



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

2011

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

For calendar year 2011 or tax year beginning **10/01, 2011, and ending** **09/30, 2012**

Name of foundation
DANIEL BADER CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address) Room/suite
777 EAST WISCONSIN AVENUE 3600

City or town, state, and ZIP code
MILWAUKEE, WI 53202-5306

A Employer identification number
39-6516314

B Telephone number (see instructions)
(414) 297-5729

C If exemption application is pending, check here

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

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

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

G Check all that apply

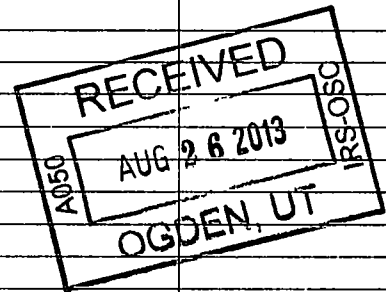
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **19,430,993.**

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

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	2,725,000.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	437,890.	436,537.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	535,018.			
b Gross sales price for all assets on line 6a	2,736,027.			
7 Capital gain net income (from Part IV, line 2)		534,891.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	14,589.	4,863.		
12 Total. Add lines 1 through 11	3,712,497.	976,291.		
13 Compensation of officers, directors, trustees, etc.	86,000.	64,500.		21,500.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)	10,053.	7,540.		2,513.
b Accounting fees (attach schedule)	6,135.			6,135.
c Other professional fees (attach schedule)	92,075.	92,075.		
17 Interest				
18 Taxes (attach schedule) (see instructions)	71,401.	8,302.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings	8,666.			8,666.
22 Printing and publications				
23 Other expenses (attach schedule)	48,911.	47,966.		
24 Total operating and administrative expenses. Add lines 13 through 23	323,241.	220,383.		38,814.
25 Contributions, gifts, grants paid	5,541,284.			5,541,277.
26 Total expenses and disbursements Add lines 24 and 25	5,864,525.	220,383.		5,580,091.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-2,152,028.			
b Net investment income (if negative, enter -0-)		755,908.		
c Adjusted net income (if negative, enter -0-)				



SCANNED AUG 28 2013

Operating and Administrative Expenses

9-18 M

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	142,507.	175,148.	175,148.
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	6,944,339.	6,440,678.	7,135,383.
	c	Investments - corporate bonds (attach schedule)	500,000.	500,000.	499,556.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	11,773,655.	9,867,425.	11,620,906.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	19,360,501.	16,983,251.	19,430,993.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	19,360,501.	16,983,251.		
31	Total liabilities and net assets/fund balances (see instructions)	19,360,501.	16,983,251.		

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)	19,360,501.
2	Enter amount from Part I, line 27a	-2,152,028.
3	Other increases not included in line 2 (itemize) ▶	
4	Add lines 1, 2, and 3	17,208,473.
5	Decreases not included in line 2 (itemize) ▶	225,222.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	16,983,251.

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 PART IV SCHEDULE					
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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
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	535,018.	
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	12,442.	

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	1,285,249.	22,331,279.	0.057554
2009	5,051,526.	20,454,456.	0.246965
2008	5,250,595.	19,140,961.	0.274312
2007	1,642,669.	30,726,449.	0.053461
2006	8,236,919.	33,777,407.	0.243859
2 Total of line 1, column (d)			0.876151
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			0.175230
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			20,402,500.
5 Multiply line 4 by line 3			3,575,130.
6 Enter 1% of net investment income (1% of Part I, line 27b)			7,559.
7 Add lines 5 and 6			3,582,689.
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			5,580,091.

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

Table with 11 rows for excise tax calculations. Includes sub-rows 6a-6d for credits/payments. Total tax due is 22,688.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes 'Yes' and 'No' columns. Activities include political influence, unrelated business income, and substantial contributors.

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)
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)
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of JERE D. MCGAFFEY Telephone no 414-297-5729
Located at 777 E WISCONSIN AVE MILWAUKEE, WI ZIP + 4 53202
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? 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.

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 X No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? X 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 X 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 X No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? 1b X
Organizations relying on a current notice regarding disaster assistance check here
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? 1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? Yes X No
If "Yes," list the years
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X No
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) 3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a 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)? Yes No
 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? 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? Yes No
 If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE ATTACHED SCHEDULE		86,000.	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

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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	19,957,668.
b	Average of monthly cash balances	1b	755,530.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	20,713,198.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	20,713,198.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	310,698.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,402,500.
6	Minimum investment return. Enter 5% of line 5	6	1,020,125.

