

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



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

		t of the Treasury venue Service	Note The fo	oundation may	be able	to use a copy	of this	e Founda return to satu	sty state repo	rtıng requiremen	ts.	<u> ZUI</u>	<u> </u>
For	calen	idar year 2011	or tax year beginning	JUL	1,	2011		, and e	rding	JUN 30,		· · · · · · · · · · · · · · · · · · ·	
		f foundation								A Employer ide	ntification	number	
			LICE FORE			TABLE '	TRUS	ST		20.45	4444		
			ORR JR.,							39-17			
		•	oox number if mail is not	delivered to street	address)	1			Room/suite	B Telephone nu		0.1	
		. BOX 6				<u> </u>				715-8			
		own, state, and SAU , WI		065						C If exemption ap	plication is pe	ending, check here	•
		call that apply:	Initial retu			Initial return	of a fo	rmer public o	harity	D 1. Foreign or	nanizations	check here	
u (JIICCN	can that apply.	Final retu			Amended re		inioi pabilo c	nunty	, rereign er	garnzanono	, 0110011 11010	
			Address of			Name chang				Foreign orga	nizations med	eting the 85% test, mputation	•
H (heck	type of organiz		on 501(c)(3) ex	kempt p					1		us was terminated	
	_) nonexempt charitab			axable private		tion				(A), check here	-
I Fa	ur ma	arket value of all	assets at end of year	J Accounts	ng meth	nod: X	Cash	Accr	ual	F If the foundat	ion is in a 6	60-month termination	n
(fi	om I	Part II, col (c),			ther (sp					under section	507(b)(1)	(B), check here 🕨	-
	-\$		3,892,884		mn (d)	must be on	cash b	asis)					
Pa	art I	(The total of ame necessarily equ	evenue and Expense ounts in columns (b), (c), a al the amounts in column	IS and (d) may not (a))) Revenue and Denses per bo		(b) Net in		(c) Adjuste incom		(d) Disbursemen for charitable purpo (cash basis only	ses
	1	Contributions,	gifts, grants, etc., rec	eived					1 / 4	N/A			
	2		if the foundation is not required	d to attach Sch B									
	3	Interest on saving cash investments	gs and temporary s		ļ	40,3			0,303.			STATEMENT	
	4		interest from securiti	es		254,4	38.	25	<u>4,438.</u>			STATEMENT	2
		Gross rents											
	_	Net rental income				210,2	72						
ne	oa b	Gross sales price	from sale of assets not one for all 1 80.	4,033.		210,2	12.	,	, ,				
Revenue	7	assets on line oa	ncome (from Part IV, line :					21	0,272.	3			
æ	8	Net short-term	•	-,					5 ; eq 1				
	9			ies 1	:				Ŷ				
	10a	Gross sales less and allowances	cations ECEIV	EU ()					V				
	1	Less Cost of goo		ĬŎ					1				
	C	Gross profit er		2012 O					0 600			~~~	
	11	Other income	1	000		E 0 E 0	1 2		<u>0,687.</u> 4,326.			STATEMENT	3_
	12	Total. Add inc	officere oredors ruste			505,0	0.	49	<u>4,320.</u> 0.				0.
	13		e salaries and wages	es, alc			-0.		0.			-	<u> </u>
	1	, ,	, employee benefits										
ses	16a	Legal fees											
Expenses	þ	Accounting fee	es S'	TMT 4		2,3			0.			2,3	40.
ă	ç	Other professi	onal fees S'	TMT 5		98,6	04.	9	8,604.				0.
tive	17,	_Interest	_				4.0						
stra	182	Taxes	S'	TMT 6	-	9,8	43.		<u>6,168.</u>				0.
ij	19	Depreciation a	nd depletion							ļ			
Agr	20	Occupancy	ences, and meetings		<u> </u>		-						····
ď	건간 22기	Printing and n	uhlications										
g	23	Printing and pi Other expense Total operatin	S										
atin	24	Total operatin	g and administrative	!									
Operating and Administrative	Š	expenses. Add	d lines 13 through 23			110,7	87.	10	4,772.			2,3	40.
0	25	Contributions,	gifts, grants paid			676,6	50.		१ इद	· · ·		2,3 676,6	<u>50.</u>
	26	•	s and disbursements	;			_						
	-	Add lines 24 a		· · · · · · · · · · · · · · · · · · ·	<u> </u>	787,4	37.	10	<u>4,772.</u>			678,9	<u>90.</u>
	27	Subtract line 2				202 4	24		**		ł		
			e over expenses and dist			-282,4	44.	30	9,554.				
	i		I t income (if negative, e ncome (if negative, ente						, , , , , 보 •	N/A			
				- /									

LHA For Paperwork Reduction Act Notice, see instructions

Form **990-PF** (2011)

