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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

GEORGE L N MEYER FAMILY FOUNDATION INC
C/O ELIZABETH MEYER
8112 W BLUEMOUND RD STE 201
MILWAUKEE, WI 53213-3356

G Check all that apply Initial return Initial Return of a former public charity
 Final return Amended return
 Address change Name change

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

I Fair market value of all assets at end of year **J** Accounting method. Cash Accrual
 (from Part II, column (c), line 16) Other (specify)
 ► \$ 724,534. (Part I, column (d) must be on cash basis)

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE SCANNED MAY 24 2012	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	17,862.	17,862.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	13,876.			
	b Gross sales price for all assets on line 6a	71,224.			
	7 Capital gain net income (from Part IV, line 2)		13,876.		
	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 STATEMENT 1	1,395.	1,395.			
12 Total. Add lines 1 through 11	33,133.	33,133.	0.		
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 sch) RECEIVED SEE ST 2	1,275.	638.		637.	
b Accounting fees (attach sch) SEE ST 3	8,589.	4,264.		3,725.	
17 Interest					
18 Taxes (attach schedule) SEE STM 4	627.				
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)					
SEE STATEMENT 5	627.			627.	
24 Total operating and administrative expenses. Add lines 13 through 23	11,118.	4,902.		4,989.	
25 Contributions, gifts, grants paid PART XV	53,045.			53,045.	
26 Total expenses and disbursements. Add lines 24 and 25	64,163.	4,902.	0.	58,034.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements.	-31,030.				
b Net investment income (if negative, enter -0)		28,231.			
c Adjusted net income (if negative, enter -0)				0.	

24

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	7,389.	33,708.	33,708.
	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) ►	40,000.		
		Less allowance for doubtful accounts ►		40,000.	40,000.
	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)	380,636.	323,287.	628,831.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule) ►				
12	Investments – mortgage loans				
13	Investments – other (attach schedule)	16,612.	16,612.	21,995.	
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)	444,637.	413,607.	724,534.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	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)	0.	0.	
NET ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ► <input checked="" type="checkbox"/>				
	24	Unrestricted	444,637.	413,607.	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► <input 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			
	30	Total net assets or fund balances (see instructions)	444,637.	413,607.	
	31	Total liabilities and net assets/fund balances (see instructions)	444,637.	413,607.	

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	444,637.
2	Enter amount from Part I, line 27a	2	-31,030.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	413,607.
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	413,607.

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)
1a PUBLICLY HELD SECURITIES		P	VARIOUS	VARIOUS
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	71,224.		57,348.	13,876.
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) 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				13,876.
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 13,876.
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 (column (b) divided by column (c))
2010	64,032.	675,978.	0.094725
2009	46,612.	604,341.	0.077129
2008	46,905.	787,027.	0.059598
2007	96,055.	933,209.	0.102930
2006	50,334.	908,011.	0.055433

- 2 Total of line 1, column (d) 2 0.389815
- 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 0.077963
- 4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 4 704,196.
- 5 Multiply line 4 by line 3 5 54,901.
- 6 Enter 1% of net investment income (1% of Part I, line 27b) 6 282.
- 7 Add lines 5 and 6 7 55,183.
- 8 Enter qualifying distributions from Part XII, line 4 8 58,034.

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)		1	282.
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		
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	282.
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	282.
6	Credits/Payments.		
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	440.
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	440.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	158.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax ► 158. Refunded ► 11	11	0.

Part VII-A Statements Regarding Activities

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?

	Yes	No
1 a	X	

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b	X
-----	---

If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1 c	X
-----	---

c Did the foundation file **Form 1120-POL** for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities.

2	X
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3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes

3	X
---	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

4 a	X
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5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If 'Yes,' attach the statement required by **General Instruction T**.

4 b	N/A
-----	-----

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?

