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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 _____, and ending _____

Name of foundation
**FAYE MCBEATH FOUNDATION
US BANK, N.A.**

Number and street (or P O box number if mail is not delivered to street address)
P.O. BOX 2043

City or town, state, and ZIP code
MILWAUKEE, WI 53201

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, col. (c), line 16 Other (specify) _____
\$ **3,354,683.** (Part I, column (d) must be on cash basis)

A Employer identification number
39-6074450

B Telephone number
414-765-6446

C If exemption application is pending, check here

D 1. Foreign organizations, check here
2. Foreign organizations meeting the 85% test, check here and attach computation

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

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

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received	223,121.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	85,102.	86,357.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	302,856.			STATEMENT 1
b	Gross sales price for all assets on line 6a 2,488,005.				
7	Capital gain net income (from Part IV, line 2)		369,876.		
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 or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	611,079.	456,233.		
13	Compensation of officers, directors, trustees, etc	139,614.	40,951.		85,793.
14	Other employee salaries and wages	19,794.	4,160.		16,641.
15	Pension plans, employee benefits	18,237.	4,507.		18,030.
16a	Legal fees STMT 3	731.	0.		731.
b	Accounting fees STMT 4	9,307.	2,327.		6,980.
c	Other professional fees STMT 5	2,908.	0.		2,908.
17	Interest				
18	Taxes STMT 6	4,037.	1,288.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	310.	0.		270.
22	Printing and publications	417.	0.		417.
23	Other expenses STMT 7	31,585.	717.		30,868.
24	Total operating and administrative expenses. Add lines 13 through 23	226,940.	53,950.		162,638.
25	Contributions, gifts, grants paid	1,244,670.			1,244,670.
26	Total expenses and disbursements. Add lines 24 and 25	1,471,610.	53,950.		1,407,308.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<860,531.>			
b	Net investment income (if negative, enter -0-)		402,283.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing	500.	43,488.	43,488.
	2 Savings and temporary cash investments	15,602.	46,760.	46,760.
	3 Accounts receivable ▶ 123,128.			
	Less: allowance for doubtful accounts ▶	191.	123,128.	123,128.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,205.	1,122.	1,122.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 8	4,584,999.	3,134,167.	3,134,167.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 9)	5,947.	6,018.	6,018.	
16 Total assets (to be completed by all filers)	4,608,444.	3,354,683.	3,354,683.	
Liabilities	17 Accounts payable and accrued expenses	5,000.	18,173.	
	18 Grants payable	70,000.	112,740.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	18,856.	14,420.	
23 Total liabilities (add lines 17 through 22)	93,856.	145,333.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted	4,514,588.	3,209,350.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	4,514,588.	3,209,350.		
31 Total liabilities and net assets/fund balances	4,608,444.	3,354,683.		

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	4,514,588.
2 Enter amount from Part I, line 27a	2	<860,531.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,654,057.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	444,707.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,209,350.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SHORT TERM CAPITAL GAIN - EXHIBIT 1	P	01/01/11	12/31/11
b LONG TERM CAPITAL GAIN - EXHIBIT 1	P	01/01/11	12/31/11
c SHORT TERM CAPITAL GAIN - EXHIBIT 2	P	01/01/11	12/31/11
d LONG TERM CAPITAL GAIN - EXHIBIT 2	P	01/01/11	12/31/11
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 140,870.		133,456.	7,414.
b 2,331,750.		1,984,704.	347,046.
c 1,780.			1,780.
d 13,605.		<31.>	13,636.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			7,414.
b			347,046.
c			1,780.
d			13,636.
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	369,876.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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 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	1,306,024.	4,243,815.	.307748
2009	1,234,718.	4,740,187.	.260479
2008	1,689,335.	8,015,622.	.210755
2007	1,764,936.	10,277,855.	.171722
2006	1,549,964.	10,746,443.	.144230

2 Total of line 1, column (d)	2	1.094934
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	.218987
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	3,990,300.
5 Multiply line 4 by line 3	5	873,824.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,023.
7 Add lines 5 and 6	7	877,847.
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	1,407,308.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	4,023.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	4,023.
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	4,023.
6 Credits/Payments.			
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6a	2,150.
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	2,150.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	1,873.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>		11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WI		
8b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.FAYEMCBEATH.ORG</u>		X	
14	The books are in care of ► <u>US BANK, N.A.</u> Telephone no. ► <u>414-765-5135</u> Located at ► <u>777 E. WISCONSIN AVE., MILWAUKEE, WI</u> ZIP+4 ► <u>53201-9668</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 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 ►		Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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.

(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
SEE STATEMENT 11		139,614.	5,000.	12,701.

2 Compensation of five highest-paid employees (other than those included on line 1). 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 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	4,051,066.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,051,066.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,051,066.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,766.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,990,300.
6	Minimum investment return Enter 5% of line 5	6	199,515.

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	199,515.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	4,023.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,023.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	195,492.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	195,492.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	195,492.

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	1,407,308.
b	Program-related investments - total from Part IX-B	1b	0.
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	1,407,308.
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	5	4,023.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,403,285.

