Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning JUN 1, 2011 , and ending MAY 31, 2012

Name of foundation
HELIOS FOUNDATION
C/O SCHAPER, BENZ & WISE INV. CNSL.

A Employer identification number
39-1532106

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
18 JEWELERS PARK, SUITE 200; PO BOX 628

B Telephone number
920-727-1137

City or town, state, and ZIP code
NEENAH, WI 54957-0628

C If exemption application is pending, check here ▶ [ ]

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,288,168.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	113,581.	113,581.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	45,460.			
	b Gross sales price for all assets on line 6a 2,892,948.				
	7 Capital gain net income (from Part IV, line 2)		45,460.		
	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	159,041.	159,041.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,865.	23,095.		7,770.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 2	2,155.	0.		2,155.
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	2,258.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	139.	124.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23	35,417.	23,219.		9,940.
	25 Contributions, gifts, grants paid	247,000.			247,000.
	26 Total expenses and disbursements. Add lines 24 and 25	282,417.	23,219.		256,940.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-123,376.			
	b Net investment income (if negative, enter -0-)		135,822.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	42,442.	267,501.	267,501.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U S and state government obligations			
b	Investments - corporate stock STMT 5	1,821,997.	2,241,245.	2,829,863.
c	Investments - corporate bonds STMT 6	1,349,299.	701,742.	715,055.
11	Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation ▶			
12	Investments - mortgage loans			
13	Investments - other STMT 7	39,937.	61,886.	76,740.
14	Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
15	Other assets (describe ▶ STATEMENT 8)	149,869.	15,794.	19,013.
16	**Total assets** (to be completed by all filers)	3,403,544.	3,288,168.	3,288,168.
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			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds	3,403,544.	3,288,168.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30	**Total net assets or fund balances**	3,403,544.	3,288,168.	
31	**Total liabilities and net assets/fund balances**	3,403,544.	3,288,168.	

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	3,403,544.
2	Enter amount from Part I, line 27a	2	-123,376.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	8,000.
4	Add lines 1, 2, and 3	4	3,288,168.
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	3,288,168.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,892,948.		2,847,488.	45,460.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				45,460.

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** 45,460.

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	259,740.	4,149,533.	.062595
2009	243,891.	3,916,357.	.062275
2008	249,000.	3,821,386.	.065160
2007	261,292.	4,847,363.	.053904
2006	148,696.	3,278,291.	.045358

2	Total of line 1, column (d)	2	.289292
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	.057858
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,060,385.
5	Multiply line 4 by line 3	5	234,926.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,358.
7	Add lines 5 and 6	7	236,284.
8	Enter qualifying distributions from Part XII, line 4	8	256,940.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ [X] and enter 1% of Part I, line 27b	1	1,358.
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	1,358.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,358.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a: 1,184.		
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	1,184.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	4.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	178.
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** ▶ **Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A | Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LAURA GUY, SCHAPER, BENZ & WISE INV Telephone no ▶920-727-1137
Located at ▶18 JEWELERS PARK, SUITE 200; PO BOX 628, NEENAH, ZIP+4 ▶54957-0628

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

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	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		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* 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)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 9		30,865.	0.	0.

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 VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	0.
2 SEE STATEMENT 10	0.
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions.	
3 NONE	0.
Total. Add lines 1 through 3 ▶	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,869,753.
b	Average of monthly cash balances	1b	252,465.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,122,218.
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	4,122,218.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	61,833.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,060,385.
6	**Minimum investment return.** Enter 5% of line 5	6	203,019.

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	203,019.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 1,358.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,358.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	201,661.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	201,661.
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	201,661.

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	256,940.
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	256,940.
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	1,358.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	255,582.

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				201,661.
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				
b From 2007 23,974.				
c From 2008 60,937.				
d From 2009 49,789.				
e From 2010 54,597.				
f Total of lines 3a through e	189,297.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 256,940.				
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				201,661.
e Remaining amount distributed out of corpus	55,279.			
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	244,576.			
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	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	244,576.			
10 Analysis of line 9				
a Excess from 2007 23,974.				
b Excess from 2008 60,937.				
c Excess from 2009 49,789.				
d Excess from 2010 54,597.				
e Excess from 2011 55,279.				

