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Form **990-PF**

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

OMB No 1545-0052

2011Department of the Treasury
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **10/01/11**, and ending **09/30/12**

Name of foundation FRANK G. & FRIEDA K. BROTZ FAMILY FOUNDATION, INC.		A Employer identification number 39-6060552
Number and street (or P O box number if mail is not delivered to street address) 3518 LAKESHORE ROAD		B Telephone number (see instructions) 920-458-2121
City or town, state, and ZIP code SHEBOYGAN WI 53083		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 ☐ 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 ☒ 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) \$ 22,624,146	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I

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

	(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 (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,123	1,123		
4 Dividends and interest from securities	561,759	561,759		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10 STMT 1	1,950,728			
b Gross sales price for all assets on line 6a 14,895,232				
7 Capital gain net income (from Part IV, line 2)		1,950,728		
8 Net short-term capital gain			0	
9 Income modifications				
10a Gross sales less returns & allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	2,513,610	2,513,610	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) STMT 2	31,725	31,725		
17 Interest				
18 Taxes (attach schedule) (see instructions)				
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (att sch) STMT 3	1,834			
24 Total operating and administrative expenses. Add lines 13 through 23	33,559	31,725	0	0
25 Contributions, gifts, grants paid	1,643,800			1,643,800
26 Total expenses and disbursements. Add lines 24 and 25	1,677,359	31,725	0	1,643,800
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	836,251			
b Net investment income (if negative, enter -0-)		2,481,885		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	1,650,294	3,968,236	3,968,236
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	0		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule) SEE STATEMENT 4	18,690,735	17,209,044	18,655,910
	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch.) ▶			
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	20,341,029	21,177,280	22,624,146	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	20,341,029	21,177,280	
	30 Total net assets or fund balances (see instructions)	20,341,029	21,177,280	
31 Total liabilities and net assets/fund balances (see instructions)	20,341,029	21,177,280		

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	20,341,029
2 Enter amount from Part I, line 27a	2	836,251
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	21,177,280
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	21,177,280

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 SEE STATEMENT 1				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
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				
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	1,950,728
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,926,973	21,976,912	0.087682
2009	1,623,637	20,915,852	0.077627
2008	1,340,034	18,453,101	0.072618
2007	1,509,354	24,382,147	0.061904
2006	1,349,874	25,507,214	0.052921
2 Total of line 1, column (d)			2 0.352752
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.070550
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 21,369,554
5 Multiply line 4 by line 3			5 1,507,622
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 24,819
7 Add lines 5 and 6			7 1,532,441
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 1,643,800

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 ☒ and enter 1% of Part I, line 27b	1	24,819
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	24,819
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	24,819
6	Credits/Payments.		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	30,611
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	30,611
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,792
11	Enter the amount of line 10 to be Credited to 2012 estimated tax 5,792 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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► FOUNDATION SECRETARY 3518 LAKESHORE ROAD Located at ► SHEBOYGAN	Telephone no ► 920-458-2121 WI ZIP+4 ► 53083		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15		
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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?	N/A	1c
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years ► 20 , 20 , 20 , 20	☐ Yes ☒ No	
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	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 ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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

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)? (see instructions) ☐ 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** ☒

If "Yes" to 6b, file Form 8870

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STUART W BROTZ 3518 LAKESHORE ROAD SHEBOYGAN WI 53083	PRESIDENT 5.00	0	0	0
JESSE R BROTZ 3518 LAKESHORE ROAD SHEBOYGAN WI 53083	SECRETARY 2.00	0	0	0
ADAM T BROTZ 3518 LAKESHORE ROAD SHEBOYGAN WI 53083	TRUSTEE 2.00	0	0	0
ROLAND M NEUMANN 607 N 8TH STREET SHEBOYGAN WI 53081	TRUSTEE 1.00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

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

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	18,966,064
b	Average of monthly cash balances	1b	2,728,915
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	21,694,979
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	21,694,979
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	325,425
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,369,554
6	Minimum investment return. Enter 5% of line 5	6	1,068,478

