



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 LESTER & FRANCES JOHNSON FOUNDATION, INC		A Employer identification number 39-1988285
Number and street (or P O box number if mail is not delivered to street address) C/O ROBERT ANDERSON 701 DEMING WAY SUITE 100	Room/suite 99	B Telephone number (see instructions) (608) 827-6400
City or town, state, and ZIP code MADISON, WI 53717		C If exemption application is pending, check here ☐
G Check all that apply	Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change ☐	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 9,518,879.	J Accounting method ☒ Cash ☐ Accrual ☐ 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 ☐

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	210,786.	210,786.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	7,984			
	b Gross sales price for all assets on line 6a	10,497,193.			
	7 Capital gain net income (from Part IV, line 2)		7,984.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	8,551.	8,551.		ATCH 12	
12 Total. Add lines 1 through 11	227,321.	227,321.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	3,515.	115.		3,400.
	c Other professional fees (attach schedule)	54,109.	54,109.		
	17 Interest				
	Taxes (attach schedule) (see instructions)	13,299.	7,299.		
	Depreciation (attach schedule) and depletion				
	Occupancy				
	Travel, conferences, and meetings				
	Printing and publications				
	Other expenses (attach schedule)	1,205.			1,205.
	22 Total operating and administrative expenses. Add lines 13 through 23	72,128.	61,523.		4,605.
	25 Contributions, gifts, grants paid	1,026,420.			1,026,420.
26 Total expenses and disbursements. Add lines 24 and 25	1,098,548.	61,523.	0	1,031,025.	
27 Subtract line 26 from line 12	-871,227.				
a Excess of revenue over expenses and disbursements		165,798.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

*ATCH 4 JSA ** ATCH 5

Form 990-PF (2011)

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		1,156,057.	1,069,588.	1,069,588.
	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 schedule) ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule), **		1,021,978.	1,396,131.	1,444,120.
	b	Investments - corporate stock (attach schedule) ATCH 8		7,345,699.	6,362,067.	6,995,006.
	c	Investments - corporate bonds (attach schedule) ATCH 9		50,041.		10,165.
	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)		9,573,775.	8,827,786.	9,518,879.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds		10,569,206.	10,569,206.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		-995,431.	-1,741,420.	
	30	Total net assets or fund balances (see instructions)		9,573,775.	8,827,786.	
	31	Total liabilities and net assets/fund balances (see instructions)		9,573,775.	8,827,786.	

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	9,573,775.
2	Enter amount from Part I, line 27a	2	-871,227.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 10	3	125,238.
4	Add lines 1, 2, and 3	4	8,827,786.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,827,786.

**ATCH 7

Form 990-PF (2011)

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	7,984.	
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	915,104.	9,788,945.	0.093483
2009	816,717.	9,020,012.	0.090545
2008	685,297.	10,915,868.	0.062780
2007	1,234,312.	12,622,697.	0.097785
2006	1,093,592.	11,959,047.	0.091445
2 Total of line 1, column (d)			2 0.436038
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 0.087208
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 9,829,498.
5 Multiply line 4 by line 3			5 857,211.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,658.
7 Add lines 5 and 6			7 858,869.
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 1,031,025.

1	1,658
2	
3	1,658
4	
5	1,658
6	
7	3,000
8	
9	
10	1,342
11	

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8b	X	
9		X
10		X

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 **ROBERT ANDERSON** Telephone no **608-827-6400**
 Located at **8001 EXCELSIOR DRIVE MADISON, WI** ZIP + 4 **53717**

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? **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?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	☐ Yes ☒ No	
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 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

Form 990-PF (2011)

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)?

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?

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?**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 11		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

Form 990-PF (2011)

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 ▶	

Form 990-PF (2011)

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	8,718,231.
b	Average of monthly cash balances	1b	1,260,955.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	9,979,186.
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	9,979,186.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	149,688.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,829,498.
6	Minimum investment return. Enter 5% of line 5	6	491,475.

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	491,475.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,658.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,658.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	489,817.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	489,817.
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	489,817.

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	1,031,025.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,031,025.
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	1,658.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,029,367.

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				489,817.
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				
b From 2007				
c From 2008				
d From 2009 366,753.				
e From 2010 433,737.				
f Total of lines 3a through e	800,490.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,031,025.				
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				489,817.
e Remaining amount distributed out of corpus	541,208.			
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	1,341,698.			
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	1,341,698.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009 366,753.				
d Excess from 2010 433,737.				
e Excess from 2011 541,208.				

