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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, 2011, and ending

, 20

Name of foundation APPLE FAMILY FOUNDATION, INC.		A Employer identification number 39-1037948						
Number and street (or P O box number if mail is not delivered to street address) C/O PROVIDENT TRUST COMPANY N16 W23217 STONE RIDGE DRIVE	Room/suite 310	B Telephone number (see instructions) (262) 521-2300						
City or town, state, and ZIP code WAUKESHA, WI 53811		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
G Check all that apply: <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table>			<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 317,289.		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> 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 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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	72.	72.	72.	
	4 Dividends and interest from securities	10,447.	10,447.	10,447.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	862.			
	b Gross sales price for all assets on line 6a	135,151.			
	7 Capital gain net income (from Part IV, line 2)		862.		
	8 Net short-term capital gain			0	
	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)					
12 Total. Add lines 1 through 11	11,381.	11,381.	10,519.		
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)	915.			915.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	4,871.	4,871.	4,871.	
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,136.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publication				
	23 Other expenses (attach schedule)	14.	14.	14.	
	24 Total operating and administrative expenses. Add lines 13 through 23	6,936.	4,885.	4,885.	915.
	25 Contributions, gifts, grants paid				
26 Total expenses and disbursements. Add lines 24 and 25	6,936.	4,885.	4,885.	915.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	4,445.				
b Net investment income (if negative, enter -0-)		6,496.			
c Adjusted net income (if negative, enter -0-)			5,634.		

For Paperwork Reduction Act Notice, see instructions.

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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	87,857.	58,092.	58,092.
	3 Accounts receivable ▶ 181.			
	Less: allowance for doubtful accounts ▶		181.	181.
	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 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)	97,956.	29,551.	31,332.
	b Investments - corporate stock (attach schedule)	243,937.	109,666.	140,983.
	c Investments - corporate bonds (attach schedule)	108,241.	85,446.	86,701.
	Liabilities	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)		537,991.	282,936.	317,289.
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 ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	537,991.	282,936.	
	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 instructions)	537,991.	282,936.		
31 Total liabilities and net assets/fund balances (see instructions)	537,991.	282,936.		

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	537,991.
2 Enter amount from Part I, line 27a	2	4,445.
3 Other increases not included in line 2 (itemize) ▶	3	11.
4 Add lines 1, 2, and 3	4	542,447.
5 Decreases not included in line 2 (itemize) ▶ ATTACHMENT 1	5	259,511.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	282,936.

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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 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	862.	
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 instructions) If (loss), enter -0- in Part I, line 8			3	0	

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 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))
2010	27,092.	594,657.	0.045559
2009	26,227.	538,171.	0.048734
2008	60,652.	634,666.	0.095565
2007	67,510.	695,192.	0.097110
2006	65,892.	704,496.	0.093531
2 Total of line 1, column (d)			2 0.380499
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 0.076100
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 570,884.
5 Multiply line 4 by line 3			5 43,444.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 65.
7 Add lines 5 and 6			7 43,509.
8 Enter qualifying distributions from Part XII, line 4 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			8 915.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	130.
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	130.
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	130.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	625.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	625.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	495.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 495. Refunded <input type="checkbox"/>	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?		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)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> 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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	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 PROVIDENT TRUST COMPANY Telephone no 262 521-2300 Located at N16 W23217 STONE RIDGE DRIVE WAUKESHA, WI ZIP + 4 53188			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No X
See 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2011 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 2011.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2011?		X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)?**5b**

X

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No**6b**

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 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 2		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see 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 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 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 instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	484,010.
b	Average of monthly cash balances	1b	95,568.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	579,578.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	579,578.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	8,694.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	570,884.
6	Minimum investment return. Enter 5% of line 5	6	28,544.

Part XI Distributable Amount (see 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	28,544.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	130.
b	Income tax for 2011. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	130.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	28,414.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	28,414.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	28,414.