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12-02-11

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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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))

MARJORIE KIEWIT

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

HELIOS FOUNDATION, 920-727-1137
18 JEWELERS PARK, SUITE 200; PO BOX 628, NEENAH, WI 54957-0628

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

NO FORMAL APPLICATION REQUIRED

c Any submission deadlines

NO SUBMISSION DEADLINE

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

NO RESTRICTIONS OR LIMITATIONS

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADAPTIVE SPORTS CENTER PO BOX 1639 CRESTED BUTTE, CO 81224	N/A	PUBLIC	GENERAL SUPPORT	2,000.
ALPINE PLAYHOUSE OF MCCALL AREA, INC. PO BOX 753 MCCALL, ID 83638	N/A	PUBLIC	GENERAL SUPPORT	20,000.
BRIGHT SIDE OF THE ROAD FOUNDATION PO BOX 192 CHAGRIN FALLS, OH 44022	N/A	PUBLIC	GENERAL SUPPORT	2,000.
CAMP HIGH HOPES 5804 CORRECTION ROAD SIOUX CITY, IA 51106	N/A	PUBLIC	GENERAL SUPPORT	20,000.
CASCADE HARVEST COALITION 4649 SUNNYSIDE AVE NORTH RM 123 SEATTLE, WA 98103	N/A	PUBLIC	GENERAL SUPPORT	6,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	247,000.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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		113,581.
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		45,460.
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)		0.		0.	159,041.

13 Total. Add line 12, columns (b), (d), and (e) 13 159,041.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)
4	NOT APPLICABLE
8	NOT APPLICABLE

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

Laura A. Huy — 10/12/12 — VICE-PRESIDENT OF ADMINISTRATO

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES L. RUDD	James L Rudd	10/12/12		P01044363
Firm's name ▶ REMLEY & SENSENBRENNER, S.C.			Firm's EIN ▶ 39-1101571	
Firm's address ▶ 219 EAST WISCONSIN AVENUE NEENAH, WI 54956			Phone no. 920-725-2601	

123622
12-02-11

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CLAREMONT SCHOOL OF THEOLOGY 1325 N COLLEGE AVE CLAREMONT, CA 91711	N/A	PUBLIC	FOR CENTER FOR PROCESS STUDIES	1,000.
CLAREMONT SCHOOL OF THEOLOGY 1325 N COLLEGE AVE CLAREMONT, CA 91711	N/A	PUBLIC	FOR CENTER FOR PROCESS STUDIES	1,000.
CLAREMONT SCHOOL OF THEOLOGY 1325 N COLLEGE AVE CLAREMONT, CA 91711	N/A	PUBLIC	FOR WHITEHEAD FILM FESTIVAL	5,000.
CLAREMONT SCHOOL OF THEOLOGY 1325 N COLLEGE AVE CLAREMONT, CA 91711	N/A	PUBLIC	FOR PROCESS AND FAITH	35,000.
CLAREMONT SCHOOL OF THEOLOGY 1325 N COLLEGE AVE CLAREMONT, CA 91711		PUBLIC	FOR CENTER FOR PROCESS STUDIES - WRP CONFERENCE	2,000.
COMMUNITY FOUNDATION OF GUNNISON VALLEY PO BOX 7057 GUNNISON, CO 81230	N/A	PUBLIC	GENERAL SUPPORT	2,000.
CONGREGATION KEHILLATH ISRAEL 384 HARVARD STREET BROOKLINE, MA 02446	N/A	PUBLIC	GENERAL SUPPORT	5,000.
CONGREGATION KEHILLATH ISRAEL 384 HARVARD STREET BROOKLINE, MA 02446	N/A	PUBLIC	GENERAL SUPPORT	5,000.
COUNCIL ON SEXUAL ASSAULT AND DOMESTIC VIOLENCE PO BOX 1565 SIOUX CITY, IA 51102	N/A	PUBLIC	GENERAL SUPPORT	6,000.
CULTURAL HERITAGE IMAGING 2325 3RD STREET, SUITE 323 SAN FRANCISCO, CA 94107	N/A	PUBLIC	GENERAL SUPPORT	1,000.
Total from continuation sheets				197,000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CULTURAL HERITAGE IMAGING 2325 3RD STREET, SUITE 323 SAN FRANCISCO, CA 94107	N/A	PUBLIC	GENERAL SUPPORT	1,000.
EDINA EFCE PTO 5701 NOMANDALE ROAD EDINA, MN 55424	N/A	PUBLIC	GENERAL SUPPORT	2,000.
FARM AID 501 CAMBRIDGE STREET, 3RD FLOOR CAMBRIDGE, MA 02141	N/A	PUBLIC	GENERAL SUPPORT	6,000.
FRACTURED ATLAS 248 W 35TH STREET, 10TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC	GENERAL SUPPORT	5,000.
FRIENDS OF SARNELLI HOUSE PO BOX 785 FOND DU LAC, WI 54936-0785	N/A	PUBLIC	GENERAL SUPPORT	6,000.
JON VAN DYKE FUND AT UH FOUNDATION 2515 DOLE STREET, RM 216 HONOLULU, HI 96822	N/A	PUBLIC	GENERAL SUPPORT	10,000.
LAWRENCE & MEMORIAL HOSPITAL 365 MONTAUK AVE NEW LONDON, CT 06355	N/A	PUBLIC	GENERAL SUPPORT	30,000.
MAB COMMUNITY SERVICES IVY STREET SCHOOL BROOKLINE, MA 02446	N/A	PUBLIC	GENERAL SUPPORT	1,000.
MYSTIC SEAPORT PO BOX 6000 MYSTIC, CT 06355	N/A	PUBLIC	GENERAL SUPPORT	30,000.
NEW COLLEGE FOUNDATION 5800 BAY SHORE ROAD SARASOTA, FL 34243-2109	N/A	PUBLIC	FOR NEW MUSIC NEW COLLEGE	2,000.
Total from continuation sheets				