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 12				
Total			▶ 3a	1,026,420.
b <i>Approved for future payment</i>				
Total			▶ 3b	

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	97,124.	
4	Dividends and interest from securities			14	113,662.	
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	7,984.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a _____					
b	ROYALTY TRUST INCOME			15	7,671.	
c	MISC. INCOME			14	880.	
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e)				227,321.	
13	Total. Add line 12, columns (b), (d), and (e)					227,321.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.		
	 Signature of officer or trustee	6/21/2012 Date	Resident Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name E.G. SCHRAMKA	Preparer's signature <i>Eugene A Schramka</i>	Date 6/18/02	Check ☐ if self-employed	PTIN P01398818
	Firm's name ▶ SVA CERTIFIED PUBLIC ACCOUNTANTS			Firm's EIN ▶ 39-1203191	
	Firm's address ▶ 1221 JOHN Q. HAMMONS DRIVE MADISON, WI 53717			Phone no 608-831-8181	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	-51,164.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P	59,148.	
TOTAL GAIN (LOSS)							<u>7,984.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST - STOCKS, BONDS, MONEY FUNDS	97,124.	97,124.
DIVIDENDS - STOCKS AND BONDS	113,662.	113,662.
TOTAL	<u>210,786.</u>	<u>210,786.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY TRUST PAYMENT	7,671.	7,671.
MISCELLANEOUS INCOME	880.	880.
TOTALS	8,551.	8,551.

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT ACCOUNTING FEES	115.	115.		
SVA CERTIFIED PUBLIC ACCOUNTANTS, S.C.	3,400.			3,400.
TOTALS	<u>3,515.</u>	<u>115.</u>		<u>3,400.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT MGMT & TRADING FEES	54,109.	54,109.
TOTALS	<u>54,109.</u>	<u>54,109.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	7,299.	7,299.
EXCISE TAX	6,000.	
TOTALS	<u>13,299.</u>	<u>7,299.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
INSURANCE	1,170.
DEP. OF FIN. INST. FILING FEE	10.
MISCELLANEOUS	25.
TOTALS	1,205.

CHARITABLE PURPOSES	1,170.
	10.
	25.
	1,205.