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				195,492.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	1,024,902.			
b From 2007	1,273,783.			
c From 2008	1,293,212.			
d From 2009	1,000,237.			
e From 2010	1,097,249.			
f Total of lines 3a through e	5,689,383.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	1,407,308.			
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				195,492.
e Remaining amount distributed out of corpus	1,211,816.			
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	6,901,199.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	1,024,902.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	5,876,297.			
10 Analysis of line 9:				
a Excess from 2007	1,273,783.			
b Excess from 2008	1,293,212.			
c Excess from 2009	1,000,237.			
d Excess from 2010	1,097,249.			
e Excess from 2011	1,211,816.			

FAYE MCBEATH FOUNDATION

Form 990-PF (2011)

US BANK, N.A.

39-6074450

Page 10

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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
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 EXHIBIT 3, 414-272-2626
101 W. PLEASANT STREET, STE 210, MILWAUKEE, WI 53212

b The form in which applications should be submitted and information and materials they should include:
SEE EXHIBIT 3

c Any submission deadlines:
SEE EXHIBIT 3

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE EXHIBIT 4

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2011

Name of the organization

FAYE MCBEATH FOUNDATION
US BANK, N.A.

Employer identification number

39-6074450

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. . . . ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization FAYE MCBEATH FOUNDATION US BANK, N.A.	Employer identification number 39-6074450
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NORTHWEST HEALTH FOUNDATION FUND II 221 NW SECOND AVE, SUITE 300 PORTLAND, OR 97209	\$ 223,121.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization FAYE MCBEATH FOUNDATION US BANK, N.A.	Employer identification number 39-6074450
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

Name of organization FAYE MCBEATH FOUNDATION US BANK, N.A.	Employer identification number 39-6074450
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM CAPITAL GAIN - EXHIBIT 1	PURCHASED	01/01/11	12/31/11	140,870.	129,399.	0.	0.	11,471.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM CAPITAL GAIN - EXHIBIT 1	PURCHASED	01/01/11	12/31/11	2,331,750.	2,055,750.	0.	0.	276,000.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM CAPITAL GAIN - EXHIBIT 2	PURCHASED	01/01/11	12/31/11	1,780.	0.	0.	0.	1,780.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
LONG TERM CAPITAL GAIN - EXHIBIT 2	PURCHASED	01/01/11	12/31/11	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
13,605.	0.	0.	0.	13,605.
CAPITAL GAINS DIVIDENDS FROM PART IV				0.
TOTAL TO FORM 990-PF, PART I, LINE 6A				302,856.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS ON STOCK	20,913.	0.	20,913.
DIVIDENDS ON TAXABLE BONDS	64,189.	0.	64,189.
TOTAL TO FM 990-PF, PART I, LN 4	85,102.	0.	85,102.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	731.	0.		731.
TOTAL TO FM 990-PF, PG 1, LN 16A	731.	0.		731.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	6,350.	1,588.		4,762.
FAX/PAYROLL PREPARATION FEE	2,957.	739.		2,218.
FO FORM 990-PF, PG 1, LN 16B	9,307.	2,327.		6,980.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	2,908.	0.		2,908.
FO FORM 990-PF, PG 1, LN 16C	2,908.	0.		2,908.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	4,037.	0.		0.
FOREIGN TAX - QUALIFIED DIVIDEND	0.	1,225.		0.
FOREIGN TAXES - NONQUALIFIED DIVIDEND	0.	63.		0.
FO FORM 990-PF, PG 1, LN 18	4,037.	1,288.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE EXPENSES	26,593.	0.		26,593.
COMPUTER AND WEBSITE	150.	0.		150.
INSURANCE - DIRECTOR & OFFICER	1,646.	717.		929.
MEMBERSHIP DUES	3,196.	0.		3,196.
TOTAL TO FORM 990-PF, PG 1, LN 23	31,585.	717.		30,868.

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FRANCIS & TOWNE PRICE SMALL CAP VALUE FUND	FMV	56,755.	56,755.
LAUDUS INTL MRKTMASERS INV FUND	FMV	247,626.	247,626.
AMERICAN CENTY INTERNATIONAL BOND FUND	FMV	103,338.	103,338.
AMERICAN CENTY SMALL CAP GROWTH INV	FMV	60,055.	60,055.
GOLDMAN SACHS M C VALUE INST	FMV	115,285.	115,285.
FRANCIS & TOWNE MID-CAP GROWTH FUND	FMV	131,301.	131,301.
JUVVEEN INTERMEDIATE TERM	FMV	1,301,138.	1,301,138.
BERDEEN FUNDS EMERGN MKT INSTL	FMV	118,511.	118,511.
JUVVEEN EQUITY INCOME FUND	FMV	397,626.	397,626.
JUVVEEN INTL SELECT FUND	FMV	112,537.	112,537.
JUVVEEN SANTA BARBARA DIV GROWTH FUND	FMV	390,084.	390,084.
OPPENHEIMER DEVELOPMENT MKTS FUNDS	FMV	99,911.	99,911.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,134,167.	3,134,167.