HELIOS FOUNDATION
C/O SCHAPER, BENZ & WISE INV. CNSL. 39-1532106

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NTSAD 2001 BEACON STREET, SUITE 204 BOSTON, MA 02135	N/A	PUBLIC	GENERAL SUPPORT	6,000.
OFFICE FOR RESOURCE EFFICIENCY 202 E GEORGIA, SUITE C GUNNISON, CO 81230	N/A	PUBLIC	GENERAL SUPPORT	2,000.
RONALD MCDONALD HOUSE CHARITIES 818 FULTON STREET SE MINNEAPOLIS, MN 55414	N/A	PUBLIC	GENERAL SUPPORT	3,000.
SIOUXLAND CARES ABOUT SUBSTANCE ABUSE 101 PIERCE STREET SIOUX CITY, IA 51101	N/A	PUBLIC	GENERAL SUPPORT	10,000.
ST THOMAS EPISCOPAL CHURCH 406 12TH STREET SIOUX CITY, IA 51101	N/A	PUBLIC	GENERAL SUPPORT	5,000.
SUN VALLEY CENTER FOR THE ARTS PO BOX 656 SUN VALLEY, ID 83353	N/A	PUBLIC	GENERAL SUPPORT	2,000.
THE FRIENDS OF HALL'S POND 25 EDGEHILL ROAD BROOKLINE, MA 02445-7702	N/A	PUBLIC	GENERAL SUPPORT	2,000.
THE HUNGER COALITION 1221 HONEYSUCKLE STREET BELLEVUE, ID 83313	N/A	PUBLIC	GENERAL SUPPORT	4,000.
UNITED WAY OF SIOUXLAND 701 STEUBEN STREET SIOUX CITY, IA 51101	N/A	PUBLIC	GENERAL SUPPORT	5,000.
WOOD RIVER LAND TRUST 119 E BULLION STREET HALEY, ID 83333	N/A	PUBLIC	GENERAL SUPPORT	2,000.
Total from continuation sheets				

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	CMG ULTRA SHORT TERM BOND FUND		VARIOUS	09/21/11
b	COLUMBIA MID CAP INDEX FUND		VARIOUS	09/21/11
c	JPMORGAN CHASE & CO		VARIOUS	09/23/11
d	RIO TINTO PLC		VARIOUS	09/23/11
e	WELLS FARGO & CO		VARIOUS	09/23/11
f	CMG ULTRA SHORT TERM BOND FUND		VARIOUS	09/27/11
g	COLUMBIA MID CAP INDEX FUND		VARIOUS	10/26/11
h	COLUMBIA SMALL CAP INDEX FUND		VARIOUS	10/26/11
i	COLUMBIA STRATEGIC INCOME FUND		VARIOUS	10/26/11
j	COLUMBIA SELECT LARGE CAP GROWTH FUND		VARIOUS	10/26/11
k	PIMCO COMMODITY REAL RETURN STRATEGY FUND		VARIOUS	10/26/11
l	FREEPORT-MCMORAN COPPER & GOLD		VARIOUS	09/23/11
m	HILLVIEW REMS REAL ESTATE VALUE		VARIOUS	10/26/11
n	LAZARD EMERGING MARKETS EQUITY		VARIOUS	10/26/11
o	MFS SERIES TR 1		VARIOUS	10/26/11