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	1,020,125.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	7,559.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7,559.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,012,566.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,012,566.
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	1,012,566.

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	5,580,091.
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	5,580,091.
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	7,559.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,572,532.

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				1,012,566.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 6,622,607.				
b From 2007 156,523.				
c From 2008 4,299,671.				
d From 2009 4,031,653.				
e From 2010 196,545.				
f Total of lines 3a through e	15,306,999.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,580,091.				
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				1,012,566.
e Remaining amount distributed out of corpus	4,567,525.			
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	19,874,524.			
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				
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)	6,622,607.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	13,251,917.			
10 Analysis of line 9				
a Excess from 2007 156,523.				
b Excess from 2008 4,299,671.				
c Excess from 2009 4,031,653.				
d Excess from 2010 196,545.				
e Excess from 2011 4,567,525.				

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

<input type="checkbox"/>	4942(j)(3) or	<input type="checkbox"/>	4942(j)(5)
--------------------------	---------------	--------------------------	------------

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

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines

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

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE				5,541,284.
Total ▶ 3a				5,541,284.
b <i>Approved for future payment</i>				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include: 1 Program service revenue, 2 Membership dues and assessments, 3 Interest on savings and temporary cash investments, 4 Dividends and interest from securities, 5 Net rental income or (loss) from real estate, 6 Net rental income or (loss) from personal property, 7 Other investment income, 8 Gain or (loss) from sales of assets other than inventory, 9 Net income or (loss) from special events, 10 Gross profit or (loss) from sales of inventory, 11 Other revenue, 12 Subtotal, 13 Total.

(See worksheet in line 13 instructions to verify calculations)

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

Table with 2 columns: Line No., Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions). Row 11B: EXCISE TAX REFUND.

Schedule of Contributors

2011

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

Name of the organization DANIEL BADER CHARITABLE TRUST	Employer identification number 39-6516314
--	---

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

Name of organization DANIEL BADER CHARITABLE TRUST

Employer identification number
39-6516314

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HELEN DANIELS BADER CHARITABLE LEAD TR 1 FOLEY & LARDNER LLP, 777 E WISCONSIN AVE MILWAUKEE, WI 53202-5306	\$ 562,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	HELEN DANIELS BADER CHARITABLE LEAD TR 2 FOLEY & LARDNER LLP, 777 E WISCONSIN MILWAUKEE, WI 53202-5306	\$ 2,162,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization DANIEL BADER CHARITABLE TRUST

Employer identification number
39-6516314

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Name of organization DANIEL BADER CHARITABLE TRUST

Employer identification number

39-6516314

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

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

Daniel Bader Charitable Trust
 EIN: 39-6516314
 Attachment to 2011 Form 990-PF f/y/e September 30, 2012

Part I, Line 4 - Dividends and Interest from Securities

	(a)	(b)	UBTI Portion
Dividends & Interest	\$ 437,890	\$ 436,537	\$ 1,353
Tax Exempt & Nontaxable Dividends	-	-	-
	<u>\$ 437,890</u>	<u>\$ 436,537</u>	<u>\$ 1,353</u>

Part I, Line 6 - Net Gain or Loss From Sale of Assets

	(a)	(b)	UBTI Portion
Short Term	\$ 12,442	\$ 12,440	\$ 2
Long Term	522,576	522,451	125
	<u>\$ 535,018</u>	<u>\$ 534,891</u>	<u>\$ 127</u>

Part I, Line 11 - Other Income

	(a)	(b)	UBTI Portion
Other Net Rental Income	(4)	(0)	4
Royalties	44	24	20
Other Portfolio Income	4,887	4,780	107
Other Income	184	131	53
Section 1231 Gain	11	55	(44)
	<u>\$ 14,589</u>	<u>\$ 4,863</u>	<u>\$ 479</u>