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	1,068,478
2a	Tax on investment income for 2011 from Part VI, line 5	2a	24,819
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	24,819
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,043,659
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,043,659
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,043,659

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,643,800
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,643,800
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	24,819
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,618,981

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				1,043,659
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011				
a From 2006				103,913
b From 2007				327,115
c From 2008				426,811
d From 2009				604,330
e From 2010				887,059
f Total of lines 3a through e	2,349,228			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,643,800				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				1,043,659
e Remaining amount distributed out of corpus	600,141			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,949,369			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions				
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) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	103,913			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,845,456			
10 Analysis of line 9				
a Excess from 2007				327,115
b Excess from 2008				426,811
c Excess from 2009				604,330
d Excess from 2010				887,059
e Excess from 2011				600,141

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

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

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))
N/A

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
N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed
SEE STATEMENT 6

b The form in which applications should be submitted and information and materials they should include
SEE STATEMENT 6

c Any submission deadlines
SEE STATEMENT 6

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
SEE STATEMENT 6

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year GRANTS PAID SEE STATEMENT 5				1,643,800
Total			▶ 3a	1,643,800
b Approved for future payment N/A				
Total			▶ 3b	

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

- 1** Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
 - a** Transfers from the reporting foundation to a noncharitable exempt organization of:
 - (1) Cash
 - (2) Other assets
 - b** Other transactions:
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c** Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

[illegible]

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

- b If "Yes," complete the following schedule**

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

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

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

**Sign
Here**


Signature of officer or trustee

7-31-13
Date

PRESIDENT
Title

Paid
Preparer
Use Only

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

Firm's name ▶

PTIN

Firm's address ▶

Firm's EIN ▶

Phone no

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received	Whom Sold	Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
49277.51SH MAINSTAY S&P 500 INDEX			PURCHASE		VARIOUS
10/07/11	\$ 1,330,000	\$ 1,050,601	\$	\$	279,399
16661.113SH MAINSTAY S&P 500 INDEX			PURCHASE		VARIOUS
10/27/11	500,000	355,217			144,783
31847.134SH MAINSTAY S&P 500 INDEX			PURCHASE		VARIOUS
11/08/11	950,000	678,984			271,016
6540.448SH MAINSTAY S&P 500 INDEX			PURCHASE		VARIOUS
12/07/11	190,000	139,443			50,557
27882.96SH MAINSTAY S&P 500 INDEX			PURCHASE		VARIOUS
12/07/11	810,000	594,469			215,531
32892.506SH MAINSTAY S&P 500 INDEX			PURCHASE		VARIOUS
1/06/12	970,000	708,472			261,528
17673.109SH MAINSTAY S&P 500 INDEX			PURCHASE		VARIOUS
2/06/12	548,573	380,661			167,912
3445.306SH MAINSTAY INDEXED BOND			PURCHASE		VARIOUS
10/07/11	40,000	38,563			1,437
74074.074SH MAINSTAY INDEXED BOND			PURCHASE		VARIOUS
10/07/11	860,000	829,104			30,896
68434.559SH MAINSTAY INDEXED BOND			PURCHASE		VARIOUS
11/08/11	800,000	766,056			33,944
8400.286SH MAINSTAY INDEXED BOND			PURCHASE		VARIOUS
12/07/11	98,115	94,043			4,072
11648.746SH MAINSTAY HIGH YIELD CORP			PURCHASE		VARIOUS
10/07/11	65,000	69,323			-4,323
51457.976SH MAINSTAY HIGH YIELD CORP			PURCHASE		VARIOUS
11/08/11	300,000	306,196			-6,196
32040.472SH MAINSTAY HIGH YIELD CORP			PURCHASE		VARIOUS
4/02/12	190,000	190,029			-29
65359.477SH MAINSTAY HIGH YIELD			PURCHASE		VARIOUS
9/14/12	400,000	387,673			12,327
4347.826SH VANGUARD TIPS			PURCHASE		VARIOUS
10/07/11	120,000	109,283			10,717
17562.346SH VANGUARD TIPS			PURCHASE		VARIOUS
5/08/12	500,000	451,588			48,412
3093.847SH VANGUARD TIPS			PURCHASE		VARIOUS
6/01/12	90,000	79,553			10,447
2000SH VANGUARD EMERGING MARKETS			PURCHASE		VARIOUS
10/27/11	87,461	99,078			-11,617
6650SH VANGUARD EMERGING MARKETS			PURCHASE		VARIOUS
3/15/12	289,940	329,434			-39,494
2000SH VANGUARD EMERGING MARKETS			PURCHASE		VARIOUS
4/05/12	88,160	89,422			-1,262
500SH VANGUARD EUROPE			PURCHASE		VARIOUS
10/27/12	24,435	26,829			-2,394
2300SH VANGUARD EUROPE			PURCHASE		VARIOUS
8/08/12	101,528	123,412			-21,884
2100SH VANGUARD EUROPE			PURCHASE		VARIOUS
9/07/11	91,923	91,923			
2100SH VANGUARD PACIFIC			PURCHASE		VARIOUS
11/01/11	113,410	120,677			-7,267
4300SH VANGUARD PACIFIC			PURCHASE		VARIOUS
2/09/12	221,020	247,101			-26,081