Fdrm 990-PF (2011) C/O SAN W. ORR JR., TRUSTEE 39-1741441 Beginning of year Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only End of year (b) Book Value (c) Fair Market Value (a) Book Value 14,290. 1 Cash - non-interest-bearing 17,651. 14,290. 3,334,525. 4,347,961. 3,334,525. 2 Savings and temporary cash investments 3 Accounts receivable ► Less: allowance for doubtful accounts 4 Pledges receivable ► Less: allowance for doubtful accounts Grants receivable Receivables due from officers, directors, trustees, and other disqualified persons Other notes and loans receivable Less allowance for doubtful accounts Inventories for sale or use Prepaid expenses and deferred charges 10a Investments - U.S. and state government obligations 7,322,173. 8,212,683. 10,161,840. STMT 7 b Investments - corporate stock 627,875. 375,375. 382,229. STMT 8 c Investments - corporate bonds Investments - land, buildings, and equipment basis Less accumulated depreciation 12 Investments - mortgage loans Investments - other 8 37 3 37 47 Land, buildings, and equipment: basis Less accumulated depreciation Other assets (describe 15 12,315,660. 11,936,873. 13,892,884. 16 Total assets (to be completed by all filers) 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 0. 23 Total liabilities (add lines 17 through 22) Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. Vet Assets or Fund Balances Unrestricted 25 Temporarily restricted 26 Permanently restricted \triangleright Foundations that do not follow SFAS 117, check here and complete lines 27 through 31 Capital stock, trust principal, or current funds 0. Paid-in or capital surplus, or land, bldg., and equipment fund 12,315,660. 11,936,873 Retained earnings, accumulated income, endowment, or other funds 12,315,660. 11,936,873 Total net assets or fund balances 12,315,660. 11,936,873 31 Total liabilities and net assets/fund balances 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 12,315,660. (must agree with end-of-year figure reported on prior year's return) -282,424. 2 Enter amount from Part I, line 27a 2 3 Other increases not included in line 2 (itemize) ▶ 12,033,236. Add lines 1, 2, and 3 4 Decreases not included in line 2 (itemize) ► UNREALIZED LOSS ON SECURITIES 96,363.

6

<u>,936,873.</u>

Form **990-PF** (2011)

6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30

C/O SAN W. ORR JR., TRUSTEE

Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired P - Purchase D - Donation (a) List and describe the kind(s) of property sold (e.g., real estate, (c) Date acquired (d) Date sold 2-story brick warehouse; or common stock, 200 shs. MLC Co.) (mo., day, yr.) (mo, day, yr.) 1a SEE ATTACHED STATEMENT b C d е (g) Cost or other basis (h) Gain or (loss) (f) Depreciation allowed (e) Gross sales price (e) plus (f) minus (g) (or allowable) plus expense of sale а b C d ,804,033. 1,593,761 210,272. е 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 (j) Adjusted basis (k) Excess of col (i) Losses (from col. (h)) (i) F.M.V. as of 12/31/69 as of 12/31/69 over col. (1), if any b C d 210,272. If gain, also enter in Part I, line 7 2 Capital gain net income or (net capital loss) 2 210,272. If (loss), enter -0- in Part I, line 7 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 N/APart 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. 🗌 Yes 🕱 No Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part. Enter the appropriate amount in each column for each year; see instructions before making any entries. (d)
Distribution ratio
(col. (b) divided by col. (c)) (a) Base period years (b) Adjusted qualifying distributions Net value of noncharitable-use assets Calendar year (or tax year beginning in) 13,799,897 503,957. .036519 2010 10,664,897. 2009 216,760. .020325 2008 88,045. 4,327,444. .020346 78,804 ,760,469 .044763 2007 80.237 605.384 .049980 2006 2 Total of line 1, column (d) .171933 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 <u>.03</u>4387 3 13,589,067. Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 467,287. Multiply line 4 by line 3 5 3,896. Enter 1% of net investment income (1% of Part I, line 27b) Add lines 5 and 6 7 471,183. 8 678,990. Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

39-1741441

Page 3

Form 990-PF (2011)

	JOHN AND ALICE FORESTER CHARITABLE TRUST	0 174	1		
	rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 49	9-1741 48 - see	instru	ction	Page 4
	Exempt operating foundations described in section 4940(d)(2), check here and enter "N/A" on line 1.	1			,
ıa	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
h	Domestic foundations that meet the section 4940(e) requirements in Part V, check here X and enter 1%	1		3,8	96.
U	of Part I, line 27b			5 , 5	50•
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	·			
	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2			0.
	Add lines 1 and 2	3		3,8	
-	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4			0.
	Tax based on investment income Subtract line 4 from line 3. If zero or less, enter -0-	5		3,8	96.
	Credits/Payments:				
	2011 estimated tax payments and 2010 overpayment credited to 2011 6a 4,640.				
	Exempt foreign organizations - tax withheld at source 6b				
	Tax paid with application for extension of time to file (Form 8868) 6c				
	Backup withholding erroneously withheld 6d				
	Total credits and payments. Add lines 6a through 6d	7		4,6	40.
	Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached	8			
	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9			
	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		7	44.
	Enter the amount of line 10 to be: Credited to 2012 estimated tax	11			0.
	rt 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	1		Yes	No
	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			1
	distributed by the foundation in connection with the activities				ĺ
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:				ĺ
	(1) On the foundation ► \$ (2) On foundation managers. ► \$ 0.				ĺ
е	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation				ĺ
	managers. ► \$ 0 .				1
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		X
	If "Yes," attach a detailed description of the activities.				ĺ
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		<u> X</u>
	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	37/3	_4a_		X
	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	4b		77
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
_	If "Yes," attach the statement required by General Instruction T.				
6	•				
	By language in the governing instrument, or By language in the governing instrument instrument in the governing in the				
	By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state legislation.	aw		х	ĺ
-	remain in the governing instrument?		7	X	
′	Did the foundation have at least \$5,000 in assets at any time during the year?			v	
۵.	If "Yes," complete Part II, col. (c), and Part XV. Enter the states to which the foundation reports or with which it is registered (see instructions)				
	WI				
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate)				
	of each state as required by General Instruction G? If "No," attach explanation		8b	Х	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendarion	dar			
	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

