase	315,000	231,836			83,164
1675.603SH MAINSTAY S&P 500 INDEX	Various	6/06/11	Purchase	50,000	36,799			13,201
34976.153SH MAINSTAY S&P 500 INDEX	Various	7/07/11	Purchase	1,100,000	768,143			331,857
30476.873SH MAINSTAY S&P 500 INDEX	Various	8/05/11	Purchase	850,000	669,327			180,673
35790.981SH MAINSTAY S&P 500 INDEX	Various	9/07/11	Purchase	1,000,000	786,038			213,962

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

Description (Whom Sold)	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
8460.237SH MAINSTAY INDEXED BOND	Various	10/06/10	$ 100,000	Purchase	$ 94,042	$	$	$ 5,958
70689.655SH MAINSTAY INDEXED BOND	Various	8/05/11	820,000	Purchase	791,074			28,926
12931.034SH MAINSTAY INDEXED BOND	Various	8/05/11	150,000	Purchase	144,709			5,291
67463.706SH MAINSTAY INDEXED BOND	Various	9/07/11	790,000	Purchase	755,047			34,953
10247.652SH MAINSTAY INDEXED BOND	Various	9/07/11	120,000	Purchase	114,691			5,309
MAINSTAY INDEXED BOND	Various	Various	27,804	Purchase				27,804
MAINSTAY INDEXED BOND	Various	Various	19,205	Purchase				19,205
2100SH VANGUARD EUROPE ETF	7/07/11	9/12/11	91,923	Purchase	112,680			-20,757
14063.873SH VANGUARD SMALL CAP INDEX	Various	12/06/10	480,000	Purchase	376,353			103,647
6260.434SH VANGUARD SMALL CAP INDEX	Various	2/04/11	225,000	Purchase	168,088			56,912
2596.618SH VANGUARD MID CAP INDEX	Various	10/06/10	215,000	Purchase	180,554			34,446
5877.829SH VANGUARD MID CAP INDEX	Various	12/06/10	535,000	Purchase	408,711			126,289
2279.793SH VANGUARD MID CAP INDEX	Various	2/04/11	220,000	Purchase	159,102			60,898
9138.381SH VANGUARD TIPS	Various	11/04/10	245,000	Purchase	228,697			16,303
12122.342SH VANGUARD TIPS	Various	11/01/10	325,000	Purchase	303,374			21,626
33982.436SH VANGUARD TIPS	Various	12/06/10	890,000	Purchase	850,444			39,556
52603.232SH VANGUARD TIPS	Various	9/07/11	1,465,000	Purchase	1,321,388			143,612

Federal Statements

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

Description: Whom Sold	Description: Date Acquired	Description: Date Sold	How Received: Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
Total			$ 17,839,116	$ 15,366,649	$ 0	$ 0	$ 2,472,467

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES NYLIM	$ 32,834	$ 32,834	$	$
Total	$ 32,834	$ 32,834	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
FEES AND MISCELLANEOUS	1,615			
Total	$ 1,615	$ 0	$ 0	$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MAINSTAY INDEXED BOND FUND	$ 2,109,144	$ 1,725,622		$ 1,802,253
MAINSTAY HIGH YIELD CORP BD FUND		2,101,238		1,987,861
VANGUARD TOTAL BOND MARKET ETF		527,297		527,562
MAINSTAY S&P 500 INDEX FUND	6,463,239	3,982,628		4,787,457
VANGUARD TOTAL INTL STOCK FUND	3,033,013			
VANGUARD EUROPE ETF		262,485		203,178
VANGUARD PACIFIC ETF		1,054,880		912,211
VANGUARD EMERGING MARKETS ETF		711,710		541,570
VANGUARD SMALL CAP ETF	625,890	1,053,566		994,965
VANGUARD MID CAP ETF	1,383,624	1,170,112		1,206,730
VANGUARD LARGE CAP ETF		2,164,773		2,036,488
VANGUARD GROWTH ETF		1,826,664		1,624,667
VANGUARD INFLATION PROTECTED SEC	3,362,319	2,109,760		2,304,055
Total	$ 16,977,229	$ 18,690,735		$ 18,928,997