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

<u>DESCRIPTION</u>	<u>ATTACHMENT 7</u>	
	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
ASSET BACKED SECURITIES	1,396,131.	1,444,120.
US OBLIGATIONS TOTAL	<u>1,396,131.</u>	<u>1,444,120.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORP STOCKS & OTHER SECURITIES		
ALCOA INC ISIN #US0138171014	69,112.	34,600.
ALLIANCE RESOURCE PARTNERS LP	94,119.	151,160.
ALPS ETF ALERIAN MLP ETF	32,224.	33,240.
ALTRIA GROUP INC	20,188.	29,650.
ARCH COAL INC	35,666.	14,510.
ATLAS PIPELINE PARTNERS LP UT	234,042.	222,900.
BANK OF AMERICA CORP	10,997.	11,120.
BARCLAYS BANK PLC IPATH	28,264.	17,765.
BOARDWALK PIPELINE PARTNERS LP	55,489.	55,340.
BROADWIND ENERGY INC COM	73,243.	5,440.
BUCKEYE PARTNERS LP UNIT LTD	188,218.	319,900.
CANADIAN IMPERIAL BANK OF	76,338.	72,370.
CANADIAN NATURAL RESOURCES LTD	49,907.	37,370.
CINCINNATI BELL INC NEW	90,942.	77,720.
CREDIT SUISSE NASSAU ETN LKD	21,117.	25,070.
CROSSTEX ENERGY LP COM UNITS	63,472.	64,880.
CUSHING MLP TOTAL RETURN FD	115,130.	115,700.
DEERE & COMPANY	80,136.	77,350.
DISNEY WALT CO	71,874.	75,000.
DNP SELECT INCOME FD INC	49,111.	54,600.
DUKE ENERGY CORP NEW COM	31,505.	44,000.
EL PASO PIPELINE PARTNERS LP	103,819.	138,480.
ENBRIDGE ENERGY PARTNERS LP	201,565.	232,330.
ENBRIDGE INCOME FD HLDGS INC	75,473.	118,438.
ENERGY TRANSFER PARTNERS LP UT	188,175.	183,400.
ENERPLUS CORPORATION COM NPV	50,448.	41,778.
ENTERPRISE PRODUCTS PPTNS LP	56,664.	139,140.
EXTERRAN PARTNERS LP COM UNITS	71,293.	60,450.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
FORD MTR CO DEL COM	85,843.	64,560.
FORD MTC CO DEL NT FIXED RATE	51,157.	52,880.
FREPORT MCMORAN COPPER & GOLD	90,595.	73,580.
GENERAL ELECTRIC CO	106,340.	89,550.
GENERAL MOTORS CO COM USD0.01	35,862.	20,270.
GENTEX CORP	31,100.	29,590.
INERGY LP	111,274.	97,680.
INTELLI CHECK MOBILISA INC COM	12,484.	2,670.
INTREPID POTASH INC COM	78,218.	45,260.
ISHARES SILVER TR ISHARES	77,150.	53,880.
ISHARES TR S&P US PFD STK	38,480.	35,620.
JP MORGAN CHASE & CO ALERIAN	80,880.	116,910.
KAYDON CORP	31,539.	30,500.
KINDER MORGAN ENERGY PARTNERS	65,818.	169,900.
MAGELLAN MIDSTREAM PARTNERS LP	75,716.	137,760.
MANITOWOC INC	40,428.	18,380.
MARTIN MIDSTREAM PARTNERS LP	122,606.	137,780.
NATURAL RESOURCE PARTNERS LP	69,259.	54,220.
NORDIC AMERICAN TANKERS LTD	57,018.	23,980.
NUSTAR ENERGY LP UNIT	39,368.	56,660.
OILSANDS QUEST INC COM	73,167.	1,550.
ONEOK PARTNERS L P UNIT LTD	44,666.	230,960.
PAA NATURAL GAS STORAGE L.P.	22,144.	18,750.
PEMBINA PIPELINE CORPORATION	90,054.	233,027.
PENN VA RESOURCE PARTNERS LP	59,651.	76,590.
PETROBANK ENERGY LTD COM NPV	92,083.	50,400.