	JOHN AND ALICE FORESTER CHARITABLE TRUST			
orm	990-PF (2011) C/O SAN W. ORR JR., TRUSTEE 39-1741	441		Page 5
Pa	ort VII-A Statements Regarding Activities (continued)			
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of			
	section 512(b)(13)? If "Yes," attach schedule (see instructions)	_11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
-	If "Yes," attach statement (see instructions)	12		Х
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Х	
	Website address ► N/A			
1.4	The books are in care of \blacktriangleright SAN W. QRR, JR. Telephone no. \blacktriangleright 715–84	5-9	201	
' -	Located at ► 500 THIRD ST, STE 320, WAUSAU, WI ZIP+4 ► 54		<u> </u>	
4 5	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	1 1 0 0		X
15				0.
40	• •		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,	امدا	163	
	securities, or other financial account in a foreign country?	16		<u>X</u>
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign			
De	country art VII-B Statements Regarding Activities for Which Form 4720 May Be Required	·		
P			V	NI.
	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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person?		:	
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	ıf 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.)			
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)? N/A	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		_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)):			
а	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			
	before 2011?			
	If "Yes," list the years ▶			
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.			
	>		İ	
3 <i>a</i>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
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
	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?

JOHN AND ALICE FORESTER			20 17/1/	<i>1</i> 1	0 0
Form 990-PF (2011) C/O SAN W. ORR JR., TRUS Part VII-B Statements Regarding Activities for Which F	TEE form 4720 May Bo F		39-17414	41	Page 6
	Offiti 4720 Iviay be r	required (contin	uea)		
5a During the year did the foundation pay or incur any amount to:		<u> </u>	[
(1). Carry on propaganda, or otherwise attempt to influence legislation (section			s X No		
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire	ectly,			
any voter registration drive?			es X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes	>	Ye	es 🗶 No		
(4) Provide a grant to an organization other than a charitable, etc., organization	n described in section				1
509(a)(1), (2), or (3), or section 4940(d)(2)?		X Ye	es Do		
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or f	for			
the prevention of cruelty to children or animals?			s X No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	ler the exceptions described :	n Regulations			
section 53.4945 or in a current notice regarding disaster assistance (see instru		ga		5b X	
Organizations relying on a current notice regarding disaster assistance check h					
		inod			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr	oni the tax because it mainta		es 🔲 No		
expenditure responsibility for the grant?		الما ١٤	S L NO		
If "Yes," attach the statement required by Regulations section 53.4945					
6a Did the foundation, during the year, receive any funds, directly or indirectly, to	pay premiums on				
a personal benefit contract?		Ye	es X No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		<u></u>	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 s	helter transaction?	Y6	es 🗶 No 📙		
b If "Yes," did the foundation receive any proceeds or have any net income attribu	table to the transaction?		N/A	7b	
Part VIII Information About Officers, Directors, Trust		ınagers, Highly	/		
List all officers, directors, trustees, foundation managers and their	compensation.				
List all officers, directors, trustees, foundation managers and their		T	C		
	(b) Title and average	L (c) Compensation	(d) Contributions to	۱ امر	rnense
(a) Name and address	(b) Title, and average hours per week devoted	(c) Compensation (If not paid,	(d) Contributions to employee benefit plans and deterred	(e) Ex	other
(a) Name and address	to position		(d) Contributions to employee benefit plans and deterred compensation	(e) Ex accour allow	rpense nt, other vances
LEIGH H. TUCKEY	(b) Title, and average hours per week devoted to position	(If not paid,	(d) Contributions to employee benefit plans and deterred compensation	(e) Ex accour allow	rpense nt, other rances
LEIGH H. TUCKEY 116 WILDERNESS ROAD	TRUSTEE	(If not paid, enter -0-)	compensation	(e) E: accour allow	ances_
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512	to position TRUSTEE 1.00	(If not paid,	(d) Contributions to employee benefit plans and deterred compensation	(e) Exactour accourt allow	cpense of the control
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR.	TRUSTEE	(If not paid, enter -0-)	compensation	(e) E: accour allow	ances_
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE	to position TRUSTEE 1.00 TRUSTEE	(If not paid, enter -0-)	compensation	(e) E: accour allow	0.
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR.	to position TRUSTEE 1.00	(If not paid, enter -0-)	compensation	(e) Ez accour allow	ances_
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436	to position TRUSTEE 1.00 TRUSTEE	(If not paid, enter -0-)	Compensation O .	(e) Ez accour allow	0.
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER	TRUSTEE 1.00 TRUSTEE	(If not paid, enter -0-)	Compensation O .	(e) E: accour allow	0.
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042	TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE	(If not paid, enter -0-)	Compensation O .	(e) E: accour allow	0 •
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER	TRUSTEE 1.00 TRUSTEE	(If not paid, enter -0-)	O .	(e) E: accour allow	0.
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042	TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE	(If not paid, enter -0-)	O .	(e) E: accour allow	0 •
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042	TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE	(If not paid, enter -0-)	O .	(e) E: accour allow	0 •
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866	TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE	(If not paid, enter -0-) O.	O .	(e) E: accour allow	0 •
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042	TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00	(If not paid, enter -0-) O.	O. O.	allow	0. 0.
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) O.	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those incomplete than \$50,000)	TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00	(If not paid, enter -0-) 0. 0. enter "NONE."	O. O.	(e) E:	0. 0.
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those inc	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) 0. 0. enter "NONE."	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those incomplete than \$50,000)	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) 0. 0. enter "NONE."	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those incomplete than \$50,000)	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) 0. 0. enter "NONE."	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those incomplete than \$50,000)	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) 0. 0. enter "NONE."	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those incomplete than \$50,000)	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) 0. 0. enter "NONE."	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those incomplete than \$50,000)	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) 0. 0. enter "NONE."	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those incomplete than \$50,000)	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) 0. 0. enter "NONE."	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense
LEIGH H. TUCKEY 116 WILDERNESS ROAD CROWHEART, WY 82512 SAN W. ORR, JR. 19 PAR CLUB CIRCLE VILLAGE OF GOLF, FL 33436 JOHN M. FORESTER PO BOX 1042 SARATOGA SPRINGS, NY 12866 2 Compensation of five highest-paid employees (other than those incomplete than \$50,000)	to position TRUSTEE 1.00 TRUSTEE 1.00 TRUSTEE 1.00 Indeed on line 1). If none, (b) Title, and average hours per week	(If not paid, enter -0-) 0. 0. enter "NONE."	O • O • (d) Contributions to employee benefit plans and deterred	(e) E:	0. 0. quense