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received	Whom Sold	Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1400SH VANGUARD GROWTH			PURCHASE		VARIOUS
10/13/11 \$	80,987 \$	93,476 \$			-12,489
2800SH VANGUARD GROWTH			PURCHASE		VARIOUS
10/27/11	178,837	186,952			-8,115
13500SH VANGUARD GROWTH			PURCHASE		VARIOUS
1/06/12	846,833	869,897			-23,064
1000SH VANGUARD GROWTH			PURCHASE		VARIOUS
4/05/12	71,790	59,315			12,475
5600SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
10/27/11	329,571	307,320			22,251
3250SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
3/20/12	210,113	178,355			31,758
1900SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
4/05/12	123,674	104,269			19,405
3500SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
6/19/12	217,550	192,075			25,475
1500SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
9/07/12	98,625	82,320			16,305
1500SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
9/13/12	100,500	82,320			18,180
3000SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
9/19/12	202,031	164,669			37,362
3000SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
9/19/12	202,117	164,829			37,288
3000SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
9/19/12	201,741	164,829			36,912
3000SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
9/19/12	201,188	164,829			36,359
3000SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
9/21/12	200,747	164,829			35,918
2400SH VANGUARD TOTAL BOND			PURCHASE		VARIOUS
5/23/12	201,960	200,875			1,085
1300SH VANGUARD TOTAL BOND			PURCHASE		VARIOUS
6/01/12	109,983	108,004			1,979
2500SH VANGUARD TOTAL BOND			PURCHASE		VARIOUS
9/21/12	211,382	210,048			1,334
600SH VANGUARD VALUE			PURCHASE		VARIOUS
4/05/12	34,908	31,942			2,966
600SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
10/13/11	38,021	37,821			200
1600SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
10/27/11	117,022	100,855			16,167
2100SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
11/08/11	151,266	132,372			18,894
3600SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
2/09/12	280,721	226,924			53,797
1300SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
4/02/12	103,441	83,688			19,753
700SH VANGUARD MID CAP			PURCHASE		VARIOUS
10/13/11	46,872	42,567			4,305
1800SH VANGUARD MID CAP			PURCHASE		VARIOUS
10/27/11	136,332	109,458			26,874

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received	Whom Sold	Date Acquired
Date Sold	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
1700SH VANGUARD MID CAP			PURCHASE		VARIOUS
11/08/11 \$	127,344 \$	121,859 \$		\$	5,485
2100SH VANGUARD MID CAP			PURCHASE		VARIOUS
4/05/12	172,851	127,701			45,150
1200SH VANGUARD MID CAP			PURCHASE		VARIOUS
9/19/12	100,656	72,972			27,684
VANGUARD TIPS			PURCHASE		VARIOUS
VARIOUS	2,786				2,786
VANGUARD TOTAL BOND			PURCHASE		VARIOUS
VARIOUS	6,868				6,868
VANGUARD TOTAL BOND			PURCHASE		VARIOUS
VARIOUS	4,442				4,442
VANGUARD TOTAL BOND			PURCHASE		VARIOUS
VARIOUS	1,254				1,254
VANGUARD TOTAL BOND			PURCHASE		VARIOUS
VARIOUS	1,254				1,254
TOTAL	\$ 14,895,232	\$ 12,944,504	\$ 0	\$ 0	\$ 1,950,728

