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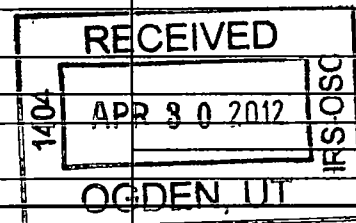
**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**Department of the Treasury
Internal Revenue Service

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

Name of foundation Wilson Family Foundation, Inc.		A Employer identification number 39-1656189
Number and street (or P.O. box number if mail is not delivered to street address) 19160 Still Point Trail		B Telephone number (see the instructions) (262) 786-0667
City or town Brookfield		C If exemption application is pending, check here <input type="checkbox"/>
State ZIP code WI 53045		D 1 Foreign organizations, check here <input type="checkbox"/>
G Check all that apply: <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		D 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 3,539,114.	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.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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 (att sch)				
	2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	164.	164.		
	4 Dividends and interest from securities	130,074.	130,074.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit/(loss) (att sch)					
11 Other income (attach schedule) See Line 11 Stmt	-4,418.	-4,418.			
12 Total. Add lines 1 through 11	125,820.	125,820.			
ADMINISTRATIVE AND OPERATING EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) Excise Tax	740.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) State fees				
	24 Total operating and administrative expenses. Add lines 13 through 23	740.			
25 Contributions, gifts, grants paid	210,417.			211,157.	
26 Total expenses and disbursements. Add lines 24 and 25	211,157.			211,157.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-85,337.				
b Net investment income (if negative, enter -0-)		125,820.			
c Adjusted net income (if negative, enter -0-)					



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Part II Balance Sheets		Beginning of year		End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
ASSETS	1 Cash — non-interest-bearing	2,246.	2,246.	2,246.	
	2 Savings and temporary cash investments	7,324.	224,783.	224,783.	
	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 instructions)				
	7 Other notes and loans receivable (attach sch)	1,107,570.	L-7 Stmt		
	Less: allowance for doubtful accounts	0.	1,664,622.	1,107,570.	1,107,570.
	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) L-10b Stmt	979,235.	1,264,220.	1,967,515.	
	c Investments — corporate bonds (attach schedule) L-10c Stmt	150,000.	150,000.	0.	
	11 Investments — land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule)					
12 Investments — mortgage loans					
13 Investments — other (attach schedule) L-13 Stmt	85,880.	75,112.	237,000.		
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)	2,889,307.	2,823,931.	3,539,114.		
LIABILITIES	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue	364,622.	384,583.		
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe)				
	23 Total liabilities (add lines 17 through 22)	364,622.	384,583.		
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>				
	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				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds	2,524,685.	2,439,348.		
	30 Total net assets or fund balances (see instructions)	2,524,685.	2,439,348.		
	31 Total liabilities and net assets/fund balances (see instructions)	2,889,307.	2,823,931.		

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	2,524,685.
2 Enter amount from Part I, line 27a	2	-85,337.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	2,439,348.
5 Decreases not included in line 2 (itemize) <u>Realized Losses on securities sales</u>	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	2,439,348.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a				
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			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
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

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

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 (column (b) divided by column (c))
2010	155,279.	3,069,606.	0.050586
2009	94,268.	2,637,828.	0.035737
2008	50,000.	2,843,439.	0.017584
2007	48,186.	3,028,810.	0.015909
2006	5,015.	3,047,056.	0.001646

2 Total of line 1, column (d)

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

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5

5 Multiply line 4 by line 3

6 Enter 1% of net investment income (1% of Part I, line 27b)

7 Add lines 5 and 6

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

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

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,258.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,258.
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	1,258.
6 Credits/Payments:			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a		
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		
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		16.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		1,274.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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 type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>WI - Wisconsin</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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? Website address: <u>N/A</u>	13	X	
14	The books are in care of <u>DONALD WILSON</u> Telephone no. <u>(262) 786-0667</u> Located at <u>19160 Still Point Trail Brookfield WI</u> ZIP + 4 <u>53045</u>			
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		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country	16		X