Total number of other employees paid over \$50,000

JOHN AND ALICE FORESTER CHARITABLE TRUST Form 990-PF (2011) C/O SAN W. ORR JR., TRUSTEE 39-1741441 Page 7 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."

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 TWO GRANTS WERE MADE TO THE LEIGH YAWKEY WOODSON ART MUSEUM	
FOR COLLECTION AQUISITIONS TOTALING \$176,650.	
TOR CODEBCTION AQUIDITIOND TOTALING \$170,030.	176,650.
ONE GRANT WAS MADE TO THE LEIGH YAWKEY WOODSON ART MUSEUM	170,030.
FOR THE CONSTRUCTION OF AN ADDITION TO THE MUSEUM TO PROVIDE	
MORE GALLERY AND STORAGE SPACE TOTALING \$500,000.	500,000.
3	300,000.
o	
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 N/A	
0	
All other program-related investments. See instructions.	
3	
V	

Total. Add lines 1 through 3

Form 990-PF (2011) C/O SAN W. ORR JR., TRUSTEE 39-1741441 Page 8 Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: Average monthly fair market value of securities 1a 3,939,497. Average of monthly cash balances 1b 9,856,510. Fair market value of all other assets 1c 1d 13,796,007. Total (add lines 1a, b, and c) Reduction claimed for blockage or other factors reported on lines 1a and 0. 1c (attach detailed explanation) 1e 2 Acquisition indebtedness applicable to line 1 assets ,796,007. 3 Subtract line 2 from line 1d 206,940. Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) 4 Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4 13,589,067. 5 Minimum investment return Enter 5% of line 5 679,453. Distributable Amount (see instructions) (Section 4942(1)(3) and (1)(5) private operating foundations and certain Part XI foreign organizations check here and do not complete this part.) Minimum investment return from Part X, line 6 679,453. 1 1 3,896 Tax on investment income for 2011 from Part VI, line 5 Income tax for 2011. (This does not include the tax from Part VI.) 2b Add lines 2a and 2b 3,896 2c Distributable amount before adjustments. Subtract line 2c from line 1 675.557. 3 3 Recoveries of amounts treated as qualifying distributions 4 5 Add lines 3 and 4 5 6 Deduction from distributable amount (see instructions) 6 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 Part XII Qualifying Distributions (see instructions) Amounts haid (including administrative expenses) to accomplish charitable, etc., purposes:

•	randants paid (indidding ddininistrative expenses) to decempion onarrable, etc., parpeses.	1 1	
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	678,990.
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	678,990.
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	3,896.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	675,094.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundati	on qualifies fo	r the section

Form **990-PF** (2011)

4940(e) reduction of tax in those years.