PETROBANK ENERGY & RESOURCES	107,043.	41,562.
PLAINS ALL AMERICAN PIPELINE	67,010.	146,900.
PROSPECT CAP CORP	87,741.	46,450.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
RARE ELEMENT RESOURCES LTD COM	39,628.	13,000.
RBC BEARINGS INC	42,377.	41,700.
ROYAL BANK OF CANADA COM NPV	53,602.	50,960.
SANDRIDGE ENERGY INC COM	38,517.	24,480.
SAUER-DANFOSS INC	40,880.	36,210.
SILVERBIRCH ENERGY CORPORATION	51,910.	34,294.
SPDR GOLD TR GOLD SHS	159,871.	182,388.
STRATA OIL & GAS INC ISIN	18,794.	1,800.
T C PIPELINES VALUE REFLECTS	111,598.	189,720.
TITAN MACHY INC COM	24,160.	21,730.
UBS AG JERSEY BRH E TRACS LKD	26,977.	33,100.
UNITED STS NAT GAS FD LP UNIT	8,241.	3,230.
WESTSHORE TERMINALS INVESTMENT	67,448.	89,880.
WILLIAMS PARTNERS LP COM UNIT	114,688.	179,970.
ZIONS CAP TR B CAP SECS 8.00%	51,629.	50,400.
AT&T INC COM	5,056.	6,048.
BANK OF MONTREAL COM NPV ISIN	28,108.	27,405.
CANADIAN OIL SANDS LIMITED COM	4,688.	4,567.
DNP SELECT INCOME FD INC	5,415.	5,460.
ENTERPRISE PRODUCTS PPTNS LP	17,765.	28,756.
KINDER MORGAN ENERGY PARTNERS	10,678.	16,990.
T C PIPELINES VALUE REFLECTS	10,925.	14,229.
ZION CAP TR B CAP SECS 8.00%	7,725.	7,560.
ALLIANT ENERGY CORP	10,555.	17,644.
BANK OF MONTREAL COM NPV ISIN	28,104.	27,405.
BOARDWALK PIPELINE PARTNERS LP	13,212.	11,068.
CHURCH & DWIGHT INC	6,411.	9,152.
CLOROX CO DEL	6,235.	6,656.
COCA COLA CO	9,850.	13,994.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DUKE ENERGY CORP NEW COM	9,776.	13,200.
EL PASO PIPELINE PARTNERS LP	11,146.	20,772.
ENERGY INCOME & GROWTH FD	8,702.	11,300.
ENERPLUS CORPORATION COM NPV	11,001.	10,128.
ENTERPRISE PRODUCTS PPTNS LP	12,437.	13,914.
HEINZ H J CO	7,477.	10,808.
INERGY LP	12,213.	7,326.
JOHNSON CTLS INC	6,605.	6,252.
KELLOGG COMPANY	11,017.	10,114.
KIMBERLY CLARK CORP	6,338.	7,356.
NATURAL RESOURCE PARTNERS LP		13,555.
NUSTAR ENERGY LP UNIT	11,112.	11,332.
PETOBAKKEN ENERGY LTD COM NPV	16,651.	12,600.
PROCTER & GAMBLE CO	12,347.	13,342.
SOUTHERN CO	9,956.	13,887.
TARGA RES PARTNERS LP COM UNIT	71,612.	14,912.
TORTOISE ENERGY INFRASTRUCTURE	12,077.	11,997.
WESTERN GAS PARTNERS LP COM	9,762.	16,508.
WESTSHORE TERMINALS INVESTMENT	7,865.	6,741.
ATLAS PIPELINE PARTNERS LP	35,362.	37,150.
CUSHING MLP TOTAL RETURN FD	16,211.	17,800.
DUKE ENERGY CORP NEW COM	17,793.	22,000.
ENGRIDGE ENERGY PARTNERS LP	66,864.	66,380.
ENBRIDGE INCOME FD HLDGS INC	32,902.	59,219.
ENTERPRISE PRODUCTS PPTNS LP	70,871.	92,760.
INERGY LP	36,267.	24,420.
INTREPID POTASH INC COM	71,841.	45,260.
KINDER MORGAN ENERGY PARTNERS	46,837.	84,950.
ONEOK PARTNERS L P UNIT LTD	93,493.	173,220.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8 (CONT'D)