Part XII Qualifying Distributions (see 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	915.
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	915.
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 instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	915.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				28,414.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09 20 08 20 07				
3 Excess distributions carryover, if any, to 2011.				
a From 2006 15,968.				
b From 2007 16,747.				
c From 2008 14,143.				
d From 2009				
e From 2010				
f Total of lines 3a through e	46,858.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 915.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				915.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011	27,499.			27,499.
<i>(If an amount appears in column (d), the same amount must be shown in column (a))</i>				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	19,359.			
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 instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	19,359.			
10 Analysis of line 9.				
a Excess from 2007 5,216.				
b Excess from 2008 14,143.				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

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

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 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 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:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> ATTACHMENT 3				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See 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	72.	
4 Dividends and interest from securities			14	10,447.	
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	862.	
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)				11,381.	
13 Total. Add line 12, columns (b), (d), and (e)				11,381.	

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

APPLE FAMILY FOUNDATION, INC.

39-1037948

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

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>TIME DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS AND EXPENSE ACCOUNTS</u>
JONATHAN P. APPLE 6245 N. SUNNYPOINT ROAD MILWAUKEE, WI 53217	PRESIDENT DIRECTOR	AS REQUIRED BUT LESS THAN FULL TIME	NONE	NONE

STATEMENT

Part VII-A - Statements Regarding Activities.

Line 5. Was there a liquidation, termination, dissolution, or substantial contraction during the year?

Background

The Apple Family Foundation, Inc. was organized as a Wisconsin non-stock charitable corporation on December 21, 1962, and has been operated as a grant making private foundation under section 501(c)(3) of the Internal Revenue Code (the "Code").

The original members of the Apple Family Foundation were Harry A. Apple, Robert H. Apple, and Patricia B. Apple. Over the course of its existence, the Apple Family Foundation made grants primarily to charitable organizations in the greater Milwaukee, Wisconsin area. After the death of Harry A. Apple, Mary A. Boyer and Jon P. Apple, the grandchildren of Harry A. Apple and children of Robert H. Apple and Patricia B. Apple, were appointed as directors and officers of the Apple Family Foundation for the purpose of perpetuating the charitable purposes of the foundation. Patricia B. Apple, the last surviving member of the Apple Family Foundation, died on November 27, 2009.

Mary A. Boyer resides in Glencoe, Illinois, and Jon P. Apple resides in Milwaukee, Wisconsin. Each of them has different charitable interests focused in their respective communities. In order to allow each to pursue his and her own charitable interests, Mrs. Boyer and Mr. Apple agreed that it would be in their best interests to divide the assets of the Apple Family Foundation between a new grant making family foundation that would be created by Mrs. Boyer and the existing Apple Family Foundation.

Subsequent thereto, Mrs. Boyer and her husband, Carl H. Boyer, Jr., created the Boyer Family Foundation under a trust agreement dated June 15, 2011. The Boyer Family Foundation obtained exempt status under a determination letter dated September 21, 2011 (a copy of which is attached to this Statement).

Analysis

1. Both the Apple Family Foundation and the Boyer Family Foundation are organizations organized and operated to further exempt charitable purposes. Because the Apple Family Foundation and the Boyer Family Foundation will remain organized and operated for section 501(c)(3) exempt purposes, the transfer of approximately one-half of the assets of the Apple Family Foundation to the Boyer Family Foundation did not adversely affect the exempt status of either private foundation under section 501(c)(3).

2. Section 1.507-3(c)(I) of Treasury regulations provides that a transfer of assets is described in section 507(b)(2) of the Code if it is made by a private foundation to another private foundation pursuant to any liquidation, merger, redemption, recapitalization, or other adjustment, organization, or reorganization. For purposes of section 507(c)(2), the terms "other adjustment, organization, or reorganization" include any partial

liquidation or any other significant disposition of assets to one or more private foundations. A significant disposition of assets means a distribution where the aggregate value transferred is ".25 percent or more of the fair market value of the net assets of the foundation..." See section 1.507-3(c)(2). Because the Apple Family Foundation has transferred more than 25 percent of the fair market value of its assets to the Boyer Family Foundation, for no consideration, the transfer was a significant disposition of assets that qualifies as a transfer under section 507(b)(2).

