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Form 990-PF

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2011

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

For calendar year 2011, or tax year beginning 01-01-2011, and ending 12-31-2011

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

Name of foundation HAROLD C KALLIES CHARITABLE TRUST 32F003001

Number and street (or P O box number if mail is not delivered to street address) PO BOX 649 Room/suite

City or town, state, and ZIP code NEENAH, WI 549570649

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 (from Part II, col. (c), line 16) **\$ 1,655,641** **J** Accounting method Cash Accrual
 Other (specify) (Part I, column (d) must be on cash basis.)

A Employer identification number 39-6548517

B Telephone number (see page 10 of the instructions) (920) 967-5020

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) (see page 11 of the instructions))

		(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 (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities.	58,815	58,815		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-92,873			
b	Gross sales price for all assets on line 6a 352,204				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-34,058	58,815		

Revenue	13 Compensation of officers, directors, trustees, etc	19,706	19,706		
	14 Other employee salaries and wages		0	0	0
15	Pension plans, employee benefits		0	0	
16a	Legal fees (attach schedule)	34	34	0	0
b	Accounting fees (attach schedule)	600	600	0	0
c	Other professional fees (attach schedule)				0
17	Interest				0
18	Taxes (attach schedule) (see page 14 of the instructions)	700			700
19	Depreciation (attach schedule) and depletion	0	0		
20	Occupancy				
21	Travel, conferences, and meetings		0	0	
22	Printing and publications		0	0	
23	Other expenses (attach schedule)	12			12
24	Total operating and administrative expenses.				
	Add lines 13 through 23	21,052	20,340	0	712
25	Contributions, gifts, grants paid	197,588			197,588
26	Total expenses and disbursements. Add lines 24 and 25	218,640	20,340	0	198,300
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-252,698			
b	Net investment income (if negative, enter -0-)		38,475		
c	Adjusted net income (if negative, enter -0-)			0	

Part III Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets				
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	31,015	35,988	35,988
3	Accounts receivable ►			
	Less allowance for doubtful accounts ►		0	0
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►	0		
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments—U S and state government obligations (attach schedule)	35,000	25,000	28,366
b	Investments—corporate stock (attach schedule)	101,225	331,944	1,105,663
c	Investments—corporate bonds (attach schedule)	581,966	468,222	485,624
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)	364,646		0
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)	1,113,852	861,154	1,655,641
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ►			
	and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ►			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	1,113,852	861,154	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	1,113,852	861,154	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,113,852	861,154	

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	1,113,852
2	Enter amount from Part I, line 27a	2	-252,698
3	Other increases not included in line 2 (itemize) ►	3	0
4	Add lines 1, 2, and 3	4	861,154
5	Decreases not included in line 2 (itemize) ►	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	861,154

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.)
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1a See Additional Data Table

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)
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a See Additional Data Table

b

c

d

e

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table

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	-92,873
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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 pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3
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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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	77,500	1,668,951	0.046436
2009	95,547	1,512,215	0.063183
2008	129,962	1,872,095	0.069421
2007	136,500	2,190,067	0.062327
2006	150,100	2,339,347	0.064163

2 Total of line 1, column (d).	2	0.30553
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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	0.061106
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4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	1,796,551
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5 Multiply line 4 by line 3.	5	109,780
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6 Enter 1% of net investment income (1% of Part I, line 27b).	6	385
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7 Add lines 5 and 6.	7	110,165
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8 Enter qualifying distributions from Part XII, line 4.	8	198,300
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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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	1	385
	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	385
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	385
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	385
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	797
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d.	7	797
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	412
11	Enter the amount of line 10 to be Credited to 2012 estimated tax <input type="checkbox"/> 194 Refunded <input type="checkbox"/>	11	218

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> WI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
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 on page 27)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

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 page 20 of the instructions).	11		No
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ► _____				
14	The books are in care of ►LEGACY PRIVATE TRUST COMPANY Located at ►PO BOX 649 NEENAH WI	Telephone no ►(920) 967-5020 ZIP +4 ►549570649		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ► _____				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	
	Organizations relying on a current notice regarding disaster assistance check here. ►		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	No
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 ► 20____, 20____, 20____, 20____		
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 page 20 of the instructions)	2b	Yes
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	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	No
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	No

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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> ►	5b	
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? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870.</i>		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
See Additional Data Table				

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the 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.