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
1 a 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)? Organizations relying on a current notice regarding disaster assistance check here	1 b	
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?	1 c	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? If 'Yes,' list the years: <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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)	2 b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20__ , 20__ , 20__ , 20__</u>		
3 a 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.)	3 b	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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**

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

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

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

If 'Yes' to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see 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
DONALD S WILSON 19160 STILL PT Brookfield WI 53045	PRES 3.00	0.	0.	0.
KATHLEEN WILSON 19160 STILL PT Brookfield WI 50145	VP 1.00	0.	0.	0.
Katharine Otto Lockwood 1120 Indianwood Brookfield WI 53045	DIRECTOR 0.50	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'				
0				
0				
0				
0				

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

None

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		
	None	
Total number of others receiving over \$50,000 for professional services		None

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

	Expenses
1	
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	
2	
All other program-related investments See 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 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	3,254,708.
b Average of monthly cash balances	1b	2,252.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	3,256,960.
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	3,256,960.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	48,854.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,208,106.
6 Minimum investment return. Enter 5% of line 5	6	160,405.

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	160,405.
2a Tax on investment income for 2011 from Part VI, line 5	2a	1,258.
b Income tax for 2011 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,258.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	159,147.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	159,147.
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	159,147.

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	211,157.
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	211,157.
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	1,258.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	209,899.

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				159,147.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			120,549.	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0.			
b From 2007	0.			
c From 2008	0.			
d From 2009	0.			
e From 2010	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 211,157.				
a Applied to 2010, but not more than line 2a			120,549.	
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				90,608.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				68,539.
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)	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007	0.			
b Excess from 2008	0.			
c Excess from 2009	0.			
d Excess from 2010	0.			
e Excess from 2011	0.			

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				
Sharon Lynne Wilson Center for the Arts 19205 Capitol Drove Brookfield WI 53045		501(c)3	General Support	53,472.
Divine Savior Holy Angel 4257 N 100th St Milwaukee WI 53222		501(c)3	Scholarship	10,000.
Northwestern University 1501 Central St Evanston IL 60208		501(c)3	General Support	31,500.
Elmbrook Rotary Foundation PO Box 1014 Brookfield WI 53008		501(c)3	General Support	0.
Florentine Opera Co 700 N. Water St Milwaukee WI 53202		501(c)3	General Support	5,250.
Haggerty Museum of Art PO Box 1881 Milwaukee WI 53201		501(c)3	General Support	5,900.
MacIver Institute for Public Policy 44 E Mifflin St Madison WI 53703		501(c)3	General support	20,000.
Marquette University PO Box 1881 Milwaukee WI 53201		501(c)3	Scholarship	500.
Neighborhood House 2819 W Richardson Milwaukee WI 53208		501(c)3	General Support	0.
See Line 3a statement				83,795.
Total			3a	210,417.
b Approved for future payment				
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) Exclu- sion code	(d) Amount	
1 Program service revenue					
a None					
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	533100	164.			
4 Dividends and interest from securities	523000	130,074.			
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			1		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a Partnership Income-rental	531110	8,153.			
b K-1 Ordinary income	531110	-11,139.			
c Section 1231	531110	5.			
d Other K-1 Income	531110	-1,437.			
e					
12 Subtotal. Add columns (b), (d), and (e)		125,820.			
13 Total. Add line 12, columns (b), (d), and (e)				13	125,820.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

Form 990-PF
Part II, Lines 6 and 7

Receivables

2011

Name <u>Wilson Family Foundation, Inc.</u>	Employer Identification Number <u>39-1656189</u>
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Lender Information

Loan Receivable Type 3
Borrower's Name Bradon Preserve Borrower's Title na
Check Box, if Borrower is a Business ☒ Relationship of Borrower (other loans only) none
Repayment Terms as properties sold Borrower's Security First mortgage
Purpose of Loan carry lots Description of Consideration 2.08% annual interest
Original Amount 2,800,000. Beginning Year Balance 1,664,622. Year End Balance 1,107,570.
FMV of at Year End 1,107,570. FMV of Consideration 19,000.
Allowance for Doubtful Accounts (other loans only) 0.
Date of Note 06/17/05 Maturity Date 06/30/12 Interest Rate 2.08