Section 507(a) of the Code provides that an exempt organization which is a private foundation can terminate its private foundation status only if it notifies the Service of its intent to terminate or, if it commits acts or failures to act giving rise to tax under Chapter 42, and if it pays the termination tax imposed by section 507(c) or has the tax abated. The Apple Family Foundation has neither notified the Service of any intent to terminate its private foundation status, nor has it committed acts or failures to act giving rise to a tax under Chapter 42, consequently, the transfer of assets to the Boyer Family Foundation did not terminate the private foundation status of the Apple Family Foundation and did not result in a termination tax imposed by section 507(c).

3. Neither the Apple Family Foundation nor the Boyer Family Foundation has committed either willful repeated acts (or failures to act) or a willful and flagrant act (or failure to act) giving rise to liability for tax under Chapter 42 of the Code to the best knowledge and belief of the organizations. The transfer of approximately one-half of the assets of the Apple Family Foundation to the Boyer Family Foundation did not in and of itself constitute either a willful flagrant act (or failure to act) or one of a series of such acts giving rise to liability for tax under Chapter 42.

4. Section 1.507-3(a)(2)(ii) of Treasury regulations provides that a transferee organization which is not effectively controlled, directly or indirectly, by the same person or persons who effectively control the transferor organization shall not succeed to the aggregate tax benefit in excess of the fair market value of the assets transferred at the time of the transfer. The officers and directors of the Apple Family Foundation and the Boyer Family Foundation will not include any of the same persons and each foundation will operate separately from the other. After the transfer of assets, the Boyer Family Foundation will succeed to the aggregate tax benefits of Apple Family Foundation in proportion to the fair market value of the assets transferred.

5. Section 4940(a) of the Code imposes an excise tax on investment income received by private foundations. Investment income includes capital gains from the sale or other disposition of property. The transfer of assets by the Apple Family Foundation to the Boyer Family Foundation, without consideration, did not constitute a "sale or other disposition of property" that would generate capital gains subject to the excise tax under section 4940.

Section 1.507-3(a)(8)(ii) of Treasury regulations states that transferees will succeed to the attributes related to transferred property to the same extent and in the same manner that would have applied to the transferor had the transfer not occurred. Therefore, the basis and holding period of the transferred assets were carried over to the Boyer Family Foundation.

6. The transfer of assets by the Apple Family Foundation to the Boyer Family Foundation was not an act of self-dealing because the Boyer Family Foundation has received a determination letter stating that it is a tax-exempt organization under section 501(c) (3).

7. Section 1.507-3(a)(5) of Treasury regulations provides that a private foundation is required to meet the distribution requirements of section 4942 of the Code for any taxable year in which it makes a section 507(b)(2) transfer of all or part of its net assets to another private foundation. Such transfer shall itself be counted toward the satisfaction of such requirements to the extent the amount transferred meets the requirements of section 4942(g), which states that the term "qualifying distribution" includes a contribution to a section 501(c)(3) organization, if the redistribution requirements are met. Therefore, the transfer of assets by the Apple Family Foundation to the Boyer Family may offset the distribution requirement if the Boyer Family Foundation follows the redistribution requirements specified in section 4942(g)(3).

8. Section 4944 of the Code imposes a tax on investments by private foundations which jeopardize their charitable purposes. Under section 4944(c), a transfer pursuant to section 507(b)(2) is not considered an investment for purposes of section 4944 if the transfer of assets was made for the purpose of accomplishing a charitable purpose. Because the Apple Family Foundation has distributed approximately one-half of its assets to the Boyer Family Foundation for a charitable purpose, the transfer did not result in the imposition of tax for a jeopardy investment under section 4944.

9. Section 4945(a) of the Code imposes an excise tax on the taxable expenditures of a private foundation. A transfer is a "taxable expenditure" under section 4945(d)(4) unless the transferor complies with the expenditure responsibility requirements of section 4945(h). The transfer of assets to the Boyer Family Foundation was a grant for capital endowment purposes. The transfer does not constitute a taxable expenditure as long as the Apple Family Foundation exercises expenditure responsibility over the transfer in accordance with sections 4945(h) and regulations section 53.4945-5(c)(2).