Part I, Line 16(a) - Legal Fees

	(a)	(b)	(d)	UBTI Portion
Foley & Lardner LLP	\$ 10,053	\$ 7,540	\$ 2,513	\$ -

Part I, Line 16(b) - Accounting Fees

	(a)	(b)	(d)	UBTI Portion
Komisar Brady & Co., LLP	\$ 6,135	\$ -	\$ 6,135	\$ -

Part I, Line 16(c) - Other Professional Fees

	(a)	(b)	(d)	UBTI Portion
Investment Counsel - Hewitt Assoc	\$ 9,327	\$ 9,327	\$ -	\$ -
Investment Counsel - American Euro	4,265	4,265	-	-
	<u>\$ 13,592</u>	<u>\$ 13,592</u>	<u>\$ -</u>	<u>\$ -</u>

Daniel Bader Charitable Trust
 EIN: 39-6516314
 Attachment to 2011 Form 990-PF f/y/e September 30, 2012

Part I, Line 18 - Taxes

	(a)	(b)	(d)	UBTI Portion
Foreign Income Tax Paid	\$ 8,320	\$ 8,302	\$ -	\$ 18
Excise Tax Payments	62,247	-	-	-
Other Tax - Form 990-T	764	-	-	-
State UBTI Tax Paid	70	-	-	70
	\$ 71,401	\$ 8,302	\$ -	\$ 88

Part II, Line 10b - Investments - Corporate Stock

	9/30/2012	
	Book Value	Market Value
Baird Aggregate Bond Fund	\$ 2,917,047	\$ 3,085,514
Bernstein Emerging Markets Value Port	654,699	769,897
Dodge & Cox Stock Fund	1,407,361	1,680,185
American Europacific Growth Fund	1,461,571	1,599,787
	\$ 6,440,678	\$ 7,135,383

Part II, Line 10c - Investments - Corporate Bonds

	9/30/2012	
	Book Value	Market Value
\$100,000 State of Israel Dollar Bonds, 3.39%, 12/1/12	\$ 100,000	\$ 100,000
\$100,000 State of Israel Dollar Bonds, 2.5%, 1/1/14	100,000	100,000
\$100,000 State of Israel Bond, 4%, 8/1/14	100,000	100,000
\$100,000 State of Israel Bond, 2.7%, 1/1/16	100,000	100,000
\$100,000 State of Israel Bond, 2.33%, 1/1/17	100,000	99,556
	\$ 500,000	\$ 499,556

Part II, Line 13 - Investments - Other

	9/30/2012	
	Book Value	Market Value
Partnership H.D Bader & Co. No. E	\$ 9,867,425	\$ 11,620,906

Daniel Bader Charitable Trust
 EIN: 39-6516314
 Attachment to 2011 Form 990-PF f/y/e September 30, 2012

Part I, Line 1 - Contributions Received

<u>Donor</u>	<u>Date</u>	<u>Amount</u>
Helen Daniels Bader Charitable Lead Trust No. One		
c/o Foley & Lardner LLP		
777 East Wisconsin Avenue		
Milwaukee, WI 53202-5306		
Cash	10/18/2011	\$ 512,500
Cash	10/27/2011	50,000
Total		<u>\$ 562,500</u>
Helen Daniels Bader Charitable Lead Trust No. Two		
c/o Foley & Lardner LLP		
777 East Wisconsin Avenue		
Milwaukee, WI 53202-5306		
Cash	10/18/2011	\$ 1,962,500
Cash	10/27/2011	200,000
Total		<u>\$ 2,162,500</u>
Grand Total		<u><u>\$ 2,725,000</u></u>

Daniel Bader Charitable Trust
EIN. 39-6516314
Attachment to 2011 Form 990-PF f/y/e September 30, 2012

Part III, Line 3 - Increases Not Included on Line 2

Net Book to Tax Adjustments	\$	(225,222)
-----------------------------	----	-----------