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description		Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES NYLIM		\$ 31,725	\$ 31,725	\$	\$
TOTAL		\$ 31,725	\$ 31,725	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description		Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES		\$	\$	\$	\$
FEES AND MISCELLANEOUS		1,834			
TOTAL		\$ 1,834	\$ 0	\$ 0	\$ 0

Federal Statements

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MAINSTAY INDEXED BOND FUND	\$ 1,725,622	\$		\$
MAINSTAY HIGH YIELD CORP BD FUND	2,101,238	1,473,536		1,507,760
VANGUARD TOTAL BOND MARKET ETF	527,297	2,894,080		2,956,267
MAINSTAY S&P 500 INDEX FUND	3,982,628			
VANGUARD TOTAL INTL STOCK FUND				
VANGUARD EUROPE ETF	262,485			
VANGUARD PACIFIC ETF	1,054,880	937,723		869,825
VANGUARD EMERGING MARKETS ETF	711,710	902,599		914,257
VANGUARD SMALL CAP ETF	1,053,566	1,126,116		1,299,359
VANGUARD MID CAP ETF	1,170,112	1,033,386		1,133,470
VANGUARD LARGE CAP ETF	2,164,773	4,292,571		4,942,390
VANGUARD GROWTH ETF	1,826,664	791,250		923,970
VANGUARD VALUE ETF		837,377		922,266
VANGUARD SHORT TERM CORP		843,718		843,465
VANGUARD INFLATION PROTECTED SEC	2,109,760	2,076,688		2,342,881
TOTAL	\$ 18,690,735	\$ 17,209,044		\$ 18,655,910

Frank G. & Frieda K. Brotz Family Foundation, Inc.