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

SHORT-TERM CAPITAL GAINS AND (LOSSES) - ASSETS HELD ONE YEAR OR LESS

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	PROCEEDS OF SALE	COST OR OTHER BASIS	GAIN OR (LOSS)
40 SHS. DEVRY, INC.	P	12/2/2010	9/14/2011	1,623	1,737	(113)
20 SHS. DEVRY, INC.	P	12/2/2010	9/14/2011	812	868	(57)
10 SHS. DEVRY, INC.	P	12/7/2010	9/14/2011	406	440	(35)
30 SHS. DEVRY, INC.	P	12/7/2010	9/13/2011	1,210	1,321	(111)
1 SHS. GOOGLE, INC., CLASS A	P	6/7/2011	11/3/2011	590	521	69
280 SHS. HEWLETT PACKARD CO.	P	3/5/2010	3/4/2011	11,893	14,560	(2,667)
110 SHS. HEWLETT PACKARD CO.	P	5/24/2010	3/11/2011	4,580	5,100	(519)
\$ 5,000 SHS. IBM CORPORATION	P	10/5/2011	11/3/2011	5,003	5,041	(37)
TOTAL SHORT TERM CAPITAL GAIN AND (LOSSES)				26,118	29,587	(3,470)

LONG-TERM CAPITAL GAINS AND (LOSSES) - ASSETS HELD MORE THAN ONE YEAR

DESCRIPTION	HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	PROCEEDS OF SALE	COST OR OTHER BASIS	GAIN OR (LOSS)
\$ 40,000 SHS. FEDERAL HOME LOAN BANKS, CONSOLIDATED BOND 4.375% // 2011	P	11/9/2005	9/9/2011	40,000	38,854	1,146
10 SHS. DEVRY, INC.	P	8/20/2008	9/9/2011	406	480	(74)
10 SHS. DEVRY, INC.	P	8/20/2008	9/13/2011	403	480	(77)
15 SHS. DEVRY, INC.	P	4/13/2009	9/21/2011	595	616	(21)
5 SHS. DEVRY, INC.	P	4/13/2009	9/20/2011	202	205	(3)
10 SHS. DEVRY, INC.	P	4/14/2009	9/14/2011	406	426	(20)
30 SHS. DEVRY, INC.	P	4/14/2009	9/15/2011	1,239	1,278	(39)
35 SHS. DEVRY, INC.	P	4/21/2009	9/16/2011	1,464	1,475	(10)
15 SHS. DEVRY, INC.	P	4/21/2009	9/15/2011	619	632	(13)
35 SHS. DEVRY, INC.	P	4/23/2009	9/20/2011	1,415	1,473	(58)
5 SHS. DEVRY, INC.	P	4/23/2009	9/16/2011	209	210	(1)
10 SHS. DEVRY, INC.	P	5/4/2009	9/21/2011	397	388	8
30 SHS. DEVRY, INC.	P	11/11/2009	9/6/2011	1,236	1,623	(387)
20 SHS. DEVRY, INC.	P	11/11/2009	9/6/2011	824	1,082	(258)
10 SHS. DEVRY, INC.	P	11/11/2009	9/9/2011	406	541	(135)
10 SHS. DEVRY, INC.	P	11/11/2009	9/2/2011	410	541	(131)
30 SHS. DEVRY, INC.	P	11/11/2009	9/2/2011	1,229	1,623	(393)
30 SHS. DEVRY, INC.	P	11/11/2009	9/1/2011	1,290	1,623	(333)
20 SHS. DEVRY, INC.	P	11/11/2009	9/8/2011	819	1,082	(263)
\$ 4,000 HEWLETT PACKARD CO , 4.750% // 2014	P	2/24/2009	8/15/2011	4,398	4,009	389
\$ 3,000 HEWLETT PACKARD CO , 4.750% // 2014	P	2/24/2009	8/15/2011	3,299	3,001	297