5	X
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7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

6	X
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8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

7	X
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WI

b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by **General Instruction G**? If 'No,' attach explanation

8 b	X
-----	---

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

9	X
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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

10	X
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Part VII-A Statements Regarding Activities (continued)

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 ► N/A	13	X
14	The books are in care of ► ELIZABETH MEYER Located at ► 8112 W BLUEMOUND RD STE 201 MILWAUKEE WI	Telephone no. ► (414) 476-3990 ZIP + 4 ► 53213-3356	
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	N/A ► <input type="checkbox"/> N/A
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	Yes X No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
1b	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 ►		N/A
1c	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? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	<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)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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)		
3b			N/A
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?		
4b			X

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))?

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

(3) Provide a grant to an individual for travel, study, or other similar purposes?

(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)

(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

Yes No

Yes No

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 N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6b X

If 'Yes' to 6b, file Form 8870

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see 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
ELIZABETH J MEYER 8112 W BLUEMOUND RD STE 201 MILWAUKEE, WI 53213	PRESIDENT/TR 1.00	0.	0.	0.
MARY CATHERINE MEYER 8112 W BLUEMOUND RD STE 201 MILWAUKEE, WI 53213	SECRETARY 1.00	0.	0.	0.
BARBARA JOAN MEYER 8112 W BLUEMOUND RD STE 201 MILWAUKEE, WI 53213	ASST TREAS/S 1.00	0.	0.	0.
GEORGE L.N. MEYER JR. 8112 W BLUEMOUND RD STE 201 MILWAUKEE, WI 53213	VICE PRESIDE 1.00	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

►

0

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		

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	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0.

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

b Average of monthly cash balances

c Fair market value of all other assets (see instructions)

d **Total** (add lines 1a, b, and c)

e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)

1e 0.

2 Acquisition indebtedness applicable to line 1 assets

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities Enter 1-1/2% of line 3
(for greater amount, see instructions)

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

6 **Minimum investment return.** Enter 5% of line 5.

1a	691,110.
1b	23,810.
1c	
1d	714,920.
2	0.
3	714,920.
4	10,724.
5	704,196.
6	35,210.

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 35,210.

2a Tax on investment income for 2011 from Part VI, line 5

2a 282.

b Income tax for 2011. (This does not include the tax from Part VI)

2b

c Add lines 2a and 2b

2c 282.

3 Distributable amount before adjustments Subtract line 2c from line 1

3 34,928.

4 Recoveries of amounts treated as qualifying distributions

4

5 Add lines 3 and 4

5 34,928.

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 34,928.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes

1a 58,034.

a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

1b

b Program-related investments – total from Part IX-B

2

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

3a

3 Amounts set aside for specific charitable projects that satisfy the

3b

a Suitability test (prior IRS approval required)

4

b Cash distribution test (attach the required schedule)

5 282.

4 **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

6 57,752.

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)

BAA

Form 990-PF (2011)

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				34,928.
2 Undistributed income, if any, as of the end of 2011:			0.	
a Enter amount for 2010 only		0.		
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 5,236.				
b From 2007 50,709.				
c From 2008 8,276.				
d From 2009 17,222.				
e From 2010 31,067.				
f Total of lines 3a through e 112,510.				
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ 58,034.			0.	
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.		
d Applied to 2011 distributable amount				34,928.
e Remaining amount distributed out of corpus 23,106.				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))		0.		0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5 135,616.				
b Prior years' undistributed income Subtract line 4b from line 2b 0.			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 0.			0.	
d Subtract line 6c from line 6b Taxable amount – see instructions 0.			0.	
e Undistributed income for 2010 Subtract line 4a from line 2a. Taxable amount – see instructions 0.			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012 0.				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) 0.			0.	
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions) 5,236.				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a 130,380.				
10 Analysis of line 9				
a Excess from 2007 50,709.				
b Excess from 2008 8,276.				
c Excess from 2009 17,222.				
d Excess from 2010 31,067.				
e Excess from 2011 23,106.				