Form 990-PF (2011)

C/O SAN W. ORR JR., TRUSTEE

39-1741441

Page 9

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,	001700			
line 7				675,557.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			676,345.	
b Total for prior years.				
		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008	:			
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from				
Part XII, line 4: ► \$ 678,990.			C76 245	
a Applied to 2010, but not more than line 2a			676,345.	
b Applied to undistributed income of prior		ا م		
years (Election required - see instructions)		0.		
c Treated as distributions out of corpus	0			
(Election required - see instructions)	0.			2,645.
d Applied to 2011 distributable amount	0.			4,045.
e Remaining amount distributed out of corpus	0.			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.		,,,,	<u> </u>
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				672,912.
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	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011		<u> </u>		Farm 000 DE (0011)

JOHN AND ALICE FORESTER CHARITABLE TRUST Form 990-PF (2011) C/O SAN W. ORR JR., TRUSTEE 39-1741441 Page 10 Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling 4942(j)(3) or 4942(j)(5) b Check box to indicate whether the foundation is a private operating foundation described in section Prior 3 years Tax year 2 a Enter the lesser of the adjusted net (a) 2011 (b) 2010 (c) 2009 (d) 2008 (e) Total 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 Complete 3a, b, or c for the alternative test relied upon "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 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.) Information Regarding Foundation Managers: a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).) NONE b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest. NONE Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs: 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: SAN W. ORR, JR., 715.845.9201 PO BOX 65, WAUSAU, WI 544020065 b The form in which applications should be submitted and information and materials they should include: NO REQUIREMENTS REGARDING INFORMATION AND MATERIALS. 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;

NONE

Form 990-PF (2011) Form 990-PF (2011) C/O SAN W. ORR JR., TRUSTEE
Part XV Supplementary Information (continued)

39-1741441 Page 11

3 Grants and Contributions Paid During the Yo	ear or Approved for Future	Payment		
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of	Purpose of grant or contribution	Amount
Name and address (home or business)	or substantial contributor	recipient		
a Paid during the year				
			ACT TOTAL ON	
LEIGH YAWKEY WOODSON ART MUSEUM, INC. 700 12TH STREET		PRIVATE OPERATING	COLLECTION ACQUISITIONS	
WAUSAU, WI 54403		DEERATING	ACQUISTITONS	176,650.
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,				
LEIGH YAWKEY WOODSON ART MUSEUM, INC.		PRIVATE	ADDITION TO MUSEUM	
700 12TH STREET		OPERATING .		
WAUSAU, WI 54403				500,000.
				
Total		- 	▶ 3a	676,650.
b Approved for future payment				
NONE				
				<u></u>
Tota!			▶ 3b	0.

Form 990-PF (2011)

Part XVI-A

C/O SAN W. ORR JR., TRUSTEE

Analysis of Income-Producing Activities

39-1741441 Page 12

nter gross amounts unless otherwise indicated.	Unrelated	business income		ed by section 512, 513, or 514	(e)
Program service revenue:	(a) Business code	(b) Amount	(C) Exclu- sion code	(d) Amount	Related or exempt function income
·	Code		1000		
a					
		•			
•					
				······································	······································
e			†" -		
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash					
investments			14	40,303.	
4 Dividends and interest from securities			14	40,303. 254,438.	· · · · · · · · · · · · · · · · · · ·
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	210,272.	
9 Net income or (loss) from special events				_	
O Gross profit or (loss) from sales of inventory					
1 Other revenue:					
a					
b					
C			<u> </u>		
d			ļļ.		
e					
2 Subtotal. Add columns (b), (d), and (e)		0.	l l	505,013.	0.
3 Total. Add line 12, columns (b), (d), and (e)				13	505,013.
See worksheet in line 13 instructions to verify calculations.)					
Part XVI-B Relationship of Activities to	o the Accor	nplishment of Ex	cempt	Purposes	
Explain below how each activity for which incor			contribu	ited importantly to the accomp	lishment of
the foundation's exempt purposes (other than	by providing func	is for such purposes).			
					
	,				
					
					
					
		<u> </u>			· · · · · · · · · · · · · · · · · · ·
		······································			
				 -	
			-		
		·			
					
					
					
23621					5 000 DE (00.41)

Form 990-PF (2011) C/O SAN W. ORR JR., TRUSTEE 39-1741441 Page 13 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable **Exempt Organizations** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of Yes No 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) (2) Purchases of assets from a noncharitable exempt organization 1b(2) (3) Rental of facilities, equipment, or other assets X 1b(3) (4) Reimbursement arrangements 1b(4) (5) Loans or loan quarantees 1b(5) (6) Performance of services or membership or fundraising solicitations X 1b(6) c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 1c 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. (b) Amount involved (c) Name of noncharitable exempt organization (a) Line no (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 X No in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? __ Yes b If "Yes," complete the following schedule. (a) Name of organization (b) Type of organization (c) Description of relationship N/A have gixamined this return, including accompanying schedules and statements, and to the best of my knowledge Under penalties of perjugy, I declare that May the IRS discuss this aration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge return with the prepare Sign Here X Yes Managina Signature of officer of trustee Title Print/Type preparer's name Preparer's signature Check I PTIN Date self-employed Paid MARY A. COATES, CPAMARY A. COATES, C 09/04/12 P00134220

Firm's EIN $\triangleright 39 - 0758449$

Phone no.