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

LONG-TERM CAPITAL GAINS AND (LOSSES) - ASSETS HELD MORE THAN ONE YEAR

DESCRIPTION								
		HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	PROCEEDS OF SALE	COST OR OTHER BASIS	GAIN OR (LOSS)	
\$ 4,000		HEWLETT PACKARD CO., 4.750% // 2014	P	2/24/2009	8/15/2011	4,398	4,005	393
\$ 5,000		J.P. MORGAN CHASE & CO , 3.70%//2015	P	11/5/2009	11/3/2011	5,167	5,047	119
	SHS.	KOHL'S CORPORATION	P	5/8/2009	6/21/2011	1,023	875	148
	SHS.	KOHL'S CORPORATION	P	5/8/2009	6/17/2011	5,029	4,374	655
	SHS.	KOHL'S CORPORATION	P	5/8/2009	6/16/2011	3,497	3,062	436
	SHS.	KOHL'S CORPORATION	P	5/13/2009	6/22/2011	3,571	2,963	608
	SHS.	KOHL'S CORPORATION	P	5/18/2009	6/22/2011	765	635	130
	SHS	KOHL'S CORPORATION	P	5/18/2009	6/21/2011	3,836	3,176	660
\$ 5,000		SHELL INTERNATIONAL FINANCE, 3.1%	P	7/8/2010	11/3/2011	5,305	5,093	212
	SHS.	VISA, INC , CLASS A	P	5/27/2009	11/3/2011	93	68	25
	SHS.	VISA, INC., CLASS A	P	5/27/2009	8/26/2011	1,704	1,355	349
	SHS.	VISA, INC., CLASS A	P	6/1/2009	8/26/2011	4,259	3,407	852
\$ 9,000		WESTPAC BANKING, 3.000% // 2015	P	7/28/2009	11/3/2011	9,120	9,001	119

TOTAL SHORT-TERM CAPITAL GAINS AND (LOSSES) (3,470)

TOTAL LONG-TERM CAPITAL GAINS AND (LOSSES) 4,332

TOTAL NET GAIN OR LOSS FROM SALE OF ASSETS 862

TOTAL PROCEEDS OF SALE 135,151

FORM 990-PF, PART II - BALANCE SHEET

LINE 10a - INVESTMENTS / U.S. AND STATE GOVERNMENT OBLIGATIONS

		YEAR-END BOOK VALUE	YEAR-END MARKET VALUE
\$	10,000	U.S. TREASURY NOTE 4.375% // 2012	9,677
\$	20,000	U.S. TREASURY NOTE 2.375% // 20124	19,874
			29,551
TOTAL U.S. AND STATE GOVERNMENT OBLIGATIONS			31,332

LINE 10b - INVESTMENTS / CORPORATE STOCK

	DESCRIPTION	YEAR-END BOOK VALUE	YEAR-END MARKET VALUE
230	SHS. ACCENTURE PLC	6,689	12,243
90	SHS. APACHE CORPORATION	8,185	8,152
35	SHS. CME GROUP, INC.	9,244	8,528
260	SHS. COGNIZANT TECH SOLUTIONS, CLASS A	10,205	16,721
240	SHS. EXPRESS SCRIPTS, INC.	6,585	10,726
90	SHS. FRANKLIN RESOURCES, INC	9,720	8,645
17	SHS. GOOGLE, INC., CLASS A	8,851	10,980
180	SHS. INFOSYS, LTD. (ADR)	8,429	9,248
95	SHS. JACOBS ENGINEERING GROUP, INC.	2,408	3,855
250	SHS. JOHNSON CONTROLS, INC.	7,402	7,815
400	SHS. ORACLE CORPORATION	9,907	10,260
150	SHS. PNC FINANCIAL SERVICES	8,014	8,651
190	SHS. TJX COMPANIES, INC.	5,714	12,265
127	SHS. VISA, INC., CLASS A	8,314	12,894
TOTAL CORPORATE STOCK			140,983