Loan Receivable Type _____
Borrower's Name _____ Borrower's Title _____
Check Box, if Borrower is a Business ☐ Relationship of Borrower (other loans only) _____
Repayment Terms _____ Borrower's Security _____
Purpose of Loan _____ Description of Consideration _____
Original Amount _____ Beginning Year Balance _____ Year End Balance _____
FMV of at Year End _____ FMV of Consideration _____
Allowance for Doubtful Accounts (other loans only) _____
Date of Note _____ Maturity Date _____ Interest Rate _____

Loan Receivable Type _____
Borrower's Name _____ Borrower's Title _____
Check Box, if Borrower is a Business ☐ Relationship of Borrower (other loans only) _____
Repayment Terms _____ Borrower's Security _____
Purpose of Loan _____ Description of Consideration _____
Original Amount _____ Beginning Year Balance _____ Year End Balance _____
FMV of at Year End _____ FMV of Consideration _____
Allowance for Doubtful Accounts (other loans only) _____
Date of Note _____ Maturity Date _____ Interest Rate _____

Loan Receivable Type _____
Borrower's Name _____ Borrower's Title _____
Check Box, if Borrower is a Business ☐ Relationship of Borrower (other loans only) _____
Repayment Terms _____ Borrower's Security _____
Purpose of Loan _____ Description of Consideration _____
Original Amount _____ Beginning Year Balance _____ Year End Balance _____
FMV of at Year End _____ FMV of Consideration _____
Allowance for Doubtful Accounts (other loans only) _____
Date of Note _____ Maturity Date _____ Interest Rate _____

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income:	Rev/Exp Book	Net Inv Inc	Adj Net Inc
Partnership Income-rental	8,153.	8,153.	
K-1 Ordinary income	-11,139.	-11,139.	
Section 1231	5.	5.	
Other K-1 Income	-1,437.	-1,437.	
Total	-4,418.	-4,418.	