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

Grants made FYE 9/30/2011

NAME	Address	AMOUNT	DATE	PURPOSE
Archdiocese of Milwaukee	Milwaukee, WI 53201	$100,000 00	10/21/2010	Pledge 3 of 5 - Faith in Our Future Campaign
Bookworm Gardens	Sheboygan, WI 53081	$50,000.00	10/21/2010	Pledge 2 of 3 - The Magic Treehouse
Concordia University Wisconsin	Mequon, WI 53097	$25,000.00	10/21/2010	Pledge 1 of 4 - School of Pharmacy
Froedtert Hospital Foundation, Inc.	Milwaukee, WI 53201	$15,000 00	10/21/2010	Pledge 1 of 5 - Rehab Transportation Services
Kohler School District Foundation, Inc.	Kohler, WI 53044	$40,000.00	10/21/2010	Pledge 3 of 3 - Distance Learning Lab
Lake Country Academy	Sheboygan, WI 53081	$30,000.00	10/21/2010	Pledge 2 of 3 - Stage equipment
Lakeland College	Sheboygan, WI 53081	$100,000.00	10/21/2010	Pledge 2 of 5 - Sesquicentennial Campaign
Marquette University Law School	Milwaukee, WI 53201	$100,000.00	10/21/2010	Pledge 3 of 5 - New law school facility
Medical College of Wisconsin	Milwaukee, WI 53201	$25,000.00	10/21/2010	Pledge 2 of 5 - Annual Fund for Excellence
RCS Empowers, Inc.	Sheboygan, WI 53081	$250,000.00	10/21/2010	Pledge 2 of 5 - Improvements to RCS Campus
Roncalli High School	Manitowoc, WI 54220	$10,000.00	10/21/2010	Pledge 5 of 5 - Upgrade school buses
Sharon S. Richardson Hospice Home	Sheboygan Falls, WI 53085	$50,000.00	10/21/2010	Pledge 7 of 7 - Building campaign
Sheboygan Arts Foundation, Inc	Sheboygan, WI 53081	$50,000.00	10/21/2010	Pledge 5 of 5 - Continuing support
Sheboygan County Historical Society	Sheboygan, WI 53081	$25,000.00	10/21/2010	Pledge 3 of 4 - Exhibit Restoration Center
Weill Center Foundation, Inc.	Sheboygan, WI 53081	$50,000 00	10/21/2010	Pledge 1 of 3 - Support and improvements
Sharon S Richardson Hospice Home	Sheboygan Falls, WI 53085	$25,300 00	10/22/2010	Match Live Auction bids
Sheboygan County YMCA	Sheboygan, WI 53081	$2,500.00	11/3/2010	Purchase snow plow for Camp Y-Koda
Sheboygan County Aviation Corporation	Sheboygan Falls, WI 53085	$10,000.00	11/18/2010	Pledge 3 of 6 - Educational Programs
Friends of St. Nicholas	Sheboygan, WI 53081	$2,500.00	11/22/2010	13th Annual St. Nicholas Eve-Charity Care
Big Brothers & Big Sisters of Sheb. Cty	Sheboygan, WI 53081	$10,000.00	12/2/2010	Continued Support
Boys & Girls Club of Sheboygan County	Howards Grove, WI 53083	$10,000.00	12/2/2010	Continued Support
Lakeshore Chorale	Sheboygan Falls, WI 53085	$1,000.00	12/2/2010	Support the 2011-2012 Season
Marian University	Fond du Lac, WI 54935	$10,000.00	12/2/2010	Scholarships
Meals on Wheels of Sheb. Cty., Inc.	Sheboygan, WI 53081	$10,000.00	12/2/2010	Continued Support
Muscular Dystrophy Association	Green Bay, WI 54304	$1,600.00	12/2/2010	Summer Camp program
The Salvation Army	Sheboygan, WI 53081	$5,000.00	12/2/2010	Continued Support
Sheboygan County Humane Society	Sheboygan, WI 53081	$1,500 00	12/2/2010	Continued Support
Sheboygan County YMCA	Sheboygan, WI 53081	$10,000.00	12/2/2010	2010 Partner with Youth Program
Sheboygan Food Pantry	Sheboygan, WI 53081	$5,000 00	12/2/2010	Continued Support
Society of St. Vincent DePaul	Sheboygan, WI 53081	$7,500.00	12/2/2010	Continued Support
Catholic Charities of Sheboygan	Milwaukee, WI 53201	$25,000.00	12/6/2010	Pledge 3 of 4 - Support Sheb. Cty. Programs
Children's Hospital Foundation	Milwaukee, WI 53201	$50,000.00	12/6/2010	Pledge 5 of 7 - Brotz Chapel
St. Norbert College	DePere, WI 54115	$10,000.00	12/6/2010	Pledge 1 of 5 - St. Norbert Fund
Sheboygan Symphony Orchestra	Sheboygan, WI 53081	$10,000 00	12/7/2010	Support the 2010-2011 Season
Sail Sheboygan, Ltd	Sheboygan, WI 53081	$200,000.00	12/9/2010	2012 Olympic Project
Catholic Stewardship Appeal	Milwaukee, WI 53201	$25,000.00	12/21/2010	Continued Support
Friends of St. Nicholas	Sheboygan, WI 53081	$25,000.00	1/27/2011	Charity Care in memory of Helen Rose Brotz
Friends of St. Nicholas	Sheboygan, WI 53081	$25,000 00	1/27/2011	Charity Care in memory of Esther Emma Brotz
Lakeland College	Sheboygan, WI 53081	$25,000.00	1/27/2011	2011 Movers & Shakers Gala-Dinner Sponsorship