Grants made FYE 9/30/2012

NAME	Address	AMOUNT	DATE	PURPOSE
Above & Beyond Children's Museum	Sheboygan, WI 53081	\$10,000.00	5/10/2012	Continued support
Archdiocese of Milwaukee	Milwaukee, WI 53201	\$100,000.00	10/11/2011	Pledge 4 of 5 - Faith in Our Future Campaign
Aviation Heritage Center of Sheboygan	Sheboygan Falls, WI 53085	\$10,000.00	5/10/2012	2012 Fall Semester
Big Brothers & Big Sisters	Sheboygan, WI 53081	\$10,000.00	12/1/2011	Continued support
Bookworm Gardens	Sheboygan, WI 53081	\$50,000.00	10/11/2011	Pledge 3 of 3 - The Magic Treehouse
Boys & Girls Club of Sheb. Cty.	Sheboygan Falls, WI 53085	\$10,000.00	12/1/2011	Continued support
Camp Anokijig	Plymouth, WI 53074	\$10,000.00	5/10/2012	Purchase 6 permanent platform tents
Camp Evergreen Corporation	Sheboygan, WI 53081	\$5,000.00	5/10/2012	Continued support
Catholic Charities of Sheboygan	Milwaukee, WI 53201	\$25,000.00	12/14/2011	Pledge 4 of 4 - Support programs for Sheb. Cty.
Catholic Stewardship Appeal	Milwaukee, WI 53201	\$25,000.00	12/14/2011	Continued support
Children's Hospital Foundation	Milwaukee, WI 53201	\$10,000.00	9/26/2012	2012 Louie's Lucky 14th Regatta
Children's Hospital Foundation	Milwaukee, WI 53201	\$50,000.00	12/14/2011	Pledge 6 of 7 - Brotz Chapel
Christ Child Academy	Sheboygan, WI 53081	\$6,700.00	9/13/2012	Purchase interactive "Responders" for classrooms
Circle of Friends	Kohler, WI 53044	\$10,000.00	5/10/2012	Continued support
Concordia University Wisconsin	Mequon, WI 53097	\$25,000.00	10/11/2011	Pledge 2 of 4 - new School of Pharmacy
DISMAS	Milwaukee, WI 53201	\$500.00	5/10/2012	Continued support
Edgewood College	Madison, WI 53711	\$10,000.00	12/1/2011	Support annual scholarships
Foundation for Religious Retirement	St. Francis, WI 53235	\$1,000.00	9/13/2012	Continued support
Friends of St. Nicholas Hospital	Sheboygan, WI 53081	\$2,500.00	11/30/2011	St. Nicholas Eve charity care
Friends of St. Nicholas Hospital	Sheboygan, WI 53081	\$50,000.00	10/11/2011	Pledge 2 of 2 - Updates to Genesis Center
Froedtert Hospital Foundation, Inc	Milwaukee, WI 53201	\$15,000.00	10/11/2011	Pledge 2 of 5 - Rehab Transportation Services
Great Lakes Spaceport Ed. Fdn., Inc.	Sheboygan, WI 53081	\$10,000.00	4/13/2012	2012 Rockets for Schools Program
Great Marriages for Sheboygan County	Sheboygan, WI 53081	\$30,000.00	10/21/2011	Pledge 2 of 4 - Marriage Education Center
John Michael Kohler Arts Center	Sheboygan, WI 53081	\$50,000.00	10/27/2011	Pledge 1 of 5 - Annual gift
Junior Achievement	Sheboygan, WI 53081	\$500.00	9/13/2012	Continued support
K2 Adventures Foundation	Scottsdale, AZ 85250	\$10,000.00	5/10/2012	Continued support
Lakeland College	Sheboygan, WI 53081	\$19,000.00	6/4/2012	2013 Movers & Shakers Gala and Scholarships
Lakeland College	Sheboygan, WI 53081	\$25,000.00	5/15/2012	2012 Movers & Shakers Gala
Lakeland College	Sheboygan, WI 53081	\$100,000.00	10/11/2011	Pledge 3 of 5 - Sesquicentennial Campaign
Lakeland College	Sheboygan, WI 53081	\$25,000.00	10/11/2011	Movers & Shakers Gala dinner sponsorship
Lakeshore Chorale	Sheboygan Falls, WI 53085	\$1,000.00	12/1/2011	Continued support
Making Spirits Bright	Sheboygan, WI 53081	\$5,000.00	6/21/2012	2012 Holiday Lights Display in Sheboygan
Marquette University Law School	Milwaukee, WI 53201	\$100,000.00	10/11/2011	Pledge 4 of 5 - New Law School Facility
Meals on Wheels of Sheb. Cty.	Sheboygan, WI 53081	\$10,000.00	12/1/2011	Continued support
Medical College of Wisconsin, Inc.	Milwaukee, WI 53201	\$25,000.00	10/11/2011	Pledge 3 of 5 - Annual Fund for Excellence
Milestones Adult Family Home, Inc.	Sheboygan, WI 53081	\$37,500.00	6/4/2012	Cover 1st 3 months operating costs
Milwaukee School of Engineering	Milwaukee, WI 53201	\$10,000.00	4/25/2012	2011-2012 Annual Scholarship Fund
Muscular Dystrophy Association	Green Bay, WI 54304	\$1,600.00	12/1/2011	Summer Camp
Rainbow Kids	Sheboygan, WI 53081	\$1,000.00	5/10/2012	Continued support