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST INCOME - OTHER	5,808.	3,686.	3,686.
ACCRUED INVESTMENT INTEREST - OTHER	139.	2,332.	2,332.
TOTAL TO FORM 990-PF, PART II, LINE 15	5,947.	6,018.	6,018.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
RETIREMENT BENEFITS		18,856.	14,420.
TOTAL TO FORM 990-PF, PART II, LINE 22		18,856.	14,420.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SCOTT E. GELZER 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	EXECUTIVE DIRECTOR 40.00	95,682.	0.	12,701.
STEVEN J. SMITH 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	TRUSTEE 1.00	5,000.	0.	0.
SARA E. ASTER 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	CHAIR 1.00	5,000.	0.	0.
P. MICHAEL MAHONEY 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	VICE-CHAIR 1.00	5,000.	0.	0.
MARY KELLNER 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	SECRETARY 1.00	5,000.	0.	0.
GREGORY WESLEY 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	TRUSTEE 1.00	4,500.	0.	0.
SARAH DEAN 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	RETIRED EXECUTIVE DIRECTOR 0.01	0.	5,000.	0.
J.S. BANK, N.A. 777 E. WISCONSIN AVENUE MILWAUKEE, WI 53202	TRUSTEE 1.00	19,432.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		139,614.	5,000.	12,701.

ACCT 2VD2 00001119300
 FROM 01/01/2011
 TO 12/31/2011

U.S. BANK, N.A.
 MUTUAL FUND INCOME SCHEDULE
 FAYE MCBEATH FOUNDATION *
 TRUST YEAR ENDING 12/31/2011

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TAX PREPARER: 185
 TRUST ADMINISTRATOR: 359
 INVESTMENT OFFICER: 409

MUTUAL (FACTORED) FUNDS

ABERDEEN FDS EMRGN - 003021714							
DATE OF TRANSACTION	12/19/11	12/22/11					SUB TOTAL
UNITS	9,324.22	0.00					
FOREIGN DIV-TC 3	1,091.92	755.42					1847.34
DIVIDENDS-TC 5	0.39	0.27					0.66
FOR TAX QUAL-TC 299	-113.47	-78.50					-191.97
FED GNDIV 15%-TC 507	677.18	468.49					1145.67
AMERICAN CENTY INTL BOND FD INSTL - 025082306							
DATE OF TRANSACTION	09/19/11	12/23/11					SUB TOTAL
UNITS	10,970.06	7,241.62					
USGI NQ DIV-TC 1	165.33	18.70					188.03
NQ DOM DIVS-TC 502	3,070.13	339.04					3409.17
EATON VANCE LARGE CAP VALUE CL A - 277905808							
DATE OF TRANSACTION	03/08/11						SUB TOTAL
UNITS	28,891.20						
DIVIDENDS-TC 5	1,259.66						1259.66
NUVEEN INTERMD TERM BD FD CL Y - 318530813							
DATE OF TRANSACTION	01/31/11	02/28/11	04/01/11				SUB TOTAL
UNITS	0.00	0.00	0.00				
USGI NQ DIV-TC 1	109.08	109.14	107.12				325.34
NQ DOM DIVS-TC 502	5,508.43	5,511.30	5,409.39				16429.12
GOLDMAN SACHS M C VALUE CL INST - 38141W398							
DATE OF TRANSACTION	12/06/11						SUB TOTAL
UNITS	3,434.16						
DIVIDENDS-TC 5	1,097.90						1097.90
NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639							
DATE OF TRANSACTION	12/28/11						SUB TOTAL
UNITS	15,993.62						
DIVIDENDS-TC 5	2,331.87						2331.87
NUVEEN INTERMEDIATE TERM B CL I - 670678630							
DATE OF TRANSACTION	04/30/11	06/01/11	07/01/11	07/31/11	09/01/11	10/03/11	SUB TOTAL
	11/01/11	11/30/11	12/30/11				
UNITS	0.00	0.00	0.00	0.00	0.00	0.00	
	0.00	0.00	0.00				
USGI NQ DIV-TC 1	104.96	104.74	103.58	99.44	99.12	99.13	851.23
	89.23	79.45	71.58				
NQ DOM DIVS-TC 502	5,300.44	5,289.23	5,230.72	5,021.65	5,005.65	5,005.67	42986.39
	4,505.94	4,012.25	3,614.84				
NUVEEN EQUITY INCOME FUND CL I - 670678879							
DATE OF TRANSACTION	07/01/11	09/29/11	12/28/11				SUB TOTAL
UNITS	32,555.47	29,851.80	29,851.80				
DIVIDENDS-TC 5	2,322.47	1,665.73	3,319.52				7307.72
NQ DOM DIVS-TC 502	210.35	0.00	0.00				210.35
NUVEEN INTL SELECT FD CL I - 670690437							
DATE OF TRANSACTION	12/16/11	12/28/11					SUB TOTAL
UNITS	0.00	13,757.64					
FED GNDIV 15%-TC 507	1,357.71	0.00					1357.71
FOREIGN DIV-TC 3	0.00	2,175.18					2175.18
FOR TAX QUAL-TC 299	0.00	-381.18					-381.18
OPPENHEIMER DEVELOPING MKTS FDS CL Y - 683974505							
DATE OF TRANSACTION	12/08/11						SUB TOTAL
UNITS	3,448.77						
FOREIGN DIV-TC 3	893.92						893.92
DIVIDENDS-TC 5	771.66						771.66
FOR TAX QUAL-TC 299	-124.02						-124.02
FOREIGN TAX-TC 499	-63.26						-63.26
NQ FORGN DIV-TC 501	849.65						849.65
ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109							
DATE OF TRANSACTION	12/16/11						SUB TOTAL
UNITS	0.00						
QUAL ST GNDIV-TC 127	611.96						611.96
FED GNDIV 15%-TC 507	9,355.45						9355.45
NQ ST GNDIV-TC 517	1,136.51						1136.51