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PEMBINA PIPELINE CORPORATION	20,455.	58,257.
PETOBAKKEN ENERGY LTD COM NPV	19,195.	12,600.
SANDRIDGE ENERGY INC COM	9,338.	8,160.
SECTOR SPDR TR SHS BEN INT	31,539.	35,980.
SUNCORE ENERGY COM NPV NEW	42,548.	28,830.
VERIZON COMMUNICATIONS	35,559.	40,120.
ZIONS CAP TR B CAP SECS 8.00%	12,875.	12,600.
MUTUAL FUNDS		
OTHER SECURITIES		
MESABI TRUST DTF BEN INT	150,383.	100,400.
WEYERHAEUSER CO COM	34,872.	37,340.
MESABI TRUST CTF BEN INT	70,496.	50,200.
TOTALS	<u>6,362,067.</u>	<u>6,995,006.</u>

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS		
BORALEX INC SB DB CV 6.75000%		10,165.
TOTALS		<u>10,165.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
ADJUST BEGINNING BASIS OF SECURITIES	97,168.
NONDIVIDEND DISTRIBUTIONS	28,070.
TOTAL	<u>125,238.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MICHAEL R. HEALD 7410 LONGMEADOW ROAD MADISON, WI 53717	DIRECTOR 1.00	0	0	0
GRAHAM L. JOHNSON 2246 RIVER WOODS DRIVE NAPERVILLE, IL 60565	PRESIDENT 1.00	0	0	0
ROBERT W. ANDERSON 8001 EXCELSIOR DRIVE MADISON, WI 53717	VICE-PRESIDENT 1.00	0	0	0
AUBREY R. FOWLER 702 N. BLACKHAWK DRIVE MADISON, WI 53705	SECRETARY 1.00	0	0	0
LAURIE A. ANDERSON C/O ROBERT ANDERSON 8001 EXCELSIOR DRIVE MADISON, WI 53717	TREASURER 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
MEGAN C WESTRUM C/O ROBERT ANDERSON 8001 EXCELSIOR DRIVE MADISON, WI 53717	DIRECTOR 1.00	0	0	0
ERIK S JOHNSON 2246 RIVER WOODS DRIVE NAPERVILLE, IL 60565	DIRECTOR 1.00	0	0	0
KYLE P JOHNSON 2246 RIVER WOODS DRIVE NAPERVILLE, IL 60565	DIRECTOR 1.00	0	0	0
COURTNEY JOHNSON 2246 RIVER WOODS DRIVE NAPERVILLE, IL 60565	DIRECTOR 1.00	0	0	0
MICHAEL R ANDERSON C/O ROBERT ANDERSON 8001 EXCELSIOR DRIVE MADISON, WI 53717	DIRECTOR 1.00	0	0	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RANDALL J ANDERSON 7502 NEW WASHBURN WAY MADISON, WI 53719	DIRECTOR 1.00	0	0	0
GRAND TOTALS		0	0	0