LINE 10c - INVESTMENTS / CORPORATE BONDS

	DESCRIPTION	YEAR-END BOOK VALUE	YEAR-END MARKET VALUE
\$	15,000	WAL-MART STORES, INC., 4.550% // 2013	15,866
\$	10,000	IBM CORPORATION 1.000% // 2013	10,081
\$	10,000	GENERAL ELECTRIC CAPITAL CORP., 2.100% // 2014	10,106
\$	10,000	AMERICAN EXPRESS CREDIT CORP., 5.125% // 2014	10,027
\$	2,000	AMGEN, INC., 1.875% // 2014	2,005
\$	10,000	J.P. MORGAN CHASE & CO., 3.700% // 2015	10,094
\$	3,000	SHELL INTERNATIONAL FINANCE, 3.100% // 2015	3,056
\$	6,000	J.P. MORGAN CHASE & CO., 3.150% // 2016	6,032
\$	10,000	AT&T, INC., 2.400% // 2016	10,119
\$	8,000	HEWLETT PACKARD CO., 3.000% // 2016	8,060
TOTAL CORPORATE BONDS			85,445
TOTAL CORPORATE STOCK			140,983

FORM 990-PF, PART III - ANALYSIS OF CHANGES IN NET ASSETS FOR FUND BALANCESLINE 3 - OTHER INCREASES

TIMING DIFFERENCES BETWEEN TAXABLE INCOME AND ACCOUNTING INCOME

2010 INCOME RECEIVED IN 2011

11

LINE 5 - OTHER DECREASES

TIMING DIFFERENCES BETWEEN TAXABLE INCOME AND ACCOUNTING INCOME

2011 INCOME RECEIVED IN 2012

181

TRANSFER OF ONE-HALF (1/2) OF ASSETS OF APPLE FAMILY FOUNDATION, INC.
TO BOYER FAMILY FOUNDATION ON NOVEMBER 8, 2011.

				Fair Market Value	Tax Cost
			CASH	36,854	36,854
\$	10,000	U.S. TREASURY NOTE 4.375% // 2012		10,332	9,677
\$	20,000	U.S. TREASURY NOTE 2.375% // 20124		21,104	19,874
	230	SHS ACCENTURE PLC		13,340	6,689
	90	SHS. APACHE CORPORATION		9,132	8,185
	35	SHS. CME GROUP, INC.		9,629	9,244
	260	SHS. COGNIZANT TECH SOLUTIONS, CLASS A		18,325	10,206
	240	SHS. EXPRESS SCRIPTS, INC.		11,302	6,585
	90	SHS. FRANKLIN RESOURCES, INC.		9,656	9,720
	17	SHS. GOOGLE, INC., CLASS A		10,342	8,851
	180	SHS. INFOSYS, LTD. (ADR)		10,431	8,429
	95	SHS. JACOBS ENGINEERING GROUP, INC.		3,710	2,408
	250	SHS. JOHNSON CONTROLS, INC.		8,118	7,402
	400	SHS ORACLE CORPORATION		13,148	9,907
	150	SHS PNC FINANCIAL SERVICES		8,064	8,014
	190	SHS. TJX COMPANIES, INC.		11,510	5,714
	127	SHS. VISA, INC., CLASS A		11,806	8,314
	15,000	WAL-MART STORES, INC., 4.550% // 2013		15,887	15,866
\$	10,000	IBM CORPORATION 1.000% // 2013		10,076	10,081
\$	10,000	GENERAL ELECTRIC CAPITAL CORP , 2.100% // 2014		10,114	10,106
\$	10,000	AMERICAN EXPRESS CREDIT CORP., 5.125% // 2014		10,868	10,027
\$	10,000	J.P. MORGAN CHASE & CO , 3.700% // 2015		10,481	10,094
\$	3,000	SHELL INTERNATIONAL FINANCE, 3.100% // 2015		3,194	3,056
\$	6,000	J P. MORGAN CHASE & CO., 3.150% // 2016		6,032	6,032
\$	10,000	AT&T, INC., 2.400% // 2016		10,223	10,119
\$	8,000	HEWLETT PACKARD CO., 3.000% // 2016		8,234	8,060
				<u>301,910</u>	<u>259,511</u>
				TOTAL	259,692

FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

LINE	DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
		71	71	71
LINE 3	INCOME ON SAVINGS	1	1	1
	AND TEMPORARY CASH INVESTMENTS			
	NORTHERN PRIME OBLIGATION FUND			
	NORTHERN INSTITUTIONAL TREASURY PORTFOLIO			
		71	71	71
		1	1	1
	TOTAL	72	72	72
LINE 4	INTEREST AND DIVIDENDS FROM SECURITIES			
	INTEREST INCOME			
	FEDERAL HOME LOAN BANKS,			
	CONSOLIDATED BOND 4.375% // 2011	1,750	1,750	1,750
	U.S. TREASURY NOTE 4.375% // 2012	875	875	875
	U.S. TREASURY NOTE 2.375% // 2014	950	950	950
	AMERICAN EXPRESS CREDIT CORP., 5.125% // 2014	1,025	1,025	1,025
	HEWLETT PACKARD CO., 4.750% // 2014	360	360	360
	IBM CORPORATION, 1.000% // 2013	13	13	13
	J.P. MORGAN CHASE & CO., 3.700% // 2015	981	981	981
	SHELL INTERNATIONAL FINANCE 3.100% // 2015	273	273	273
	WAL-MART STORES, INC., 4.550% // 2013	1,365	1,365	1,365
	WESTPAC BANKING, 3.000% // 2015	341	341	341
	GROSS INTEREST INCOME	7,933	7,933	7,933
	LESS: INTEREST ACCRUED AT PURCHASE	(283)	(283)	(283)
	TOTAL NET INTEREST INCOME	7,649	7,649	7,649
	DIVIDEND INCOME			
	ACCENTURE PLC	518	518	518
	APACHE CORPORATION	108	108	108
	CME GROUP, INC.	301	301	301
	DEVRY, INC.	103	103	103
	FRANKLIN RESOURCES, INC.	384	384	384
	INFOSYS, LTD. (ADR)	268	268	268
	KOHL'S CORPORATION	175	175	175
	ORACLE CORPORATION	184	184	184
	PNC FINANCIAL SERVICES GROUP	345	345	345
	TJX COMPANIES, INC.	238	238	238
	VISA, INC., CLASS A	174	174	174
	TOTAL DIVIDEND INCOME	2,798	2,798	2,798

FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES
LINE 4	INTEREST AND DIVIDENDS FROM SECURITIES (CONTINUED)			
		SUMMARY		
	TOTAL INTEREST INCOME	7,649	7,649	
	TOTAL DIVIDEND INCOME	2,798	2,798	
	TOTAL	10,447	10,447	
LINE 16A	ATTORNEY'S FEES FEES			
	STEPHEN M. FISHER & ASSOCIATES LLP, TAX RETURN PREPARATION	915	NONE	915
LINE 16C	OTHER PROFESSIONAL FEES			
	PROVIDENT TRUST COMPANY, INVESTMENT MANAGEMENT FEES	4,871	4,871	NONE
LINE 18	TAXES			
	UNITED STATES TREASURY			
	2010 EXCISE TAX ON INVESTMENT INCOME	511	NONE	NONE
	UNITED STATES TREASURY			
	2011 EXCISE TAX ON INVESTMENT INCOME	625	NONE	NONE
	TOTAL	1,136	NONE	NONE
LINE 23	OTHER EXPENSES			
	INFOSYS, ADR DEPOSITORY FEES	14	14	NONE

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- 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

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions.

APPLE FAMILY FOUNDATION, INC.

Employer identification number (EIN) or

☒ 39-1037948

Number, street, and room or suite no. If a P.O. box, see instructions.

C/O PROVIDENT TRUST COMPANY

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.

WAUKESHA, WI 53811

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ► PROVIDENT TRUST COMPANY

Telephone No ► 262 521-2300

FAX No ►

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2012, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year 2011 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	130.
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 \$	625.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)