	(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	50,000.		53,611.	-3,611.
b	25,000.		22,324.	2,676.
c	3,251.		3,501.	-250.
d	5,504.		5,311.	193.
e	2,488.		2,192.	296.
f	309,087.		331,778.	-22,691.
g	9.		7.	2.
h	1.		1.	0.
i	3.		3.	0.
j	4.		4.	0.
k	1.		1.	0.
l	3,814.		4,219.	-405.
m	7.		8.	-1.
n	16.		18.	-2.
o	14.		14.	0.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col. (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-3,611.
b				2,676.
c				-250.
d				193.
e				296.
f				-22,691.
g				2.
h				0.
i				0.
j				0.
k				0.
l				-405.
m				-1.
n				-2.
o				0.

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**

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**

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	NEUBERGER BERMAN EMERGING MARKETS EQUITY		VARIOUS	10/26/11
b	PIMCO HIGH YIELD FUND		VARIOUS	10/26/11
c	PIMCO FOREIGN BOND FUND UNHEDGED		VARIOUS	10/26/11
d	ANADARKO PETROLEUM		06/05/01	11/07/11
e	LEVEL 3 COMMUNICATIONS		07/23/98	11/07/11
f	MASCO		09/20/05	11/07/11
g	NOBLE CORP SWITZERLAND		02/12/10	11/07/11
h	OCEANEERING INTL		05/23/11	11/07/11
i	PG&E CORP		01/10/08	11/07/11
j	PACKAGING CORP AMERICA		09/01/09	11/07/11
k	STAPLES		08/17/10	11/07/11
l	SAFEWAY		09/20/11	11/07/11
m	TEXAS INSTRUMENTS		09/22/10	11/07/11
n	COLUMBIA SELECT LARGE CAP GROWTH FUND		03/31/10	11/07/11
o	ACCENTURE		09/20/11	11/18/11

	(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	13.		15.	-2.
b	1.		1.	0.
c	10.		9.	1.
d	25,479.		10,006.	15,473.
e	842.		24,225.	-23,383.
f	4,552.		14,940.	-10,388.
g	11,091.		12,080.	-989.
h	16,972.		15,767.	1,205.
i	5,993.		6,623.	-630.
j	10,391.		8,141.	2,250.
k	7,282.		9,835.	-2,553.
l	13,579.		12,103.	1,476.
m	21,832.		17,231.	4,601.
n	60,000.		49,382.	10,618.
o	11,069.		10,981.	88.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-2.
b				0.
c				1.
d				15,473.
e				-23,383.
f				-10,388.
g				-989.
h				1,205.
i				-630.
j				2,250.
k				-2,553.
l				1,476.
m				4,601.
n				10,618.
o				88.

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	
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	

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	AUTOLIV		09/20/11	11/18/11
b	DELL COMPUTER		06/10/04	11/18/11
c	ISHARES EMERGING MARKET		02/02/10	11/18/11
d	ISHARES MSCI EAFA INDEX		03/30/07	11/18/11
e	EMC		09/01/09	11/18/11
f	FREEPORT-MCMORAN COPPER & GOLD		09/22/10	11/18/11
g	HILLVIEW REMS REAL ESTATE VALUE		12/22/10	11/18/11
h	HILLVIEW REMS REAL ESTATE VALUE		12/08/10	11/18/11
i	LOWES		02/12/10	11/18/11
j	LOWES		09/22/10	11/18/11
k	COLUMBIA STRATEGIC INCOME FUND		12/08/06	11/18/11
l	COLUMBIA STRATEGIC INCOME FUND		04/11/07	11/18/11
m	LAZARD EMERGING MARKETS EQUITY		11/22/10	11/18/11
n	MFS RESEARCH INTERNATIONAL		12/29/10	11/18/11
o	NEUBERGER BERMAN EMERGING MARKETS EQUITY		05/23/11	11/18/11

	(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	15,520.		15,875.	-355.
b	9,021.		20,152.	-11,131.
c	96,339.		98,730.	-2,391.
d	50,602.		68,274.	-17,672.
e	9,300.		6,418.	2,882.
f	7,377.		8,438.	-1,061.
g	13,633.		14,996.	-1,363.
h	23,697.		24,931.	-1,234.
i	6,910.		6,578.	332.
j	4,607.		4,334.	273.
k	383,506.		384,039.	-533.
l	16,495.		16,517.	-22.
m	50,000.		58,778.	-8,778.
n	50,000.		56,514.	-6,514.
o	40,818.		49,985.	-9,167.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				-355.
b				-11,131.
c				-2,391.
d				-17,672.
e				2,882.
f				-1,061.
g				-1,363.
h				-1,234.
i				332.
j				273.
k				-533.
l				-22.
m				-8,778.
n				-6,514.
o				-9,167.