ACCT 2VD2 00001119300
 FROM 01/01/2011
 TO 12/31/2011

U S BANK, N A
 MUTUAL FUND INCOME SCHEDULE
 PAYE MCBEATH FOUNDATION *
 TRUST YEAR ENDING 12/31/2011

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TAX PREPARER 185
 TRUST ADMINISTRATOR 359
 INVESTMENT OFFICER 409

MUTUAL (FACTORED) FUNDS

T ROWE PRICE SM CAP VAL ADV - 77957Q202

DATE OF TRANSACTION	12/13/11	12/15/11	SUB TOTAL
UNITS	1,601 91	1,601 91	
DIVIDENDS-TC 5	31 67	206 81	238.48
QUAL ST GNDIV-TC 127	4 26	27 78	32.04
GN DIST 1250-TC 300	0 31	2 04	2.35
FED GNDIV 15%-TC 507	236 09	1,541 49	1777.58

LAUDUS INTEL MARKETMASTERS FUND SEL - 808509640

DATE OF TRANSACTION	12/19/11	SUB TOTAL
UNITS	15,053.25	
FOREIGN DIV-TC 3	3,183 32	3183 32
FOR TAX QUAL-TC 299	-527.93	-527.93

TOTAL

USGI NQ DIV-TC 1	1,364 60
FOREIGN DIV-TC 3	8,099 76
DIVIDENDS-TC 5	13,007 95
QUAL ST GNDIV-TC 127	644 00
FOR TAX QUAL-TC 299	-1,225 10
GN DIST 1250-TC 300	2 35
FOREIGN TAX-TC 499	-63 26
NQ FORGN DIV-TC 501	849 65
NQ DOM DIVS-TC 502	63,035 03
FED GNDIV 15%-TC 507	13,636 41
NQ ST GNDIV-TC 517	1,136.51

ACCT 2VD2 00001119300
 FROM 01/01/2011
 TO 12/31/2011

U S. BANK, N.A.
 STATEMENT OF CAPITAL GAINS AND LOSSES
 FAYE MCEATH FOUNDATION *

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER 185
 TRUST ADMINISTRATOR 359
 INVESTMENT OFFICER 409

LEGEND F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2964.1080 AMERICAN CENY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		07/22/2011	44224 48				
ACQ	2984 1080	06/08/2009	44224 48	41867 04	2357 44	LT15	Y
3728 4410 AMERICAN CENY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		12/12/2011	53055 72				
ACQ	3728 4410	06/08/2009	53055.72	52310 03	745 69	LT15	Y
1894 9890 AMERICAN CENY SMALL CAP GROWTH INV - 025083338 - MINOR = 98							
SOLD		03/10/2011	16107 41				
ACQ	1894 9890	06/08/2009	16107 41	9929.74	6177.67	LT15	Y
434 0000 IPATH DOW JONES UBS COMMODITY - 06738C778 - MINOR = 94							
SOLD		02/01/2011	21595 42				
ACQ	434 0000	06/08/2009	21595 42	16577 24	5018 18	LT15	Y
175 0000 IPATH DOW JONES UBS COMMODITY - 06738C778 - MINOR = 94							
SOLD		05/26/2011	8655 33				
ACQ	175 0000	06/08/2009	8655.33	6684 37	1970 96	LT15	Y
111.0000 IPATH DOW JONES UBS COMMODITY - 06738C778 - MINOR = 94							
SOLD		07/22/2011	5519 92				
ACQ	111 0000	06/08/2009	5519 92	4239 80	1260 12	LT15	Y
286 0000 IPATH DOW JONES UBS COMMODITY - 06738C778 - MINOR = 94							
SOLD		10/11/2011	12306 34				
ACQ	286 0000	06/08/2009	12306.34	10924 17	1382 17	LT15	Y
2185.0000 IPATH DOW JONES UBS COMMODITY - 06738C778 - MINOR = 94							
SOLD		10/28/2011	98626.16				
ACQ	2185 0000	06/08/2009	98626 16	83459 13	15167 03	LT15	Y
559.8170 BLACKROCK CAPITAL APPRECIATION - 09251R107 - MINOR = 98							
SOLD		02/01/2011	13245.27				
ACQ	559 8170	10/06/2008	13245.27	9147.41	4097 86	LT15	Y
676.8220 BLACKROCK CAPITAL APPRECIATION - 09251R107 - MINOR = 98							
SOLD		03/16/2011	15126 97				
ACQ	676 8220	10/06/2008	15126.97	11059 27	4067 70	LT15	Y
709 3340 BLACKROCK CAPITAL APPRECIATION - 09251R107 - MINOR = 98							
SOLD		05/26/2011	16867.96				
ACQ	709 3340	10/06/2008	16867 96	11590 52	5277 44	LT15	Y
1614.9870 BLACKROCK CAPITAL APPRECIATION - 09251R107 - MINOR = 98							
SOLD		06/30/2011	37936 04				
ACQ	1614 9870	10/06/2008	37936.04	26388 89	11547 15	LT15	Y
17458.4230 BLACKROCK CAPITAL APPRECIATION - 09251R107 - MINOR = 98							
SOLD		12/22/2011	363833 54				
ACQ	17458 4230	10/06/2008	363833 54	285270 62	78562.92	LT15	Y
4640.4830 EATON VANCE LARGE CAP VALUE CL A - 277905808 - MINOR = 98							
SOLD		03/30/2011	87148 27				
ACQ	4640 4830	06/27/2005	87148.27	80930 03	6218.24	LT15	Y
24250 7150 EATON VANCE LARGE CAP VALUE CL A - 277905808 - MINOR = 98							
SOLD		06/08/2011	438452.93				
ACQ	15075 3540	06/27/2005	272562.40	262914.18	9648.22	LT15	Y
	9175 3610	10/06/2008	165890.53	152311 00	13579.53	LT15	Y
5872.7820 NUVEEN INTERMD TERM BD FD CL Y - 318530813 - MINOR = 99							
SOLD		03/16/2011	61311 84				
ACQ	5872 7820	06/08/2009	61311 84	54264 51	7047.33	LT15	Y
1539.3010 NUVEEN INTERMD TERM BD FD CL Y - 318530813 - MINOR = 99							
SOLD		03/16/2011	16070 30				
ACQ	1539 3010	05/28/2010	16070.30	15716.26	554.04	ST	Y
2018.1640 NUVEEN INTL SELECT FD CL Y - 31853P743 - MINOR = 98							
SOLD		03/22/2011	20020.19				
ACQ	2018 1640	12/07/2009	20020 19	18244 20	1775.99	LT15	Y
591.6790 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		02/01/2011	22306 30				
ACQ	591 6790	12/10/2010	22306.30	20904.02	1402.28	ST	Y
232.9200 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		05/26/2011	8990 71				
ACQ	232 9200	12/10/2010	8990.71	8229.06	7616.65	ST	Y
5679.0000 ISHARES MSCI EMERGING MKTS B T F - 464287234 - MINOR = 94							
SOLD		06/08/2011	268100.43				
ACQ	5534.0000	06/08/2009	261255 11	181515 20	79739 91	LT15	Y
	145 0000	03/16/2011	6845.32	6572.84	272.48	ST	Y
2456.2130 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		05/26/2011	25814.80				
ACQ	2456 2130	06/08/2009	25814.80	22695 41	3119.39	LT15	Y
7183.9080 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		06/30/2011	74928.16				
ACQ	0970	05/28/2010	1.01	0 99	0 02	LT15	Y
	430 0490	09/28/2010	4485.41	4541.92	455.91	ST	Y
	6753 7620	06/08/2009	70441 74	62404 76	8036 98	LT15	Y
732.3100 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		07/22/2011	7689 26				
ACQ	732 3100	06/08/2009	7689 26	6766 54	922 72	LT15	Y
27236 3100 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		10/11/2011	280533 99				
ACQ	27236 3100	06/08/2009	280533 99	251663 50	28870.49	LT15	Y
24038.4620 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		12/12/2011	250000 00				
ACQ	24038 4620	06/08/2009	250000 00	222115 39	27884.61	LT15	Y
2703.6770 NUVEEN EQUITY INCOME FUND CL I - 670678879 - MINOR = 98							
SOLD		06/30/2011	37608 15				
ACQ	2703 6770	06/08/2011	37608 15	86553.74	1054.44	ST	Y