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	<hr/> <hr/>	
2	<hr/> <hr/>	
3	<hr/> <hr/>	
4	<hr/> <hr/>	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2		Amount
1		
2		
All other program-related investments See page 24 of the instructions		
3		

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,736,430
b	Average of monthly cash balances.	1b	87,480
c	Fair market value of all other assets (see page 24 of the instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,823,910
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	1,823,910
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions).	4	27,359
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,796,551
6	Minimum investment return. Enter 5% of line 5.	6	89,828

Part XI Distributable Amount (see page 25 of the 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	89,828
2a	Tax on investment income for 2011 from Part VI, line 5.	2a	385
b	Income tax for 2011 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	385
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	89,443
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	89,443
6	Deduction from distributable amount (see page 25 of the instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	89,443

Part XII Qualifying Distributions (see page 25 of the 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	198,300
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	198,300
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 page 26 of the instructions).	5	385
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	197,915

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				89,443
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____		0		
3 Excess distributions carryover, if any, to 2011				
a From 2006.	0			
b From 2007.	0			
c From 2008.	7,192			
d From 2009.	20,842			
e From 2010.	0			
f Total of lines 3a through e.	28,034			
4 Qualifying distributions for 2011 from Part XII, line 4 ► \$ _____ 198,300			0	
a Applied to 2010, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions).	0			
d Applied to 2011 distributable amount.			89,443	
e Remaining amount distributed out of corpus	108,857			0
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			
6 Enter the net total of each column as indicated below:	136,891			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 page 27 of the instructions		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions).	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions).	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	136,891			
10 Analysis of line 9				
a Excess from 2007.	0			
b Excess from 2008.	7,192			
c Excess from 2009.	20,842			
d Excess from 2010.	0			
e Excess from 2011.	108,857			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	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. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	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 organization had \$5,000 or more in assets at any time during the year—see page 27 of the 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))

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

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 page 28 of the 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

LEGACY PRIVATE TRUST COMPANY ATTN
PO BOX 649
NEENAH, WI 549570649
(920) 967-5020

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

STATED NEEDS REQUIRED SCHOLARSHIP APPLICATION

c Any submission deadlines

NONE

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

EXEMPT 501(C)(3) ORGANIZATION PRIMARILY IN MANITOWOC COUNTY & STUDENTS FROM SCHOOLS LOCATED IN MANITOWOC COUNTY, WI

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	197,588
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities.				14	58,815	
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	-92,873	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory. .						
11 Other revenue a _____						
b						
c						
d						
e						
12 Subtotal Add columns (b), (d), and (e).					-34,058	
13 Total. Add line 12, columns (b), (d), and (e).				13		-34,058
(See worksheet in line 13 instructions on page 28 to verify calculations.)						

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

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

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 or

b Other transactions

- (1) Sales of assets to a noncharitable exempt organization.
- (2) Purchases of assets from a noncharitable exempt organization.
- (3) Rental of facilities, equipment, or other assets.
- (4) Reimbursement arrangements.
- (5) Loans or loan guarantees.
- (6) Performance of services or membership or fundraising solicitations.

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

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		
<p>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 or fiduciary) is based on all information of which preparer has any knowledge.</p>				
<p>***** Signature of officer or trustee</p>	<p>2012-05-11 Date</p>	<p>***** Title</p>		
<p>Sign Here Paid Preparer's Use Only</p>	<p>Preparer's Signature</p>	<p>Date</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>PTIN</p>
	<p>Firm's name</p>	<p>_____</p>	<p>Firm's EIN <input type="checkbox"/></p>	
	<p>Firm's address</p>	<p>Phone no</p>		

May the IRS discuss this return with the preparer shown above? See instructions Yes No

Additional Data

Software ID:

Software Version:

EIN: 39-6548517

Name: HAROLD C KALLIES CHARITABLE TRUST 32F003001

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
25000 NATIONAL RURAL UTILS 5 350% 01/15/11		2009-01-15	2011-01-17
20000 MERRILL LYNCH & CO 4 00% 03/15/11		2008-08-05	2011-03-15
10000 HSBC FINANCE CORP 5 60% 06/15/2011		2011-06-15	2011-06-15
25000 HSBC FINANCE CORP 5 60% 06/15/2011		2011-06-15	2011-06-15
3209 262 FEDERATED MDT STOCK TRUST		2007-11-28	2011-10-03
4974 498 FEDERATED MAX CAP INDEX FUND		2009-12-10	2011-10-03
260 212 FEDERATED MAX CAP INDEX FUND		2010-12-07	2011-10-03
88 328 FEDERATED MAX CAP INDEX FUND		2010-12-07	2011-10-03
1784 239 FEDERATED MAX CAP INDEX FUND		2009-12-10	2011-10-03
25000 GENERAL ELEC CAP CORP 5 50% 10/28/2016		2008-03-27	2011-10-28
141 78 FEDERATED ULTRASHORT BOND FUND		2002-05-03	2011-12-09
15000 GENERAL ELECTRIC CO 5 25% 12/06/2017		2008-02-27	2011-12-09
15000 GENERAL ELEC CAP CORP 5 25% 07/15/2014		2008-07-24	2011-12-09
1160 588 OPPENHEIMER MAIN STREET FUND A		2000-10-06	2011-12-09
356 VANGUARD TOTAL STOCK MKT ETF		2011-10-07	2011-12-09
10000 FEDERAL HOME LOAN BK IL 5 625% 06/13/2016		2009-08-03	2011-12-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
25,000		25,000	
20,000		19,000	1,000
10,000		10,000	
25,000		25,000	
60,816		107,498	-46,682
56,449		92,160	-35,711
2,953		3,156	-203
1,003		1,133	-130
20,251		35,536	-15,285
25,000		25,000	
1,296		1,390	-94
17,121		14,985	2,136
16,075		15,000	1,075
37,058		39,000	-1,942
22,962		21,219	1,743
11,220		10,000	1,220