STATEMENT 5

Page 1 of 2

NAME	Address	AMOUNT	DATE	PURPOSE
Rawhide, Inc	New London, WI 54961	\$2,500.00	9/13/2012	Youth Education Program
RCS Empowers, Inc	Sheboygan, WI 53081	\$250,000.00	10/11/2011	Pledge 3 of 5 - Improvements to RCS Campus
Riveredge Nature Center, Inc.	Newburg, WI 53060	\$1,000.00	9/13/2012	Continued support
Roncalli High School	Manitowoc, WI 54220	\$25,000.00	12/1/2011	Transportation services and scholarships
Saint Norbert College	De Pere, WI 54115	\$10,000.00	12/14/2011	Pledge 2 of 5 - Support St Norbert Fund
St. Peter Claver Catholic Church	Sheboygan, WI 53081	\$25,000.00	9/20/2012	Pledge 2 of 4 - Building expansion
The Salvation Army	Sheboygan, WI 53081	\$50,000.00	5/15/2012	Pledge 3 of 3 - New construction & renovation
The Salvation Army	Sheboygan, WI 53081	\$5,000.00	12/1/2011	Continued support
Sharon S. Richardson Hospice	Sheboygan Falls, WI 53085	\$15,000.00	9/5/2012	Dinner Host sponsorship
Sharon S. Richardson Hospice	Sheboygan Falls, WI 53085	\$10,000.00	10/21/2011	Annual Dinner Patient Care Fund Benefit
Sheboygan Area Lutheran High School	Sheboygan, WI 53081	\$25,000.00	5/10/2012	2012 Annual Fund
Sheboygan Area School District	Sheboygan, WI 53081	\$500.00	5/10/2010	2012 Non-Summer School CRD activities
Sheboygan County Aviation Corporation	Sheboygan Falls, WI 53085	\$10,000.00	11/17/2011	Pledge 4 of 6 - Educational Programs
Sheboygan County Historical Research Ctr.	Sheboygan Falls, WI 53085	\$500.00	9/13/2012	2012 Annual Campaign
Sheboygan County Historical Society	Sheboygan, WI 53081	\$25,000.00	10/11/2011	Pledge 4 of 4 - Exhibit Restoration Center
Sheboygan County Humane Society	Sheboygan, WI 53081	\$32,500.00	6/4/2012	Purchase computers, laundry appliances & AC
Sheboygan County Humane Society	Sheboygan, WI 53081	\$1,500.00	12/15/2011	Continued support
Sheboygan County Interfaith Org	Sheboygan, WI 53081	\$10,000.00	5/10/2012	Support Bridgeway & Beyond programs
Sheboygan County Law Enforcement Assn.	Sheboygan, WI 53081	\$2,000.00	9/13/2012	Improvements for fitness center equipment
Sheboygan County YMCA	Sheboygan, WI 53081	\$10,000.00	12/1/2011	2011 Partner With Youth Program
Sheboygan Food Pantry	Sheboygan, WI 53081	\$10,000.00	12/1/2011	Continued support
Sheboygan Service Club	Sheboygan, WI 53081	\$10,000.00	11/17/2011	Matching gift for charity ball live auction
Sheboygan Symphony Orchestra	Sheboygan, WI 53081	\$10,000.00	10/11/2011	Support the 2011-12 concert season
The Sheboygan Theatre Company	Sheboygan, WI 53081	\$1,000.00	12/1/2011	Support the 2011-12 season
Sheboygan Youth Sailing Club, Inc.	Sheboygan, WI 53081	\$25,000.00	2/10/2012	2012 Equipment needs
Silver Lake College	Manitowoc, WI 54220	\$10,000.00	5/10/2012	Annual Fund & Brotz Endowment Fund
Sinsinawa Dominicans	Sinsinawa, WI 53824	\$10,000.00	9/13/2012	Purchase fire detection system
Sinsinawa Dominicans	Sinsinawa, WI 53824	\$10,000.00	10/11/2011	Install generator for the Motherhouse complex
Society of St. Vincent DePaul	Sheboygan, WI 53081	\$25,000.00	5/10/2012	Pledge 2 of 2 - School Tuition Assistance Program
Society of St. Vincent DePaul	Sheboygan, WI 53081	\$7,500.00	12/1/2011	Continued support
Theater for Young Audiences	Sheboygan, WI 53081	\$2,500.00	9/13/2012	Co-sponsor Beauty & the Beast, Jr
UW-Sheboygan Foundation	Sheboygan, WI 53081	\$5,000.00	7/16/2012	Fall 2012 Science Scholarships
UW-Sheboygan Foundation	Sheboygan, WI 53081	\$5,000.00	5/8/2012	Spring 2012 Science Scholarships
Weill Center Foundation	Sheboygan, WI 53081	\$50,000.00	10/11/2011	Pledge 2 of 3 - Support operations & improvements
Wisconsin Medical Society Foundation	Madison, WI 53711	\$1,000.00	12/1/2011	Support the Robert Jason Gore Scholarship Fund
Wisconsin Maritime Museum, Inc	Manitowoc, WI 54220	\$50,000.00	5/15/2012	Pledge 3 of 3 - Operating Challenge
Wisconsin Right to Life (Veritas Society)	Milwaukee, WI 53201	\$5,000.00	9/13/2012	Continued support
TOTAL		\$1,643,800.00		