ACCT 2VD2 00001119300
 FROM 01/01/2011
 TO 12/31/2011

U S BANK, N.A.
 STATEMENT OF CAPITAL GAINS AND LOSSES
 PAYE MCBETH FOUNDATION *
 TRUST YEAR ENDING 12/31/2011

PAGE 46
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TAX PREPARER. 185
 TRUST ADMINISTRATOR. 359
 INVESTMENT OFFICER: 409

LEGEND: F - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
396 4060 OPPENHEIMER DEVELOPING MKTS FDS CL Y - 683974505 - MINOR = 98							
SOLD		07/22/2011	14044.66				
ACQ	396 4060	06/10/2011	14044.66	13890.07	(154.59)	(ST)	Y
392 2680 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		02/01/2011	23904.81				
ACQ	392.2680	09/29/2010	23904.81	21005.95	2898.86	(ST)	Y
104 0980 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		03/30/2011	6614.39				
ACQ	104.0980	12/14/2010	6614.39	6044.97	569.42	(ST)	Y
163.0860 T ROWE PRICE SM CAP VAL ADV - 77957Q202 - MINOR = 98							
SOLD		02/01/2011	5957.53				
ACQ	163.0860	06/08/2009	5957.53	4051.06	1906.47	LT15	Y
266.0090 T ROWE PRICE SM CAP VAL ADV - 77957Q202 - MINOR = 98							
SOLD		07/22/2011	10283.91				
ACQ	266.0090	06/08/2009	10283.91	6607.66	3676.25	LT15	Y
5504.3640 LAUDUS INTL MARKETMASTERS FUND SEL - 808509640 - MINOR = 98							
SOLD		03/10/2011	105738.83				
ACQ	5504.3640	12/07/2009	105738.83	83771.11	16967.72	LT15	Y
TOTALS			2472620.02	2118161.97			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	7411.85	0.00	347046.20	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	1780.51	0.00	13636.41			2.35
	9192.36	0.00	360682.61	0.00	0.00	2.35
STATE						
NONCOVERED FROM ABOVE	7411.85	0.00	347046.20	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	1780.51	0.00	13636.41			2.35
	9192.36	0.00	360682.61	0.00	0.00	2.35

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
WISCONSIN	0.00	0.00

	Cost	Proceeds
S/T	133,458.20	140,870.05
L/T	1,984,703.77	2,331,749.97
Total	2,118,161.97	2,472,620.02