FORM 990FF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDGEWOOD COLLEGE 100 EDGEWOOD COLLEGE DRIVE MADISON, WI 53711	NONE PUBLIC CHARITY	TUITION	25,000.
NAPERVILLE LOAVES & FISHES 556 W FIFTH AVENUE NAPERVILLE, IL 60565	NONE PUBLIC CHARITY	GENERAL OPERATIONS	30,000.
MIDDLETON OUTREACH MINISTRY 7432 HUBBARD AVENUE MIDDLETON, WI 53562	NONE PUBLIC CHARITY	FOOD PANTRY AND GENERAL OPERATIONS.	30,000.
NW COUNCIL BOY SCOUTS OF AMERICA 600 WHEELING ROAD MOUNT PROSPECT, IL 60056	NONE PUBLIC CHARITY	SCHOLARSHIPS FOR NEEDY CHILDREN.	40,000.
3 FIRES COUNCIL BOY SCOUTS OF AMERICA 415 NORTH 2ND ST ST CHARLES, IL 60174	NONE PUBLIC CHARITY	SCHOLARSHIPS FOR NEEDY CHILDREN.	55,000.
TURN AROUND TEEN 6505 SCHROEDER ROAD MADISON, WI 53711	NONE PUBLIC CHARITY	RENT AND SALARY ASSISTANCE	5,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FRAXA RESEARCH FOUNDATION 45 PLEASANT ST NEWBURYPORT, MA 01950	NONE PUBLIC CHARITY	ONGOING RESEARCH.	70,000
GUARDIAN ANGEL BASSET RESCUE INC 108 E MAIN STREET DWIGHT, IL 60420	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
THE SALVATION ARMY OF DANE COUNTY 630 E WASHINGTON AVE MADISON, WI 53703	NONE PUBLIC CHARITY	PLEDGE MATCHING	245,000.
TIMOTHY'S MINISTRY BOX 0421 PROSPECT HEIGHTS, IL 60070	NONE PUBLIC CHARITY	BENEFIT OF THE HOMELESS	14,000.
BREAST CANCER RECOVERY 2800 ROYAL AVENUE MADISON, WI 53713	NONE PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
MID-CONTINENT RAILWAY HISTORICAL SOCIETY PO BOX 358 NORTH FREEDOM, WI 53951	COMMON BOARD MEMBERS PUBLIC CHARITY	GENERAL OPERATIONS	25,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GRACE LUTHERAN CHURCH 226 ERICKSON STREET ELROY, WI 53929	NONE PUBLIC CHARITY	FOOD PANTRY	5,000.
REEDSBURG AREA FOOD PANTRY 134 S LOCUST STREET REEDSBURG, WI 53959	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
VERONA FOOD PANTRY 130 NORTH FRANKLIN STREET VERONA, WI 53593	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
RAWHIDE BOYS RANCH E 7475 RAWHIDE ROAD NEW LONDON, WI 54961	NONE PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
MR. THANKSGIVING 3716 35TH STREET MOLINE, IL 61265	NONE PUBLIC CHARITY	ASSISTANCE TO HOMELESS AND OTHERS IN NEED.	10,000.
LODI FOOD PANTRY 507 CLARK STREET LODI, WI 53555	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BETHLEHEM HOUSE 930 FAULKNER STREET CONWAY, AR 72034	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVENUE MADISON, WI 53726	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	50,000.
P.A.W.D. P.O. BOX 155 ANDALUSIA, IL 61232	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
COMMUNITY EMERGENCY SERVICES 200 E WASHINGTON ST #4 APPLETON, WI 54911	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000
FIRST UNITED METHODIST CHURCH 203 WISCONSIN AVENUE MADISON, WI 53703	NONE	CHURCH	GENERAL OPERATIONS	34,900
DODGEVILLE SCHOOL DISTRICT 307 N IOWA ST. DODGEVILLE, WI 53533	NONE	SCHOOL	GENERAL OPERATIONS	23,520.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	NONE	PUBLIC CHARITY		
KIDS IN DISTRESSED SITUATIONS 112 WEST 34TH STREET, SUITE 1133 NEW YORK, NY 10120			GENERAL OPERATIONS	10,000.
OPERATION SUPPORT OUT TROOPS 1807 S. WASHINGTON ST, SUITE 110 NAPERVILLE, IL 60565			GENERAL OPERATIONS	35,000.
WHITE COUNTY FOOD PANTRY 1856 N FRANCIS ST MONTICELLO, IN 47960			GENERAL OPERATIONS	10,000.
AMERICARES FOUNDATION 88 HAMILTON AVENUE STAMFORD, CT 06902-3111			GENERAL OPERATIONS	105,000.
UI MUSEUM OF ART 1375 HIGHWAY ONE WEST 1840 STUDIO ARTS BUILDING IOWA CITY, IA 52242			GENERAL OPERATIONS	5,500.
AURORA AREA INTERFAITH FOOD PANTRY PO BOX 2602 AURORA, IL 60507-2602			GENERAL OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
MAZOMANIE REGIONAL HERITAGE FOUNDATION PO BOX 358 NORTH FREEDOM, WI 53951	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
WAGS 11109 MANDEL CT WESTCHESTER, IL 60154	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	7,500.
RIVER OF LIFE LUTHERAN CHURCH PO BOX 225 CHANNAHON, IL 60410	NONE	CHURCH	GENERAL OPERATIONS	5,000.
ANIMAL WELFARE LEAGUE 10305 SOUTHWEST HIGHWAY CHICAGO RIDGE, IL 60415	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
VESTERHEIM NORWEGIAN AMERICAN MUSEUM PO BOX 379 DECORAH, IA 52101	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	16,000.
NORWEGIAN AMERICAN GENEALOGICAL CENTER 415 W MAIN ST MADISON, WI 53703	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
WISCONSIN VEST A DOG 4459 ROCKINGHAM DR JANESVILLE, WI 53546	NONE PUBLIC CHARITY		GENERAL OPERATIONS	2,500.
ILLINOIS VEST A DOG PO BOX 653 PORT ARANSAS, TX 78373-0653	NONE PUBLIC CHARITY		GENERAL OPERATIONS	2,500.
TUSCALOOSA DISASTER RELIEF PO BOX 020410 TUSCALOOSA, AL 35402	NONE PUBLIC CHARITY		GENERAL OPERATIONS	5,000.
OZARKS FOOD HARVEST PO BOX 5746 SPRINGFIELD, MO 65801-5746	NONE PUBLIC CHARITY		GENERAL OPERATIONS	15,000.
CIVIL AIR PATROL WI-153 1402 WRIGHT STREET MADISON, WI 53704	NONE PUBLIC CHARITY		GENERAL OPERATIONS	5,000.
KELVAR FOR K9S 1344 FRANKLIN ST DENVER, CO 80218	NONE PUBLIC CHARITY		GENERAL OPERATIONS	2,500

FORM 990EF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REGIONAL FOOD BANK OF OKLAHOMA 3355 S FURDUE OKLAHOMA CITY, OK 73139	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
BIG BROTHERS AND BIG SISTERS OF DANE COUNTY 2059 ATWOOD AVE #2 MADISON, WI 53704	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
SEARCH DOG FOUNDATION 501 EAST OJAI AVENUE OJAI, CA 93023	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
WITH WINGS & A HALO R E A C.H. A CHILD PO BOX 133 MADISON, WI 53701	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
DAILY BREAD SOUP KITCHEN PO BOX 648 CHAMPAIGN, IL 61824	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
CHRISTMAS SHOP WITH A COP 6905 S 1300 E MIDVALE, UT 84047	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
TOTAL CONTRIBUTIONS PAID				<u>1,026,420.</u>

**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

LESTER & FRANCES JOHNSON FOUNDATION, INC

☒ 39-1988285

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

C/O ROBERT ANDERSON

☐ Social security number (SSN)

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

MADISON, WI 53717

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 ► ROBERT ANDERSON

Telephone No ► 608 827-6400

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, 20 12, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 20 11 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 \$	1,946.
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 \$	3,000.
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 \$	

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)