Preparer

Use Only

Firm's name ► WIPFLI LLP

Firm's address ▶ PO BOX 8010

WAUSAU, WI 54402-8010

39-1741441 C/O SAN W. ORR JR., TRUSTEE PAGE OF Part IV Capital Gains and Losses for Tax on Investment Income (b) How acquired (c) Date acquired (a) List and describe the kind(s) of property sold, e.g., real estate, (d) Date sold (mo., day, yr.) 2-story brick warehouse; or common stock, 200 shs MLC Co. D - Donation (mo., day, yr.) 08/30/1008/30/11 1a HEWLETT PACKARD P P 12/21/7311/16/11 b BANK OF MONTREAL P 01/15/1004/13/12 c CHEVRON d CHEVRON P |01/15/10|11/28/11 P 02/29/8806/20/12 <u>e FIS</u> fFIS P 02/29/88|12/08/11 P 02/26/09|11/22/11 g PHILLIP MORRIS 03/03/0009/01/11 h MARSHALL & ILSLEY P P 02/29/8811/29/11 BANK OF MONTREAL P |03/18/09|08/19/11 | HEWLETT PACKARD k WAUSAU PAPER P 08/10/5006/29/12 P 08/10/5011/30/11 | WAUSAU PAPER m n 0 (f) Depreciation allowed (g) Cost or other basis (h) Gain or (loss) (e) Gross sales price plus expense of sale (e) plus (f) minus (g) (or allowable) 155,505. 98,678. -56,827. a 55,210. 437. 54,773. b 78,490. 23,150. 101,640. C 191,061. 156,980. 34,081. 196,531. 32,319. 228,850. е 13,851. 76,503. 62,652. 72,080. 35,258. 36,822. -2,500.252,500. 250,000. h 316,694. 360,538. -43,844. $\overline{116}, 156.$ 94,093. -22,063. 121,823. 134,012. -12,189. k 197,401. 257,715. -60,314.m n 0 Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (I) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), (j) Adjusted basis (k) Excess of col. (ı) (i) F.M.V. as of 12/31/69 but not less than "-0-") as of 12/31/69 over col. (1), if any -56,827. 54,773. b 23,150. C 34,081. d <u> 196,531.</u> 62,652. 36,822. g -2,500.h -43,844. -22,063.-12,189. -60,314.m n 0 { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 } 2 Capital gain net income or (net capital loss) 2 210,272. 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 N/A

CONTINUATION FOR 990-PF, PART IV

JOHN AND ALICE FORESTER CHARITABLE TRUST

John and Alice Forester Charitable Trust Page 6, Part VII B, line 5c, Required Statement

EIN: 39-1741441 Form 990-PF 07/01/11 thru 06/30/12 Page 1 of 2



Krause, Howard & Company, S. C. certified public accountants

RICHARD W YAEGER, CPA THOMAS R. GELHAR, CPA

Independent Accountant's Report on Applying Agreed-Upon Procedures

Mr. San W. Orr, Jr., Managing Trustee John and Alice Forester Charitable Trust PO Box 65 Wausau WI 54402-0065

We, as your authorized representatives, with the permission of the Board of Directors of The Leigh Yawkey Woodson Art Museum, Inc. have performed the procedures enumerated below, which were agreed to by you, solely to assist you with respect to expenditure of grants from the John and Alice Forester Charitable Trust to The Leigh Yawkey Woodson Art Museum, Inc. year ended June 30, 2012. This engagement to apply agreed-upon procedures was performed in accordance with standards established by the American Institute of Certified Public Accountants. The sufficiency of the procedures is solely the responsibility of the specified users of the report. Consequently, we make no representation regarding the sufficiency of the procedures described below either for the purpose for which this report has been requested or for any other purpose.

1. The Leigh Yawkey Woodson Art Museum, Inc. has recorded grants received from the John and Alice Forester Charitable Trust as stated below. We traced the receipt of these grants to bank deposits. We scanned the bank accounts to verify that all grants were recorded and no exceptions were found. We examined the check vouchers to substantiate the expenditures made from these grants. We observed the existence of the collection acquisitions funded from these grants. We compared the Museum's financial statements to its budget and its prior fiscal year's financial statements. No material variances or exceptions were found as a result of these comparisons. We examined that all check disbursements required two signatures.

<u>Date</u>	Purpose of Grant	<u>Amount</u>
9/23/11 6/1/12 9/28/11	Collection acquisitions Collection acquisitions Construction of addition to Museum	\$ 25,650.00 151,000.00 500,000.00
Total grant	s received for year ended 6/30/12	\$ 676.650.00

2. No portion of the \$151,000.00 grant received on 6/1/12 was expended during the fiscal year ending June 30, 2012. The \$25,650.00 grant received on 9/23/11 was expended in full during the year ended June 30, 2012, for the stated purpose. Of the \$500,000 00 grant received on 9/28/11, \$250,000.00 was expended during the fiscal year ending June 30, 2012, for the stated purpose, leaving an unexpended balance of \$250,000.00 at June 30, 2012.