Part IV - Capital Gains and Losses

Description	How Acquired	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
<u>SHORT TERM</u>						
51447 377 Baird Aggregate Bond Fd	P	11/28/2011	5/3/2012	556,661	555,202	1,459
943 951 Baird Aggregate Bond Fd	P	9/27/2011	5/3/2012	10,214	10,214	-
36264 733 Baird Aggregate Bond Fd	P	8/28/2012	9/4/2012	400,000	391,842	8,158
9321 402 Bernstein Tax Mgd Int'l Fd	P	10/18/2011	11/16/2011	122,763	125,000	(2,237)
141 333 Dodge & Cox Stock Fd	P	9/28/2011	11/8/2011	14,697	14,550	147
25 180 American Europacific Grth F2	P	1/18/2011	12/27/2011	944	1,031	(87)
H D Bader & Co No E, Sch K-1						5,002
Total Short Term				1,105,279		12,442
<u>LONG TERM</u>						
40030 114 Baird Aggregate Bond Fd	P	9/28/2004	5/3/2012	433,126	431,925	1,201
58332 280 Bernstein Tax Mgd Int'l Fd	P	12/11/2009	11/16/2011	768,236	830,836	(62,600)
2262 744 Dodge & Cox Stock Fd	P	4/26/1996	11/8/2011	235,303	195,648	39,655
26 529 American Europacific Grth F2	P	1/18/2011	3/19/2012	1,026	1,087	(61)
30 543 American Europacific Grth F2	P	1/18/2011	6/20/2012	1,171	1,250	(79)
29 372 American Europacific Grth F2	P	1/18/2011	9/24/2012	1,124	1,202	(78)
\$100,000 Israel St Dir Bd, 4 6%, 1/1/12	P	1/1/2007	1/1/2012	100,000	100,000	-
Class Action Proceeds	P			1,567		1,567
H D Bader & Co No E, Sch K-1						453,776 *
Capital Gain Dividends				89,195		89,195
Total Long Term				1,630,748		522,576
TOTAL GAIN/(LOSS)				2,736,027		535,018
TOTAL GAIN/(LOSS) - Amount Reported in Part IV and Part I, Line 6a						535,018
* Portion of Total Allocated to UBTI (Reported on Form 990-T)						127
TOTAL GAIN/(LOSS) - Amount Reported in Part I, Line 7						534,891

Daniel Bader Charitable Trust
EIN 39-6516314
Attachment to 2011 Form 990-PF f/y/e September 30, 2012

Part VII, Question 14c, Taxes on Taxable Expenditures

Information relating to grants subject to expenditure responsibility:

Grantee: Helen Bader Foundation, Inc
233 North Water Street
Fourth Floor
Milwaukee, WI 53202

Date Paid and Amount:

9/19/2011	\$	1,175,000
10/10/2011		500,000
11/9/2011		250,000
11/21/2011		891,000
1/3/2012		1,050,277
5/4/2012		1,000,000
5/16/2012		1,250,000
8/15/2012		200,000
	\$	<u>6,316,277</u>

Purpose: To provide general support for the charitable activities of the grantee.

Amount of grants expended by grantee during its fiscal year ended 8/31/12

Total	6,309,889
-------	-----------

Diversion: To the knowledge of the taxpayer and based upon the report furnished by the grantee, no part of the grant has been used for other than its intended purpose.

Date of report from grantee: 7/15/2013

In addition to its report covering the use of the grant funds, the grantee furnished a copy of its Form 990-PF for its fiscal year ending August 31, 2012. Since these documents verified the other information provided by the grantee, the taxpayer deemed further verification of the grantee's report unnecessary.

Daniel Bader Charitable Trust
 EIN: 39-6516314
 Attachment to 2011 Form 990-PF f/y/e September 30, 2012

Part VIII, Line 1 - Officers, Directors

<u>(a)</u>	<u>(b)</u>	<u>(c)</u>	<u>(d) & (e)</u>
Daniel Bader 3580 N. Lake Drive Shorewood, WI 53211	Trustee, on average 1-2 Hrs/Wk	25,000	-
Deirdre H. Britt 73-1258 Melo Melo St. Kailua-Kona, HI 96740	Trustee, on average 1-2 Hrs/Month	10,500	-
Francis Klitsner Wolff c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306	Trustee, on average 1-2 Hrs/Month	10,500	-
Jere D McGaffey c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306	Trustee, on average 2-4 Hrs/Wk	40,000	-
Total		<u>86,000</u>	

Part XV, Line 3(a) - Contributions Paid

<u>Organization</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Contribution</u>	<u>Amount</u>
Helen Bader Foundation, Inc., Milwaukee, WI	Private	General	5,541,277
From Pass-Through Entity			<u>7</u>
Total Contributions Paid			5,541,284

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 1

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
EXCISE TAX REFUND FROM PASS-THROUGH ENTITIES	900099	479.	14	4,863.	9,247.
TOTALS		<u>479.</u>		<u>4,863.</u>	<u>9,247.</u>