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

**(I) 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	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			1,000
			-46,682
			-35,711
			-203
			-130
			-15,285
			-94
			2,136
			1,075
			-1,942
			1,743
			1,220

Form 990PF Part VIII Line 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
LEGACY PRIVATE TRUST COMPANY PO BOX 649 NEENAH, WI 549570649	CO-TRUSTEE 2	4,027		
BANK FIRST NATIONAL 402 N 8TH ST MANITOWOC, WI 54220	PRIOR CO-TRUSTEE 2	11,929		
JOHN M JAGEMANN 621 YORK ST MANITOWOC, WI 54220	CO-TRUSTEE 12	2,000		
ROBERT PIETROSKE 506 FOREST DR FRANCIS CREEK, WI 54214	ALLOC COMMITTEE 0	500		
MARK SWANSON 1010 HURON ST MANITOWOC, WI 54220	ALLOC COMMITTEE 0	750		
THOMAS J BARE 827 MEMORIAL DR MANITOWOC, WI 54220	ALLOC COMMITTEE 0	500		

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Bianca Krause & University of Minnesota2216 MEADOW WAY Manitowoc, WI 54220	NONE	PUBLIC	SCHOLARSHIP	1,250
EMILY BAUMANN & UW MADISON 5110 SUNSET ROAD MANITOWOC, WI 54220	NONE	N/A	SCHOLARSHIP	1,250
ERIN KAPPELMAN & UW MADISON 3300 BERRINGER RD TWO RIVERS, WI 54241	NONE	N/A	SCHOLARSHIP	1,250
JESSELAN NEHLS & UW MADISON 1602 S 15TH ST MANITOWOC, WI 54220	NONE	N/A	SCHOLARSHIP	1,500
KIRA SCHULTZ & UW MADISON 4743 BROADWAY ST MANITOWOC, WI 54220	NONE	N/A	SCHOLARSHIP	1,250
WISCONSIN MARITIME MUSEUM75 MARITIME DRIVE MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	5,000
LUTHERAN SOCIAL SERVICES721 PARK ST MANITOWOC, WI 54220	NONE	EXEMPT	CHARITABLE	3,000
LAKESHORE COMMUNITY FOUNDATION915 MEMORIAL DRIVE MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	114,588
MUSCULAR DYSTROPHY ASSOCIATION2670 S ASHLAND AVE 101 GREEN BAY, WI 54304	NONE	PUBLIC	CHARITABLE	1,000
ST VINCENT DE PAUL58 PROGRESS PARKWAY ST LOUIS, MO 630433706	NONE	PUBLIC	CHARITABLE	5,000
MANITOWOC COUNTY HISTORICAL SOCIETY1701 MICHIGAN AVE MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	2,500
ROGERS STREET FISHING VILLAGE 2010 ROGERS ST TWO RIVERS, WI 54241	NONE	PUBLIC	CHARITABLE	2,000
HOPE HOUSE OF MANITOWOC COUNTY1110 SO 10TH ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	6,000
PETER'S PANTRY843 SO 21ST ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	7,500
DISABLED AMERICAN VETERANS 130 DAUPHIN ST GREEN BAY, WI 54301	NONE	PUBLIC	CHARITABLE	2,000
SALVATION ARMY411 NO 6TH ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	7,500
PLANNED PARENTHOOD1100 SO 30TH ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	1,000
HOLIDAY HOUSE OF MANITOWOC COUNTY2818 MEADOW LANE MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	7,500
RAWHIDE BOYS RANCH7475 RAWHIDE RD NEW LONDON, WI 54961	NONE	PUBLIC	CHARITABLE	7,500
BIG BROTHERS BIG SISTERS OF MANITOWOC COUNTY810 WASHINGTON ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	2,000
LAKESHORE CAPP BOX 2315 MANITOWOC, WI 542212315	NONE	PUBLIC	CHARITABLE	5,000
MARCO SERVICES INC1114 SO 11TH ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	2,500
DOMESTIC VIOLENCE CENTER 1127 SO 22ND ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	3,000
CAPITOL CIVIC CENTERPO BOX 399 MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	1,000
MASQUERS INC616 NO 8TH ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	1,000
MANITOWOC SYMPHONY ORCHESTRAPO BOX 606 MANITOWOC, WI 542210606	NONE	PUBLIC	CHARITABLE	1,000
WOODLAND DUNES NATURE CENTERPO BOX 486 TWO RIVERS, WI 542410486	NONE	PUBLIC	CHARITABLE	2,500
AMERICAN RED CROSS MANITOWOC CHAPTER205 NO 8TH ST MANITOWOC, WI 54220	NONE	PUBLIC	CHARITABLE	1,000
Total				197,588
► 3a				