NAME	Address	AMOUNT	DATE	PURPOSE
Sheboygan Area School District	Sheboygan, WI 53081	$500.00	1/27/2011	2011 Summer Playground Partnership
Great Lakes Spaceport Ed. Fdn.	Sheboygan, WI 53081	$10,000.00	3/2/2011	2011 Rockets for Schools program
Edgewood College	Madison, WI 53711	$10,000.00	3/4/2011	Annual Scholarships
Unity Walk/Run	Sheboygan, WI 53081	$2,500.00	3/4/2011	5th Annual Walk/Run for Sheb. Catholic Schools
Circle of Friends	Kohler, WI 53044	$10,000.00	4/28/2011	Continued Support
Above & Beyond Children's Museum	Sheboygan, WI 53081	$10,000.00	5/9/2011	Continued Support
Christ Child Academy	Sheboygan, WI 53081	$17,000.00	5/9/2011	Purchase band instruments
DISMAS	Milwaukee, WI 53201	$500.00	5/9/2011	Continued Support
Lakeshore Technical College	Cleveland, WI 53015	$5,000.00	5/9/2011	2010-11 Annual Fund Campaign
Milwaukee School of Engineering	Milwaukee, WI 53201	$10,000 00	5/9/2011	2010-11 Annual Scholarship Fund
Plymouth Arts Center	Plymouth, WI 53073	$25,000.00	5/9/2011	Building Expansion & Renovation Project
Rainbow Kids	Sheboygan, WI 53081	$1,000 00	5/9/2011	Continued Support
The Salvation Army	Sheboygan, WI 53081	$50,000.00	5/9/2011	Pledge 2 of 6 - Build New Addition & Renovation
Sheboygan Area Lutheran High School	Sheboygan, WI 53081	$25,000.00	5/9/2011	Annual support
Sheboygan County Aviation Corporation	Sheboygan Falls, WI 53085	$10,000.00	5/9/2011	2011 Fall semester educational program
Sheboygan County Christian High School	Sheboygan, WI 53081	$35,000.00	5/9/2011	Media Center Mac Lab
Sheboygan County Interfaith Organization	Sheboygan, WI 53081	$10,000.00	5/9/2011	Bridgeway & Beyond Transitional Living Program
Sheboygan Youth Sailing Club, Inc.	Sheboygan, WI 53081	$10,000.00	5/9/2011	Continued Support
Society of St Vincent DePaul	Sheboygan, WI 53083	$25,000 00	5/9/2011	Pledge 1 of 2 - Tuition Assistance
UW-Sheboygan County Foundation, Inc.	Sheboygan, WI 53081	$5,000 00	5/9/2011	Spring 2011 Science Scholarships (4)
Wisconsin Maritime Museum, Inc	Manitowoc, WI 54220	$50,000 00	5/9/2011	Pledge 2 of 3 - Operating Challenge
Lakeland College	Sheboygan, WI 53081	$25,000.00	5/16/2011	2011 Movers & Shakers Gala-vote contribution
Silver Lake College	Manitowoc, WI 54220	$10,000.00	5/16/2011	Annual Fund & Brotz Endowment Fund
Society for the Propagation of the Faith	Milwaukee, WI 53201	$15,000 00	6/6/2011	Classroom for Instituto Juan Pablo II school
Camp Evergreen	Sheboygan, WI 53081	$5,000.00	6/9/2011	Continued Support
Sheboygan County YMCA	Sheboygan, WI 53081	$5,100.00	6/28/2011	Upgrade weights & lifting bars for fitness center
UW-Sheboygan County Foundation, Inc.	Sheboygan, WI 53081	$5,000.00	7/12/2011	Fall 2011 Science Scholarships (4)
Great Marriages for Sheboygan County	Sheboygan, WI 53081	$35,000 00	7/20/2011	Build Marriage Education Center
St Peter Claver Catholic Church	Sheboygan, WI 53081	$25,000 00	8/1/2011	Pledge 1 of 4 - Building Expansion
Theater for Young Audiences	Sheboygan, WI 53081	$2,500.00	8/2/2011	Sponsor Seussical Jr production
Sheboygan County Aviation Corporation	Sheboygan Falls, WI 53085	$5,000.00	8/15/2011	AHC-Savings the Ghost Birds Premiere
Sheboygan Falls School District	Sheboygan Falls, WI 53085	$439 14	9/7/2011	Wii Like to Move it project
Children's Hospital Foundation	Milwaukee, WI 53201	$10,000.00	9/21/2011	Louie's Lucky 13th Last Regatta
Friends of St. Nicholas	Sheboygan, WI 53081	$50,000 00	9/21/2011	Pledge 1 of 2 - Updates to Genesis Center
Bay Lakes Council-Boys Scouts of America	Appleton, WI 54912	$5,000.00	9/28/2011	Continued Support
Foundation for Religious Retirement	St. Francis, WI 53235	$1,000.00	9/28/2011	Continued Support
Rawhide	New London, WI 54961	$2,500.00	9/28/2011	Support the Youth Education Fund
Riveredge Nature Center, Inc	Newburg, WI 53060	$1,000 00	9/28/2011	Continued Support
Sheboygan County Historical Research Center	Sheboygan Falls, WI 53085	$500.00	9/28/2011	Annual Campaign
WI Right to Life Education Fund	Milwaukee, WI 53201	$5,000.00	9/28/2011	Continued Support
TOTAL		**$1,956,439.14**		