BAA

Form 990-PF (2011)

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

N/A

Part XV **Supplementary Information** (Complete this part only if the organization 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).)

NONE

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

NONE

NONE

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

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

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

SEE STATEMENT 6

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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)				
<i>a Paid during the year</i> SEE STATEMENT 7				
Total				► 3a 53,045.
<i>b Approved for future payment</i>				
Total				► 3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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		
4 Dividends and interest from securities			14	17,862.	
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	13,876.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a NONDIVIDEND DISTRIBUTIONS			14	300.	
b PASSTHROUGH K-1			14	1,095.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				33,133.	
13 Total Add lines 12 and 11				13	22,122

13 Total. Add line 12, columns (b), (d), and (e)
(See instructions on line 12, note statement of net assets between)

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

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

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

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

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

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

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

**Sign
Here**

complete Declaration of preparer (other than taxpayer)

5/4/12

► PRESIDENT

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Signature of officer or trustee		Date	Date	Yes	No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KATY L. SOMMER		<i>Katy L. Sommer</i>	5/14/12		P00273273
	Firm's name	► RITZ HOLMAN LLP			Firm's EIN ►	
Firm's address	► 330 E. KILBOURN STE. 550 MILWAUKEE, WI 53202-3144			Phone no	(414) 271-1451	

BAA

2011

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GEORGE L N MEYER FAMILY FOUNDATION INC
C/O ELIZABETH MEYER

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NONDIVIDEND DISTRIBUTIONS PASSTHROUGH K-1	\$ 300. 1,095.	\$ 300. 1,095.	
TOTAL	\$ 1,395.	\$ 1,395.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RITZ HOLMAN LLP	\$ 1,275.	\$ 638.		
TOTAL	\$ 1,275.	\$ 638.	\$ 0.	\$ 637.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	\$ 725.			\$ 725.
INVESTMENT EXP	4,264.	\$ 4,264.		
MANAGEMENT FEES	3,600.			3,000.
TOTAL	\$ 8,589.	\$ 4,264.	\$ 0.	\$ 3,725.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 ESTIMATED TAX FOREIGN TAX PAID	\$ 297. 330.			
TOTAL	\$ 627.	\$ 0.	\$ 0.	\$ 0.

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GEORGE L N MEYER FAMILY FOUNDATION INC
C/O ELIZABETH MEYER

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	\$ 627.	\$ 0.	\$ 0.	\$ 627.
TOTAL	<u>\$ 627.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 627.</u>

STATEMENT 6
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: GEORGE L N MEYER FAMILY FOUNDATION INC
 NAME:
 CARE OF: ELIZABETH MEYER
 STREET ADDRESS: 8112 W BLUEMOUND RD STE 201
 CITY, STATE, ZIP CODE: WAUWATOSA, WI 53213-3356
 TELEPHONE: (414) 476-3990
 FORM AND CONTENT: NO FORMAL APPLICATION - REQUESTS MUST BE IN WRITING
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: NONE