John and Alice Forester Charitable Trust Page 6, Part VII-B, line 5c, Required Statement EIN: 39-1741441 Form 990-PF 07/01/11 thru 06/30/12 Page 2 of 2

Mr. San W Orr, Ji, Managing Trustee John and Alice Forester Charitable Trust Page Two

- 3. No portion of the \$493,000.00 grant received on June 7, 2011 was expended during the fiscal year ending June 30, 2012, leaving a \$493,000.00 balance at June 30, 2012.
- 4. For the \$55,000.00 grant received on 6/16/09, \$496.98 was expended during the fiscal year ending June 30, 2012 and \$54,503.02 was expended in prior fiscal years, leaving a \$0 balance at June 30, 2012.
- 5. For the \$200,500.00 grant received on 6/7/10, \$20,503.02 was expended during the fiscal year ending June 30, 2012, leaving a \$179,996.98 balance at June 30, 2012.
- 6. A report was submitted to you within 120 days after the close of the fiscal year within which the grants for the year ended June 30, 2012 were received and within which \$296,650 00 was expended.
- 7. Based on our tests and verification, it is our opinion that no part of the grants listed above were used:
 - a) To carry on propaganda or otherwise to attempt to influence legislation of the United States or its political subdivisions;
 - b) To influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive;
 - c) To make any grant which does not comply with the requirement of Section 4945(d)(3) or (4) of the Internal Revenue Code and regulations issued thereunder, or
 - d) To undertake any activity other than exclusively for religious, charitable, scientific, literary or educational purposes.

We were not engaged to, and did not perform an audit, the objective of which would be the expression of an opinion on the specified elements, accounts, or items. Accordingly, we do not express such an opinion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the use of the John and Alice Forester Charitable Trust and should not be used by those who have not agreed to the procedures and taken responsibility for the sufficiency of the procedures for their purposes.

Krause, Howard & Company, S.C.

August 16, 2012

FORM 990-PF INTEREST ON SAVI	NGS A	ND TEM	PORARY C	ASH	INVESTMENTS	STATEMENT	1
SOURCE						AMOUNT	
INTEREST INCOME					,	40,3	03.
TOTAL TO FORM 990-PF, PART I,	LINE	3, CO	LUMN A			40,3	03.
FORM 990-PF DIVIDEND	S AND	INTER	EST FROM	SEC	URITIES	STATEMENT	2
SOURCE		GROSS	AMOUNT		PITAL GAINS DIVIDENDS	COLUMN (A AMOUNT)
 DIVIDENDS	-		254,438.		0.	254,4	38.
TOTAL TO FM 990-PF, PART I, I	n 4		254,438.		0.	254,4	38.
FORM 990-PF	0'	THER I	NCOME			STATEMENT	3
DESCRIPTION			(A) REVENUE PER BOOK		(B) NET INVEST- MENT INCOME		
RECORDED IN BOOK DIV		-		0.	-10,687	•	
TOTAL TO FORM 990-PF, PART I,	LINE	11		0.	-10,687	•	
FORM 990-PF	AC	COUNTI	NG FEES			STATEMENT	4
DESCRIPTION	EXPE	A) NSES BOOKS	(B) NET INV MENT IN	EST-			
AUDIT & TAX PREP FEES		2,340.		0	•	2,3	40.
TO FORM 990-PF, PG 1, LN 16B		2,340.		0	•	2,3	<u></u>