FAYE McBEATH FOUNDATION
 December 31, 2011

NET GAIN OR (LOSS) FROM SALE OF ASSETS NO ON LINE 10			
	BOOK COST	PROCEEDS	BOOK GAIN(LOSS)
A/C # 000011119300 - pg 34 of 35	3,680,185	3,967,656	287,471
Short Term Capital Gain - pg 34 of 35			1,780
Long Term Capital Gain - pg 31 of 35			1,146
Long Term Capital Gain - pg 33 of 35			1,358
Long Term Capital Gain - pg 34 of 35			11,101
Current Year Accrual - Short Term			-
Current Year Accrual - Long Term			-
Prior Year accrual			-
Capital Gain Net Income - Book			302,856

CAPITAL GAIN NET INCOME			
	TAX COST	PROCEEDS	TAX GAIN(LOSS)
Realized Gain - Exhibit 1 page 46	2,118,162	2,472,620	354,458
Short Term Capital Gain - per above			1,780
GN DIST 1250	2		
Current Year Accrual	-		
Prior Year Accrual	-		
Total GN DIST 1250		2	
GN DIST 15%	13,636		
Current Year Accrual			
Prioy Year Accrual			
Adjustment	-		
Total GN DIST 15%		13,636	
Total Long Term Capital Gain			13,638
Capital Gain Net Income - Tax			369,876



Grant Application Procedures 2011-12

Applicants should note that this is a companion to the Funding Interests that the Foundation updates each year. These annual updates will continue until our sunset date of 2014, as determined by our founder.

Grant qualifications

Grants are awarded to nonprofit, tax-exempt 501(c)(3) organizations organized under the laws of the State of Wisconsin. The Foundation does not consider direct applications from nonprofits incorporated outside the state of Wisconsin. Grants are made within the state of Wisconsin and principally to support programs having primary focus on the residents of the greater Milwaukee community including Milwaukee, Waukesha, Ozaukee and Washington counties.

Application process

- Submittal of a letter of intent
- Communication with and from Foundation staff
- Formal invitation by Foundation staff to submit a full proposal
- Submittal and review of a full proposal
- Notification of the Trustees' decision

Submittal of a letter of intent

Prepare a 1-2 page letter of intent that includes a brief description of the applicant organization, the program to be funded, the corresponding match between the Foundation's guidelines and the request, the amount requested and the estimated total project budget. Include the name and address of the organization, and the name, phone number and email address for a contact person. There are no deadlines for letters of intent. Letters will be considered as they are received; timing of actual response and any scheduling of a full proposal may vary. Please consult the Foundation's funding priorities prior to your submittal.

Send the letter of intent to:

Scott Gelzer, Executive Director
The Faye McBeath Foundation

101 W. Pleasant Street, Suite 210, Milwaukee, WI 53212
info@fayemcbeath.org

Communication with and from Foundation staff

Upon receipt of a letter of intent, Foundation staff will formally acknowledge receipt by e-mail or letter. Staff may contact you to discuss the project and in some cases, may schedule a site visit. If the request is clearly outside the current program or geographical focus of the Foundation, a decline letter will be promptly sent informing you of this determination.

Formal invitation by Foundation staff to submit a full proposal

Generally, applicants can expect a response to a letter of intent within **60 days** of a letter's receipt. **It is possible for a letter's review to be deferred, and notification will be provided in writing or via email**. The final response will either be a decline of the letter or a formal invitation to submit a full proposal.

Submittal and review of a full proposal

If you are formally invited by McBeath Foundation staff to submit a full proposal, you will use a format supplied by the Faye McBeath Foundation. The Foundation requires that a volunteer serving on the Board sign the application. Staff will inform you of the deadline for submitting the full proposal. Meetings are scheduled with most applicants at this stage of review. **It is preferred that a volunteer serving on the Board of Directors of the applicant nonprofit should participate in the meeting.**

Notification of the Trustees' decision

The Trustees meet four times each year to consider grant proposals. Written notification of the Trustees' decision regarding a grant proposal will be sent within ten days of the Trustee meeting. Organizations awarded grants will receive written notification of grant conditions, payment dates and reporting requirements.

Types of grants

The majority of grants support specific programs. On occasion, operating and capacity-building grants are awarded. Capital grants are limited to projects with community-wide impact that reflect the program interests of the Foundation. Any invited requests for operating or capacity-building support must include an organization's results-oriented annual plan, covering both programs and management.

Proposal review criteria

Generally, the Foundation supports programs for children, aging & elders, health, health education, and civic and governmental affairs. See the Foundation's funding priorities for further guidance.

Benchmarks that will be applied to projects and organizations in all five interest areas are the following:

- ↳ Strength of proposal - Foundation guidelines match
- ↳ Quality and creativity in project design, implementation and evaluation
- ↳ Quality of the applicant nonprofit's leadership and organizational capacity
- ↳ Potential to stretch or leverage McBeath funds
- ↳ Specific interests of Trustees and/or staff

In addition to the above benchmarks, the Foundation may request that those organizations submitting full proposals for established projects include a two-year outline covering potential enhancement and sustainability as part of the application. Staff will provide guidance for such outlines.