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	
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	

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	PIMCO COMMODITY REAL RETURN STRATEGY FUND		08/20/10	11/18/11
b	PIMCO HIGH YIELD FUND		04/08/11	11/18/11
c	RIO TINTO PLC		08/17/10	11/18/11
d	MOLSON COORS BREWING		02/12/10	11/18/11
e	COLUMBIA SELECT LARGE CAP GROWTH FUND		03/31/10	11/18/11
f	UNITED TECHNOLOGIES		07/15/04	11/18/11
g	VALE SA ADS		09/01/09	11/18/11
h	WHOLE FOODS MARKET		09/20/11	11/18/11
i	MFS RESEARCH INTERNATIONAL		12/29/10	11/29/11
j	COLUMBIA SMALL CAP INDEX FUND		09/22/10	11/29/11
k	COLUMBIA SELECT LARGE CAP GROWTH FUND		03/31/10	11/29/11
l	ALLERGAN		09/22/10	12/12/11
m	IBM		06/15/00	12/12/11
n	JPMORGAN CHASE & CO		03/30/07	12/12/11
o	COLUMBIA STRATEGIC INCOME FUND		04/11/07	12/12/11

	(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	131,871.		134,075.	-2,204.
b	60,893.		65,049.	-4,156.
c	10,345.		10,621.	-276.
d	9,841.		9,741.	100.
e	80,000.		69,608.	10,392.
f	24,046.		14,462.	9,584.
g	9,819.		7,809.	2,010.
h	9,946.		10,862.	-916.
i	81,534.		93,462.	-11,928.
j	105,000.		102,122.	2,878.
k	90,971.		81,007.	9,964.
l	16,393.		13,065.	3,328.
m	38,503.		19,310.	19,193.
n	6,423.		7,001.	-578.
o	100,000.		100,139.	-139.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a				-2,204.
b				-4,156.
c				-276.
d				100.
e				10,392.
f				9,584.
g				2,010.
h				-916.
i				-11,928.
j				2,878.
k				9,964.
l				3,328.
m				19,193.
n				-578.
o				-139.

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	
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	

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	COLUMBIA MID CAP INDEX FUND		12/30/09	12/12/11
b	LAZARD EMERGING MARKETS EQUITY		11/22/10	12/12/11
c	COLUMBIA MID CAP INDEX FUND		09/28/01	12/12/11
d	HEWLETT PACKARD		01/10/08	02/21/12
e	HEWLETT PACKARD		09/22/10	02/21/12
f	COLUMBIA STRATEGIC INCOME FUND		04/11/07	02/21/12
g	ISHARES MSCI EAFA INDEX		03/30/07	03/06/12
h	COLUMBIA SMALL CAP INDEX FUND		12/30/09	03/08/12
i	COLUMBIA SMALL CAP INDEX FUND		12/12/11	03/08/12
j	APPLE		09/22/10	03/15/12
k	ISHARES MSCI EAFA INDEX		03/30/07	04/16/12
l	COLUMBIA STRATEGIC INCOME FUND		02/24/12	04/16/12
m	COLUMBIA STRATEGIC INCOME FUND		04/11/07	04/16/12
n	COLUMBIA STRATEGIC INCOME FUND		04/11/07	05/08/12
o	AT&T		01/10/08	05/08/12

	(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	50,000.		40,824.	9,176.
b	50,000.		55,867.	-5,867.
c	104,532.		67,982.	36,550.
d	5,912.		8,984.	-3,072.
e	5,912.		7,827.	-1,915.
f	100,000.		97,362.	2,638.
g	53,092.		66,870.	-13,778.
h	66,914.		46,394.	20,520.
i	2,577.		2,344.	233.
j	59,078.		24,181.	34,897.
k	52,772.		66,870.	-14,098.
l	942.		945.	-3.
m	49,058.		47,842.	1,216.
n	100,000.		96,888.	3,112.
o	9,906.		10,464.	-558.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				9,176.
b				-5,867.
c				36,550.
d				-3,072.
e				-1,915.
f				2,638.
g				-13,778.
h				20,520.
i				233.
j				34,897.
k				-14,098.
l				-3.
m				1,216.
n				3,112.
o				-558.