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Potawatomi Area Boy Scouts 804 Bluemound Rd Waukesha WI 53188		501(c)3	General Support	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,500.
St. Marcus School 2215 N. Palmer St Milwaukee WI 53212		501(c)3	Capital Campaign	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 320.
Milwaukee Symphony Orchestra 700 N. Water St Milwaukee WI 53202		501(c)3	General Support	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
Ten Chimneys S43 W31575 Depot Rd Genesee Depot WI 53127		501(c)3	General Support	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
United Way 225 W Vine St Milwaukee WI 53212		501(c)3	General Support	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 28,800.
Wisconsin Historical Society 816 State St Madison WI 53706		501(c)3	General Support	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 0.
Arc of Greater Milwaukee 7203 West Center St Wauwatosa WI 53210		501(c)3	General Support	Person or <input type="checkbox"/> Business <input type="checkbox"/> 12,200.
Brewers Community Fdn One Brewers Way Milwaukee WI 53214		501(c)3	General Support	Person or <input type="checkbox"/> Business <input type="checkbox"/> 2,000.
Brian T. Lawler Educational Fd Fayettvill AK 4			College Scholarships	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,000.
Community United Meth Ch 14700 Watertown Plank Rd Elm Grove WI 53122		501(c)3	General Support	Person or <input type="checkbox"/> Business <input type="checkbox"/> 8,000.
Family Services of Waukesha Cty 101 W Broadway Waukesha WI 53186		501(c)3	General Support	Person or <input type="checkbox"/> Business <input type="checkbox"/> 1,125.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>Friends of Villa Terrace</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>Milwaukee WI 53205</u>	-----	501(c)3	General Support	3,500.
<u>Make a Difference Wisconsin</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>710 N Plankinton</u>	-----	-----	-----	-----
<u>Milwaukee WI 53202</u>	-----	501(c)3	General Support	500.
<u>Marcus Center for the Performing Arts</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>929 N. Water</u>	-----	-----	-----	-----
<u>Milwaukee WI 53202</u>	-----	501(c)3	General Support	3,700.
<u>Milwaukee Art Museum</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>700 N. Art Museum Dr</u>	-----	-----	-----	-----
<u>Milwaukee WI 53202</u>	-----	501(c)3	General Support	2,600.
<u>One Heartland</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>4425 N. Port Rd</u>	-----	-----	-----	-----
<u>Milwaukee WI 53212</u>	-----	501(c)3	General Support	2,000.
<u>Our Next Generation</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>3421 W. Lisabon</u>	-----	-----	-----	-----
<u>Milwaukee WI 53208</u>	-----	501(c)3	General Support	1,000.
<u>Pabst Mansion</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>1000 West Wisconsin</u>	-----	-----	-----	-----
<u>Milwaukee WI 53202</u>	-----	501(c)3	General Support	1,850.
<u>Ruth Helf Family Center</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>Green Bay WI 5</u>	-----	501(c)3	General Support	100.
<u>Sharp Literacy</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>750 N. Lincoln Mem Dr</u>	-----	-----	-----	-----
<u>Milwaukee WI 53202</u>	-----	501(c)3	General Support	250.
<u>Waukesha Civic Theater</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>Waukesha WI 53186</u>	-----	501(c)3	General Support	3,000.
<u>Wisconsin Foundation for the Arts</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>PO Box 1404</u>	-----	-----	-----	-----
<u>Madison WI 53701</u>	-----	501(c)3	General Support	250.
<u>YMCA of Metro Milwaukee</u>	-----	-----	-----	Person or <input type="checkbox"/> Business <input type="checkbox"/>
<u>2195 Michelle Ct</u>	-----	-----	-----	-----
<u>Brookfield WI 53045</u>	-----	501(c)3	General Support	100.

Total

83,795.

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
4000 AON Corts	87,766.	111,080.
6000 AGIC Conv & Income Fund	31,818.	47,220.
3000 Global Dynamic Fund	34,817.	25,850.
7000 Associated Estates Realty	42,513.	111,650.
3000 Biomed Realty Trust	24,282.	54,240.
2000 DCP Midstream	8,998.	94,940.
1500 Altria	27,259.	44,075.
5000 B&G Foods	25,283.	120,350.
3000 Energy & Income	68,047.	84,750.
4000 Capital Product Partner	38,180.	30,650.
2000 Energy Transfer Partners	39,841.	91,700.
5000 Felcor Lodging Pr A	25,739.	110,750.
15000 Flaherty & Crumrine Pfd Trust	135,813.	261,900.
1500 Arthur Gallagher	35,549.	50,160.
5000 John Hancock Pfd Equ Fd	85,360.	107,400.
800 American Capital Agency	28,096.	28,080.
2000 Regal Entertainment	60,341.	59,700.
2000 Resource Capital Corp	31,738.	28,050.
3000 National Health Investors	100,634.	131,940.
5000 Sun Communities	90,266.	182,650.
1000 Annaly Capital Management	26,831.	23,940.
Alaska Communications	44,185.	15,050.
PDL Biopharma	28,059.	31,000.
BGC Partners	81,042.	59,400.
Pitney Bowes	30,636.	27,810.
Seadrill	31,127.	33,180.
Total	<u>1,264,220.</u>	<u>1,967,515.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
200000 Pure O Tech conv deb	150,000.	0.
Total	<u>150,000.</u>	<u>0.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
150,000 FRED-St. James Place, LLC	-3,047.	137,000.
100,000 FRED-Franklin	78,159.	100,000.
Total	<u>75,112.</u>	<u>237,000.</u>

Supporting Statement of:

Receivables/Year End Balance-1

Description	Amount
Principal	722,987.
Accrued Interest	384,583.
Total	<u>1,107,570.</u>