Other grant-related information

- The Foundation does not award grants for annual fund drives, scholarships, support of individuals, sponsorship of fundraising events, or emergency funds.
- The Foundation does not consider or acknowledge general solicitation letters.
- Basic health sciences research is not funded by the Foundation.
- Single disease or condition organizations are typically not funded by the Foundation. An exception may be made for a creative project involving one or more of the following: service to multiple populations, collaboration, and/or creation of a replicable model.
- There are no published deadlines for letters of intent or grant proposals. Proposal deadlines are established based upon discussion with Foundation staff.
- Letters and proposals are to be submitted to staff at the Foundation offices.
- Any discussion of the availability of funding in a subsequent year should be initiated by the grantee and discussed with staff at least 60 days in advance of a project anniversary.
- **The Foundation will periodically consider additional funds for expanded evaluation of promising projects.**

Funding Priorities 2011-12

The Foundation's Trustees are primarily interested in promising or established programs, operated by well-managed organizations. The priorities described below are reviewed and approved by the Board each year.

New applicants, including organizations which have not been funded in the last 4-5 years, should be aware that with limited funds and the Foundation's scheduled 2014 sunset, the number of such applications selected for grants will be limited.

CHILDREN

The Foundation supports promising programs or established approaches promoting the welfare of children, particularly those living in poverty. **The top priority in the children's area is student achievement oriented education programs serving ages 1-13.** Specifically, the Foundation supports the following:

- ↳ Improving or maintaining reading skills, year round;
- ↳ Enhancing staff development benefiting public and private school recruitment, retention and instructional improvements;
- ↳ Providing substantive enrichment programs that build student achievement in-school, before school, after school and during the summer.
- ↳ Improving parent involvement and build family engagement in education, as well as family literacy;
- ↳ Enhancing high-performing schools, both private and public. School enhancement will be implemented through grantmaking involving Foundation-identified schools.

Other priorities are:

- Expanding opportunities for older adolescents through results-oriented programs that build upon youth talent and initiative in education, employment, community service and careers;
- Building or renovating community playgrounds in Milwaukee; and
- Strengthening parenting skills and resources for parents.

AGING & ELDERS

The Foundation supports promising programs or proven approaches regarding challenges and opportunities involving adults aged 60 and older. Specifically, the Foundation supports the following:

- ☞ Enabling elders to remain in the community of choice to the greatest extent possible, with a particular interest in settings and services that help older adults age in community; and
- ☞ Expanding opportunities for older adults, including projects that engage elders in civic improvement, improve access to and use of technology, encourage inter-generational support and promote healthy aging.

HEALTH

The Foundation supports promising programs that will improve access to basic and preventive health services for underserved populations. The Foundation will place a higher priority on projects that integrate health and health education efforts. Specifically, the Foundation supports the following:

- ☞ Expanding and enhancing the quality and scope of community-based primary and rehabilitative services, including medical, dental and mental health;
- ☞ Addressing basic human needs and the underlying causes of those needs; and
- ☞ Promoting healthy family life and protecting children and adults from abuse and neglect.

HEALTH EDUCATION

The Foundation supports promising programs and fresh approaches in health education that lead to improved public health. Specifically, the Foundation supports the following:

- ☞ Enhancing community programs that promote healthy outcomes among children, adults, and families; and
- ☞ Supporting creative solutions addressing worker shortages and education of professionals in health care, community and public health, with an emphasis on nursing.

CIVIC AND GOVERNMENTAL AFFAIRS

The Foundation is interested in building the capacity of nonprofit organizations and underwriting efforts to improve the effectiveness of community services and public policy. Specifically, the Foundation supports the following:

- ☞ Improving the capacity of nonprofit and civic organizations through;
 - ↳ The Nonprofit Management Funds of Milwaukee and Waukesha Counties;
 - ↳ Other projects of interest to the Trustees that are of timely importance.
- ☞ Underwriting planning, research, collaboration and other consensus-building strategies likely to improve community services and policies in Foundation priority areas; and
- ☞ Building regional cooperation in areas of Foundation interest.

FAYE MCBEATH FOUNDATION
Exhibit 5
12/31/2011

Request Number	Agency/Purpose	Unpaid Balance 12/31/10	Grants Approved 2011	Grants Paid 2011	Grants Cancelled 2011	Grant Refunds 2011	Unpaid Balance 12/31/11
2775	Milwaukee Turners 4th Street Forum	5,000		5,000			
2749	St. Francis Children's Center Specialized therapeutic outdoor play area renovation	10,000		10,000			
2799	Urban Day School Advocacy Department Operations	20,000		20,000			
2869	Waukesha Memorial Hospital Foundation Waukesha Community Health Center	35,000		35,000			
2949	Alverno College Bonnie B. Cleary Memorial Endowed Scholarship		5,000	5,000			
2766	Vision Forward Association Vision Campaign		50,000	50,000			
2133.04	Greater Milwaukee Foundation Nonprofit Management Fund of Milwaukee County		60,000	60,000			
2941	Hmong American Peace Academy Transition Academic Support		25,000	25,000			
2934	House of Peace Healthy Food Distribution - Basic Human Needs		15,000	15,000			
2945	Marquette University Institute for the Transformation of Learning, Summer Reading		15,000	15,000			
2943	Milwaukee Public Library Foundation Summer Reading Program		35,000	35,000			
2944	Planning Council for Health & Human Services MPS- Youth Agency Metal Health Partnership		30,000	30,000			
2902	St. Marcus School College Prep Center Program & Capital		50,000	50,000			
2950	Wisconsin Center for Nursing Planning Support IOM Report and RAC		15,000	15,000			
2991	BoardStar Inc. Program Support		20,000	20,000			
2919	CORE/EI Centro New Facility		35,000	25,000			
2958	Greater Milwaukee Foundation Teach For America - Milwaukee		50,000	10,000			