INVESTMENT SERVICE FEES 76,908. 76,908. 0.000	FORM 990-PF (OTHER PROFES	SIONAL FE	ES		STATEMENT	5
MANAGEMENT FEES 21,696. 21,696. 0. TO FORM 990-PF, PG 1, LN 16C 98,604. 98,604. 0. FORM 990-PF TAXES STATEMENT 6 (A) (B) (C) ADJUSTED CHARTTABLE PURPOSES NET INVEST-PER BOOKS MENT INCOME PURPOSES NET INVEST-FOREIGN TAX 6,168. 6,168. 0. TO FORM 990-PF, PG 1, LN 18 9,843. 6,168. 0. FORM 990-PF CORPORATE STOCK STATEMENT 7 DESCRIPTION BOOKS STATEMENT 7 DESCRIPTION BOOK VALUE FAIR MARKET VALUE STOCKS OF DOMESTIC AND FOREIGN CORPORATIONS-STMT 8,212,683. 10,161,840. TOTAL TO FORM 990-PF, PART II, LINE 10B 8,212,683. 10,161,840. FORM 990-PF CORPORATE BONDS STATEMENT 8 DESCRIPTION BOOK VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF, PART II, LINE 10B 8,212,683. 10,161,840. FORM 990-PF CORPORATE BONDS STATEMENT 8 DESCRIPTION BOOK VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF, PART II, LINE 10B 18,212,683. 10,161,840. FORM 990-PF CORPORATE BONDS STATEMENT 8 DESCRIPTION BOOK VALUE FAIR MARKET VALUE TOTAL TO FORM 990-PF, PART II, LINE 10B 135,375. 150,977. SUNOCO INC NOTES 150,977. 240,000. 231,252.	DESCRIPTION	EXPENSES	NET INVE		ADJUSTED	CHARITAI	
FORM 990-PF TAXES STATEMENT 6 (A)	INVESTMENT SERVICE FEES MANAGEMENT FEES						0.
CA	TO FORM 990-PF, PG 1, LN 16C	98,604.	98,	604.			0.
EXPENSES NET INVEST ADJUSTED CHARITABLE	FORM 990-PF	TAX	ES			STATEMENT	6
### FOREIGN TAX	DESCRIPTION	EXPENSES	NET INVE		ADJUSTED	CHARITAI	
FORM 990-PF CORPORATE STOCK STATEMENT 7 DESCRIPTION BOOK VALUE VALUE STOCKS OF DOMESTIC AND FOREIGN CORPORATIONS-STMT 8,212,683. 10,161,840. TOTAL TO FORM 990-PF, PART II, LINE 10B 8,212,683. 10,161,840. FORM 990-PF CORPORATE BONDS STATEMENT 8 DESCRIPTION BOOK VALUE FAIR MARKET VALUE MARSHALL & ILSLEY 135,375. 150,977. SUNOCO INC NOTES 240,000. 231,252.	EXCISE TAX FOREIGN TAX		6,				0.
DESCRIPTION BOOK VALUE FAIR MARKET VALUE STOCKS OF DOMESTIC AND FOREIGN CORPORATIONS-STMT TOTAL TO FORM 990-PF, PART II, LINE 10B CORPORATE BONDS STATEMENT BOOK VALUE FAIR MARKET 10,161,840. FAIR MARKET VALUE FAIR MARKET VALUE MARSHALL & ILSLEY SUNOCO INC NOTES FAIR MARKET VALUE 240,000. 231,252.	TO FORM 990-PF, PG 1, LN 18	9,843.	6,	168.			0.
DESCRIPTION STOCKS OF DOMESTIC AND FOREIGN CORPORATIONS-STMT 8,212,683. 10,161,840. TOTAL TO FORM 990-PF, PART II, LINE 10B 8,212,683. 10,161,840. FORM 990-PF CORPORATE BONDS STATEMENT 8 DESCRIPTION MARSHALL & ILSLEY SUNOCO INC NOTES BOOK VALUE VALUE VALUE 135,375. 150,977. 240,000. 231,252.	FORM 990-PF	CORPORAT	E STOCK			STATEMENT	7
TOTAL TO FORM 990-PF, PART II, LINE 10B 8,212,683. 10,161,840. FORM 990-PF CORPORATE BONDS STATEMENT 8 DESCRIPTION BOOK VALUE FAIR MARKET VALUE MARSHALL & ILSLEY 135,375. 150,977. 240,000. 231,252.	DESCRIPTION			вос	K VALUE		ľ
FORM 990-PF CORPORATE BONDS STATEMENT 8 DESCRIPTION BOOK VALUE MARSHALL & ILSLEY SUNOCO INC NOTES CORPORATE BONDS BOOK VALUE 135,375. 150,977. 240,000. 231,252.	STOCKS OF DOMESTIC AND FOREIG	GN CORPORATI	ONS-STMT	8	,212,683.	10,161,8	10.
DESCRIPTION BOOK VALUE MARSHALL & ILSLEY SUNOCO INC NOTES FAIR MARKET VALUE 135,375. 150,977. 240,000. 231,252.	TOTAL TO FORM 990-PF, PART I	I, LINE 10B	:	8	,212,683.	10,161,84	10.
DESCRIPTION BOOK VALUE MARSHALL & ILSLEY 135,375. 150,977. SUNOCO INC NOTES 240,000. 231,252.	FORM 990-PF	CORPORAT	E BONDS	·		STATEMENT	8
SUNOCO INC NOTES 240,000. 231,252.	DESCRIPTION			вос	K VALUE		r
	MARSHALL & ILSLEY SUNOCO INC NOTES		•			=	
		I, LINE 10C			 .		

EIN: 39-1741441

Common Stock	Shares	Book Value	Price/Share	Market Value
BHP Billiton LTD	3,000	169,875.00	65.30	195,900.00
Blackrock Debt Strategies	23,024	95,095.71	4.12	•
Bank of Montreal	11,000	607,860.00	55.26	•
Calpine Corp	15,000	256,299.98		·
Chevron Corp	4000	303,616.80		
Chicago Bridge & Iron	8,000	56,337.60		303,680.00
Devon Energy	4,500	233,389.25	57.99	260,955.00
Emerson Electric Co	6,000	256,641.60	46.58	279,480.00
Enterprise Prods Partners	5,000	125,400.00	51.24	256,200.00
Exxon/Mobil	5,000	379,542.50	85.57	427,850.00
Fidelity Nat'l Information Ser	15,000	69,255.00	34.08	511,200.00
Freeport McMoran Cop & Gold	9,000	376,131.60	34.07	306,630.00
Harford Floaters Rate	50,000	434,000.00	8.79	439,500.00
Intel Corp	20,000	429,345.00	26.65	533,000.00
L3 Communications	1,500	104,565.75	74.01	111,015.00
Lockheed Martin Corp	5,500	419,047.35	87.08	478,940.00
MDC Holdings	9,000	254,724.60	32.67	294,030.00
MDU Resources Group	11,299	60,121.84	21.61	244,171.39
Monsanto Company	4,000	291,313.00	82.78	331,120.00
Oracle Corp	19000	440,617.30	29.70	564,300.00
Phillip Morris Int'l	5,000	215,383.30	87.26	436,300.00
Schien (Henry) Inc	5,000	278,005.30	78.49	392,450.00
Transocean LTD Switzerland	8,000	391,614.00	44.73	357,840.00
United Health Group Inc	5,000	262,885.00	58.50	292,500 00
United Technologies	5,000	375,030.00	75.53	377,650.00
Veeco Instruments Inc	6000	222,254.80	34.36	206,160.00
Walmart Stores	7000	362,092.00	69.72	488,040.00
Wausau Paper Corp.	72,000	742,238.12	9.73	700,560.00
Total	,	8,212,682.40		10,161,84