STATEMENT 7
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
LITERACY SERVICES OF WISCONSIN, INC. 555 N PLANKINTON AVE MILWAUKEE, WI 53203	NONE	501 (C) (3)	ADULT EDUCATION PROGRAMS	\$ 500.
MILWAUKEE ART MUSEUM, INC 700 N ART MUSEUM DR MILWAUKEE, WI 53202	NONE	501 (C) (3)	ANNUAL CAMPAIGN	2,500.
1000 FRIENDS OF WISCONSIN, INC. 16 N CARROLL ST STE 8 MADISON, WI 53703	NONE	501 (C) (3)	ENVIRONMENT USE	500.
WAUWATOSA HISTORICAL SOCIETY, INC. 7406 HILLCREST DR. MILWAUKEE, WI 53213	NONE	501 (C) (3)	FOR HISTORICAL PRESERVATION	100.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
FRIENDS OF THE PARKS AT GETTYSBURG PO BOX 4622 GETTYSBURG, PA 17325	NONE	501(C) (3)	HISTORICAL PRESERVATION	\$ 100.
FIRST STAGE MILWAUKEE, INC. 325 W WALNUT ST MILWAUKEE, WI 53212	NONE	501(C) (3)	CHILD PERFORMING ARTS	1,900.
HISTORIC MILWAUKEE, INC. 828 N BROADWAY STE 110 MILWAUKEE, WI 53202	NONE	501(C) (3)	MILWAUKEE PRESERVATION	250.
UNITED PERFORMING ARTS FUND, INC. 929 N WATER ST STE 4 MILWAUKEE, WI 53202	NONE	501(C) (3)	ARTS IN MILWAUKEE	2,500.
WISCONSIN HISTORICAL FOUNDATION, INC. 816 STATE ST MADISON, WI 53706	NONE	501(C) (3)	HISTORIC PRESERVATION	3,500.
GREENDALE PUBLIC LIBRARY FOUNDATION, INC 5647 BROAD ST GREENDALE, WI 53129	NONE	501(C) (3)	LIBRARY	250.
MILWAUKEE PUBLIC MUSEUM, INC. 800 W WELLS ST MILWAUKEE, WI 53233	NONE	501(C) (3)	SUPPORT MUSEUM	500.
MILWAUKEE PUBLIC LIBRARY FOUNDATION, INC 814 W WISCONSIN AVE MILWAUKEE, WI 53233	NONE	PUBLIC	SUPPORT LIBRARY	450.
ZOOLOGICAL SOCIETY OF MILWAUKEE COUNTY 10005 W BLUE MOUND RD MILWAUKEE, WI 53226	NONE	501(C) (3)	SUPPORT ZOO	250.
HOUSE OF PEACE 1702 W. WALNUT ST MILWAUKEE, WI 53205	NONE	501(C) (3)	SUPPORT HOMELESS	400.
DISCOVERY WORLD, LTD. 500 N HARBOR DR MILWAUKEE, WI 53202	NONE	501(C) (3)	SUPPORT MUSEUM	5,000.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
HUNGER TASK FORCE, INC. 201 S HAWLEY CT MILWAUKEE, WI 53214	NONE	501(C) (3)	FOR FOOD	\$ 500.
THE SALVATION ARMY 11315 W WATERTOWN PLANK RD WAUWATOSA, WI 53226	NONE	501(C) (3)	BASIC NEEDS	500.
ABCD 5775 N. GLEN PARK ROAD #201 GLENDALE, WI 5329	NONE	501(C) (3)	BREAST CANCER SUPPORT	100.
BIG BROTHERS BIG SISTERS 788 N. JEFFERSON ST MILWAUKEE, WI 53202	NONE	501(C) (3)	METORING FOR CHILDREN	250.
UNITED WAY OF GREATER MILWAUKEE, INC. 225 W VINE ST MILWAUKEE, WI 53212	NONE	501(C) (3)	SUPPORT MILWAUKEE	10,100.
ST. ANN CENTER FOR INTERGENERATIONAL 2801 EAST MORGAN AVENUE MILWAUKEE, WI 53207	NONE	501(C) (3)	SUPPORT INTERGENERATIONA L CARE	160.
THE MEDICAL COLLEGE OF WISCONSIN, INC. 8701 WATERTOWN PLANK RD MILWAUKEE, WI 53226	NONE	501(C) (3)	FOR MEDICAL RESEARCH	1,350.
WAUWATOSA PUBLIC LIBRARY FOUNDATION, INC 7635 W NORTH AVE WAUWATOSA, WI 53213	NONE	501(C) (3)	LIBRARY SUPPORT	975.
BOYS & GIRLS CLUBS OF GREATER MILWAUKEE 1558 N 6TH ST MILWAUKEE, WI 53212	NONE	501(C) (3)	AT RISK CHILDREN	5,150.
FOUNDATION FOR CHILDREN IN NEED, INC. 1417 E MINER ST ARLINGTON HEIGHTS, IL 60004	NONE	501(C) (3)	AT RISK CHILDREN	240.
MILWAUKEE COUNTY HISTORICAL SOCIETY 910 N OLD WORLD 3RD ST MILWAUKEE, WI 53203	NONE	501(C) (3)	HISTOTIC PRESERVATION	1,320.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MILWAUKEE YOUTH SYMPHONY ORCHESTRA, INC. 325 W WALNUT ST MILWAUKEE, WI 53212	NONE	501 (C) (3)	YOUTH SYMPHONY	\$ 350.
NATIVITY JESUIT MIDDLE SCHOOL, INC. 1515 S 29TH ST MILWAUKEE, WI 53215	NONE	501 (C) (3)	BOYS EDUCATION	100.
ST. JOSAPHAT BASILICA FOUNDATION, INC. 620 W LINCOLN AVE MILWAUKEE, WI 250	NONE	501 (C) (3)	HISTORIC PRESERVATION	250.
TALIESIN PRESERVATION, INC. 5607 COUNTY HWY C SPRING GREEN, WI 53588	NONE	501 (C) (3)	HISTORIC PRESERVATION	2,750.
WI ACADEMY OF SCIENCES ARTS & LETTERS 1922 UNIVERSITY AVE MADISON, WI 53726	NONE	501 (C) (3)	EDUCATION	100.
ALZHEIMER'S ASSOCIATION 6130 WEST NATIONAL AVE, ST 200 MILWAUKEE, WI 53214	NONE	501 (C) (3)	DISEASE SUPPORT	800.
FRIENDS OF THE SHOREWOOD LIBRARY 3920 MURRAY AVE SHOREWOOD, WI 53211	NONE	501 (C) (3)	LIBRARY SUPPORT	100.
GRAND AVENUE CLUB 210 E MICHIGAN STREET MILWAUKEE, WI 53202	NONE	501 (C) (3)	SUPPORT MENTAL ILLNESS	250.
INHEALTH 11647 N RIDGEWAY AVENUE MEQUON, WI 53097	NONE	501 (C) (3)	HEALTH EDUCATION	100.
JDRF 26 BROADWAY 14 FLOOR NEW YORK, NY 10004	NONE	501 (C) (3)	TYPE I DIABETES	20.
KAUKAUNA CATHOLIC SCHOOL SYSTEM 2401 S MAIN STREET KAUKAUNA, WI 54130	NONE	501 (C) (3)	EDUCATION	100.

STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MESSMER CATHOLIC SCHOOLS 742 W. CAPITAL DRIVE MILWAUKEE, WI 53206	NONE	501(C) (3)	EDUCATION	\$ 250.
MILWAUKEE BALLET 504 W NATIONAL AVENUE MILWAUKEE, WI 53204	NONE	501(C) (3)	BALLET	500.
NSCDA-WI RESTORATIONS PERSHING 1200 GREENWAY TERRACE ELM GROVE, WI 53122	NONE	501(C) (3)	HISTORIC PRESERVATION	5,000.
PABST MANSION 2000 W WISCONSIN AVE MILWAUKEE, WI 53233	NONE	501(C) (3)	HISTORIC PRESERVATION	100.
PEARLS FOR GIRLS 2100 N PALMER STREET MILWAUKEE, WI 53212	NONE	501(C) (3)	AT-RISK GIRLS	100.
PIUS XI HIGH SCHOOL 135 N 76TH STREET MILWAUKEE, WI 53213	NONE	501(C) (3)	EDUCATION	100.
ST. BARTHOLOMEW'S EPISCOPAL CHURCH 204 W. SALISBURY STREET PITTSBORO, NC 57312	NONE	501(C) (3)	RELIGIOUS	750.
SUSAN G. KOMEN FOUNDATION 2025 W OKLAHOMA AVE #116 MILWAUKEE, WI 53215	NONE	501(C) (3)	BREAST CANCER	100.
URBAN ECOLOGY CENTER 1500 EAST PARK PLACE MILWAUKEE, WI 53211	NONE	501(C) (3)	ENVIRONMENTAL EDUCATION	100.
VISION FORWARD ASSOCIATION 912 N HAWLEY ROAD MILWAUKEE, WI 53213	NONE	501(C) (3)	SUPPORT TO VISUALLY IMPAIRED	20.
WASHINGTON ELEMENTARY SCHOOL 2166 N 68TH STREET WAUWATOSA, WI 53213	NONE	501(C) (3)	EDUCATION	100.
WORCHESTER POLYTECHNIC INSTITUTE 100 INSTITUTE ROAD WORCHESTER, MA 01609	NONE	501(C) (3)	EDUCATION	100.