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	
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	

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	AT&T		09/20/11	05/08/12
b	VERIZON		01/10/08	05/08/12
c	VERIZON		09/20/11	05/08/12
d	CAPITAL GAINS DIVIDENDS			
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	3,302.		2,908.	394.
b	12,153.		12,040.	113.
c	4,051.		3,673.	378.
d	21,032.			21,032.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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				394.
b				113.
c				378.
d				21,032.
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	45,460.
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BANK OF AMERICA	66,922.	12,128.	54,794.
CHARLES SCHWAB	59,801.	8,904.	50,897.
CHARLES SCHWAB	11,709.	0.	11,709.
LESS: ACCRUED INTEREST PAID	-3,819.	0.	-3,819.
TOTAL TO FM 990-PF, PART I, LN 4	134,613.	21,032.	113,581.

FORM 990-PF LEGAL FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	2,155.	0.		2,155.
TO FM 990-PF, PG 1, LN 16A	2,155.	0.		2,155.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	1,493.	0.		0.
PAYROLL TAXES	765.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,258.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ILLINOIS CHARITIES BUREAU - FILING FEE	15.	0.		15.
ADR FEES	124.	124.		0.
TO FORM 990-PF, PG 1, LN 23	139.	124.		15.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHED	2,241,245.	2,829,863.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,241,245.	2,829,863.

FORM 990-PF	CORPORATE BONDS	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHED	701,742.	715,055.
TOTAL TO FORM 990-PF, PART II, LINE 10C	701,742.	715,055.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS - OTHER - SEE ATTACHED	COST	61,886.	76,740.
TOTAL TO FORM 990-PF, PART II, LINE 13		61,886.	76,740.

FORM 990-PF OTHER ASSETS STATEMENT 8

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OTHER ASSETS - SEE ATTACHED	149,869.	15,794.	19,013.
TO FORM 990-PF, PART II, LINE 15	149,869.	15,794.	19,013.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARJORIE KIEWIT 99 FLORENCE STREET #20-5A CHESTNUT HILL, MA 02167	DIRECTOR 0.00	0.	0.	0.
NANCY MCLOUGHLIN 255 CEDAR ROAD MYSTIC, CT 06355	DIRECTOR 0.00	0.	0.	0.
PAT MCLOUGHLIN 15 COVE STREET NOANK, CT 06340	DIRECTOR 0.00	0.	0.	0.
DANIEL JACOB 9 SOUTH RUSSELL STREET, APT. 5 BOSTON, MA 02114	DIRECTOR 0.00	0.	0.	0.
JULIANA KELLY 101 MAIN STREET NE #4 MINNEAPOLIS, MN 55413	DIRECTOR 0.00	0.	0.	0.
CHRISTINA AALFS 2041 MINOR AVE E SEATTLE, WA 98102	DIRECTOR 0.00	0.	0.	0.
BARBARA AALFS 4208 PERRY WAY SIOUX CITY, IA 51104	DIRECTOR 0.00	0.	0.	0.
LINDA JACOB 62 BEECH ROAD BROOKLINE, MA 02446	DIRECTOR 0.00	0.	0.	0.

BEN MCLOUGHLIN PO BOX 696 CRESTED BUTTE, CO 81224	DIRECTOR 0.00	0.	0.	0.
DAVID JACOB 62 BEECH ROAD BROOKLINE, MA 02446	DIRECTOR 0.00	0.	0.	0.
BETSEY THOMSON 9226 NE 20TH STREET CLYDE HILL, WA 98004	DIRECTOR 0.00	0.	0.	0.
JOHN BUCHANAN 6637 TAEDA DRIVE SARASOTA, FL 34241	DIRECTOR/PRESIDENT 2.00	10,000.	0.	0.
BANK OF AMERICA NA 231 S LASALLE STREET CHICAGO, IL 60697	TRUSTEE 40.00	10,223.	0.	0.
SCHAPER, BENZ & WISE INVESTMENT CNSL 18 JEWELERS PARK, SUITE 200; PO BOX 628 NEENAH, WI 54957-0628	ADMINISTRATOR 40.00	10,642.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		30,865.	0.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY TWO

THE SOLE CHARITABLE ACTIVITY OF THIS ORGANIZATION IS THE MAKING OF CONTRIBUTIONS AND GRANTS TO QUALIFIED CHARITABLE ORGANIZATIONS. NO DIRECT CHARITABLE ACTIVITIES ARE CONDUCTED.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	0.