FRANK G. & FRIEDA K. BROTZ
FAMILY FOUNDATION, INC.
2010 FORM 990-PF
EIN: 39-6060552

STATEMENT 6

Page 10, Part XV, Item 2

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

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

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

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

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

c.) Any submission deadlines:

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

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

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

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
U.S. BANK CHECKING	$ 125		14		
U.S. BANK MONEY MARKET	638		14		
MAINSTAY CASH RESERVE	251		14		
Total	$ 1,014				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
MAINSTAY S&P 500 INDEX	$ 134,320		14		
VANGUARD TOTAL INTERNATIONAL	55,170		14		
VANGUARD SMALL CAP INDEX	7,154		14		
VANGUARD MID CAP INDEX	12,013		14		
MAINSTAY INDEXED BOND FD	84,031		14		
MAINSTAY HI YLD CORP BOND FD	76,238		14		
VANGUARD TIPS	121,345		14		
VANGUARD GROWTH ETF	5,039		14		
VANGUARD LARGE CAP ETF	10,631		14		
Total	$ 505,941				

Form **8868** (Rev January 2011)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

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

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ▶ FOUNDATION SECRETARY
3518 LAKESHORE ROAD
SHEBOYGAN WI 53083

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

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 05/15/12 , to file the exempt organization return for the organization named above The extension is for the organization's return for.

▶ [ ] calendar year or

▶ [X] tax year beginning 10/01/10 , and ending 09/30/11

2 If this tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	3a	$ 60,262
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 18,262
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 42,000

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Paperwork Reduction Act Notice, see Instructions.
DAA