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GEORGE L N MEYER FAMILY FOUNDATION INC
C/O ELIZABETH MEYER

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STATEMENT 7 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CARDINAL STRITCH UNIVERSITY 6801 N YATES ROAD MILWAUKEE, WI 53217	NONE	501(C) (3)	EDUCATION	\$ 50.
SOJOURNER FAMILY PEACE CENTER PO BOX 080319 MILWAUKEE, WI 53208	NONE	501(C) (3)	FAMILY VIOLENCE	1,180.
MILWAUKEE JEWISH FEDERATION 1360 NORTH PROSPECT AVE MILWAUKEE, WI 53202	NONE	501(C) (3)	JEWISH PEOPLE	80.
AMERICAICAN CANCER SOCIETY 234 W FLORIDA ST #207 MILWAUKEE, WI 53204	NONE	501(C) (3)	SUPPORT CANCER	250.
TOTAL				<u>\$ 53,045.</u>

GEORGE L.N. MEYER FAMILY FOUNDATION, INC EIN# 39-1710863
INVESTMENTS

TAX YEAR: 2011

FORM 990-PF - PART II, LINE 10b

SHARES	DESCRIPTION	COST	MARKET
500	ANGLOGOLD LTD SPONS ADR	16,629	21,225
1200	BRISTOL MYERS	16,510	42,288
575	CAMPBELL SOUP COMPANY	17,172	19,113
500	CHEVRONTEXACO CORP	19,426	53,200
642	EQUITY RESDNTL PPTY TR	13,079	36,613
250	ESTEE LAUDER CO	9,823	28,080
500	GATX CORP	14,145	21,830
450	GENUINE PARTS COMPANY	19,219	27,540
900	HEWLETT-PACKARD CO	22,181	23,184
400	HILL ROM HOLDINGS INC	6,732	13,476
1000	INTL GAME TECHNOLOGY	4,483	17,200
575	JPMORGAN CHASE & CO ALERIAN MLP INDEX ET	19,155	22,408
300	KIMBERLY CLARK CORP	19,643	22,068
450	LOCKHEED MARTIN CORP	16,840	36,405
550	MERCK & COMPANY INC	19,499	20,735
400	OMNICOM GROUP	16,394	17,832
1083	PFIZER INC	19,126	23,436
438	PROCTER & GAMBLE CO	16,591	29,219
500	STERICYCLE INC	6,147	38,960
425	TRAVELERS COMPANIES INC	16,659	25,147
800	TUPPERWARE CORP	13,834	44,776
1600	WELLS FARGO	0	44,096
		<u>\$ 323,287</u>	<u>\$ 628,831</u>

FORM 990-PF - PART II, LINE 13

SHARES	DESCRIPTION	COST	MARKET
550	TORTOISE ENERGY INFRASTRUCTURE CORP	16,612	21,995
		<u>\$ 16,612</u>	<u>\$ 21,995</u>