**FRANK G. & FRIEDA K. BROTZ
FAMILY FOUNDATION, INC.
2011 FORM 990-PF
EIN: 39-6060552**

STATEMENT 6

Page 10, Part XV, Item 2

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

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

*Frank G. & Frieda K. Brotz Family Foundation, Inc.
Attention: Grants Committee
3518 Lakeshore Road
Sheboygan, Wisconsin 53083
Telephone: 920-458-2121*

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

A written letter giving details of the applicant, its purpose, its intended use of any grant, evidence that shows the applicant is qualified under Section 170(c) of the Internal Revenue Code.

- c.) Any submission deadlines:

None, the grants committee of this private foundation meets periodically.

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

This private foundation's grants are made to public supported Section 170(c) Internal Revenue Code qualified organizations; primarily in Wisconsin. No grants to individuals or organizations that require "expenditure responsibility under Treasury Regulations".

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
U.S. BANK CHECKING	\$ 132		14		
U.S. BANK MONEY MARKET	379		14		
MAINSTAY CASH RESERVE	129		14		
VANGUARD MONEY MARKET	483		14		
TOTAL	\$ 1,123				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs (\$ or %)
MAINSTAY S&P 500 INDEX	\$ 41,591		14		
VANGUARD SMALL CAP INDEX	14,098		14		
VANGUARD MID CAP INDEX	16,457		14		
MAINSTAY INDEXED BOND FD	2,144		14		
MAINSTAY HI YLD CORP BOND FD	135,519		14		
VANGUARD TIPS	58,449		14		
VANGUARD GROWTH ETF	14,589		14		
VANGUARD LARGE CAP ETF	105,959		14		
VANGUARD INDEXED BOND	71,645		14		
VANGUARD EUROPE	8,580		14		
VANGUARD PACIFIC	45,604		14		
VANGUARD EMERGING MARKETS	29,586		14		
VANGUARD VALUE	17,538		14		
TOTAL	\$ 561,759				

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension-check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions FRANK G. & FRIEDA K. BROTZ FAMILY FOUNDATION, INC.	Employer identification number (EIN) or ☒ 39-6060552
	Number, street, and room or suite no. If a P O box, see instructions 3518 LAKESHORE ROAD	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SHEBOYGAN WI 53083	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **FOUNDATION SECRETARY**

Telephone No. ► **920-458-2121**FAX No ► **920-451-3805**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **05/15/13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

► ☐ calendar year _____ or► ☒ tax year beginning **10/01/11**, and ending **09/30/12**2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	25,000
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	30,611
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions. FRANK G. & FRIEDA K. BROTZ FAMILY FOUNDATION, INC.	Employer identification number (EIN) or ☒ 39-6060552
	Number, street, and room or suite no. If a P O box, see instructions 3518 LAKESHORE ROAD	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions SHEBOYGAN WI 53083	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ► **FOUNDATION SECRETARY SHEBOYGAN WI 53083**
Telephone No ► **920-458-2121** FAX No ► **920-451-3805**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until **08/15/13**.
- For calendar year _____, or other tax year beginning **10/01/11**, and ending **09/30/12**.
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension
THE FOUNDATION REQUESTS ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	25,136
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	30,611
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	\$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ► *John D. Patten* Title ► *Administrator* Date ► **5-14-13**