TY 2011 Accounting Fees Schedule

Name: HAROLD C KALLIES CHARITABLE TRUST 32F003001

EIN: 39-6548517

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE (NON-ALLOC)	600	600		

TY 2011 Investments Corporate Bonds Schedule

Name: HAROLD C KALLIES CHARITABLE TRUST 32F003001

EIN: 39-6548517

Name of Bond	End of Year Book Value	End of Year Fair Market Value
ALLSTATE CORP 6.125% 2/15/12	39,231	40,208
BANK AMER CORP 4.3% 11/15/15	14,985	13,797
CREDIT SUISSE 5.125% 01/15/14	35,176	36,481
GENERAL ELEC 5.25% 12/06/17	49,950	57,388
GENERAL ELEC CAP 5.10% 4/25/18		
GENERAL ELEC CAP STEP 10/28/16		
GENERAL ELEC CAP 5.35% 10/12	50,000	51,222
GENERAL ELEC CAP 5% 12/15/12	50,000	51,362
GENERAL ELEC CAP 4% 02/15/12	73,078	75,251
GENERAL ELEC CAP 5.25% 7/15/14		
HSBC FINANCE CORP 5.6% 6/15/11		
LEGGETT & PLATT 4.7% 4/1/13	49,058	51,850
MERRILL YNCH & CO 4% 3/15/11		
NATIONAL RURAL UTIL 5.35% 1/11		
PROTECTIVE LIFE 5.1% 7/15/12	14,625	15,032
PRUDENTIAL FIN 5.1% 9/20/14	20,800	21,511
BMW BANK NO AMER 1.6% 07/30/13	20,240	20,281
GENERAL ELEC CAP 5.6% 04/25/18	51,079	51,241

**TY 2011 Investments Corporate
Stock Schedule****Name:** HAROLD C KALLIES CHARITABLE TRUST 32F003001**EIN:** 39-6548517

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHEVRON TEXACO CORP	10,315	55,754
FIRST MANITOWOC BANCORP, INC	76,390	764,680
NEWELL RUBBERMAID	14,520	31,008
GE CAP CORP PFD 6.1% 11/15/32	12,706	12,860
OPPENHEIMER MAIN STREET FD A	84,774	98,480
VANGUARD TOTAL STOCK	120,327	129,886
WELLS FARGO CAP VII PFD 7.875%	12,912	12,995

TY 2011 Investments Government Obligations Schedule

Name: HAROLD C KALLIES CHARITABLE TRUST 32F003001
EIN: 39-6548517

**US Government Securities - End of
Year Book Value:**

25,000

**US Government Securities - End of
Year Fair Market Value:**

28,366

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2011 Investments - Other Schedule

Name: HAROLD C KALLIES CHARITABLE TRUST 32F003001**EIN:** 39-6548517

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FEDERATED ULTRA SHORT			
FEDERATED STK TR FD #19			
FEDERATED INDEX TR CAP FD			
OPPENHEIMER MAIN STR FD			

TY 2011 Legal Fees Schedule

Name: HAROLD C KALLIES CHARITABLE TRUST 32F003001

EIN: 39-6548517

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES - PRINCIPAL (ALLOCA	34	34		

TY 2011 Other Expenses Schedule

Name: HAROLD C KALLIES CHARITABLE TRUST 32F003001

EIN: 39-6548517

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-INCOME	12	0		12

TY 2011 Taxes Schedule

Name: HAROLD C KALLIES CHARITABLE TRUST 32F003001**EIN:** 39-6548517

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL ESTIMATES - INCOME	700	0		700