FAYE MCBEATH FOUNDATION
Exhibit 5
12/31/2011

Request Number	Agency/Purpose	Unpaid Balance 12/31/10	Grants Approved 2011	Grants Paid 2011	Grants Cancelled 2011	Grant Refunds 2011	Unpaid Balance 12/31/11
2936	Neighborhood House of Milwaukee International Learning Center - Special Project		35,000	35,000			
2930	Notre Dame Middle School, Inc. Reading Initiative		25,000	25,000			
2977	Partners Advancing Values in Education School & Instructional Capacity Building		50,000	50,000			
2980	Public Policy Forum Workforce Data & Mental Health Re-design		40,000	19,760			20,240
2978	Rebuilding Together Greater Milwaukee Emergency Housing & Evaluation		35,000	25,000 10,000			
3004	Urban Day School Summer School		1,500	1,500			
3005	Donors Forum of Wisconsin Annual Conference & Nonprofit Attendance		2,500	2,500			
3023	Alzheimer's Association of Southeastern Wisconsin Alzheimer's Challenging Behaviors Task Force		10,000	10,000			
3019	Aurora Foundation Improving Access to Health Care for the Uninsured		50,000	50,000			
3022	Donors Forum of Wisconsin Organizational Effectiveness (Innovation Fund)		10,000	10,000			
2189.03	Greater Milwaukee Foundation Camps For Kids Forever Fund		25,000	25,000			
2929	Hope House of Milwaukee Protective Payee Program & Evaluation Study		35,000	25,000 10,000			
2999	InHealth Wisconsin TeachingMinute		15,000	15,000			
3020	Interfaith Older Adult Programs, Inc. ReServe Milwaukee		10,000	10,000			
2691.01	Milwaukee Public Schools Foundation, Inc. Project Lead the Way Evaluation		20,000	20,000			
2995	Milwaukee Repertory Theater, Inc. Community-Wide Literacy Engagement Through Theater		30,000	30,000			
3047	Public Policy Forum						

FAYE MCBEATH FOUNDATION
Exhibit 5
12/31/2011

Request Number	Agency/Purpose	Unpaid Balance 12/31/10	Grants Approved 2011	Grants Paid 2011	Grants Cancelled 2011	Grant Refunds 2011	Unpaid Balance 12/31/11
	Report Card on Charitable Giving		2,500	2,500			
3021	United Way of Greater Milwaukee Collaborative Fund		50,000	50,000			
3050	ABLE, Inc. Technical & Facilitation Support		1,500	1,500			
3051	Marquette University Law School Student Stipends for evaluation of Restorative Justice Program		1,850	1,850			
3052	Meta House, Inc. Transportation to UnConvention Conference		360	360			
3053	NAMI Greater Milwaukee Transportation to UnConvention Conference		360	360			
3076	Planning Council for Health & Human Services Update & Maintain Working Database		2,000	2,000			
3077	Marquette University Community Impact Journalism project - Extension through May 2012		1,600	1,600			
3018	ABLE, Inc. Fostering Literacy and Independence Among the Vision Loss Community		40,000	40,000			
3003	Benedict Center Transition Support and Basic Needs		20,000	20,000			
3099	Bread of Healing, Inc. Free Clinic Collaborative		50,000				50,000
3074	Greater Milwaukee Foundation Basic Needs Fund - Match Day		50,000	50,000			
3038	Milwaukee College Preparatory School Campus and School Expansion		40,000	40,000			
3059	Milwaukee Urban Soccer Collaborative Urban Soccer League		15,000	10,000			5,000
3073	Northwest Side Community Development Corporation GrandFamily Milwaukee		27,500	20,000			7,500
3072	Running Rebels Community Organization Violence Free Zone		20,000	20,000			
3007	Social Development Commission Foundation Senior Companions Program		15,000	15,000			

FAYE MCBEATH FOUNDATION
Exhibit 5
12/31/2011

Request Number	Agency/Purpose	Unpaid Balance 12/31/10	Grants Approved 2011	Grants Paid 2011	Grants Cancelled 2011	Grant Refunds 2011	Unpaid Balance 12/31/11
3075	UW - Milwaukee Foundation Nurse Scholars in Residence		20,000				20,000
3007	Family House, Inc Consultant Costs		1,000	1,000			
3100	Medical College of Wisconsin PIN Project Evaluation		17,000	7,000			10,000
	FAYE MCBEATH GRANTS SUBTOTAL	70,000	1,174,670	1,131,930	-	-	112,740
3054	Public Policy Forum PIN Funding from Northwest Health Foundation		60,000	60,000			
3100	Medical College of Wisconsin PIN Project Evaluation		10,000	10,000			
	PIN GRANTS SUBTOTAL	-	70,000	70,000	-	-	-
	TOTAL FAYE MCBEATH GRANTS	70,000	1,244,670	1,201,930	-	-	112,740
	Grants Approved in 2011	1,244,670					
	Grants Cancelled in 2011	-					
	Grants Returned in 2011	-					
		1,244,670					