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

2012

Department 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 2012, or tax year beginning , 2012, and ending

THE BROOKHILL FOUNDATION
N14 W23755 STONE RIDGE DRIVE #250
WAUKESHA, WI 53188

A Employer identification number
20-5818635

B Telephone number (see the instructions)

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: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ 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, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

\$ 26,198,026. (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)

REVENUE

1 Contributions, gifts, grants, etc., received (att sch)

2 Ck ☒ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

SEE STATEMENT 1

12 Total. Add lines 1 through 11

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule) (see instrs)

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 6

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

ADMINISTRATIVE AND OPERATING EXPENSES

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SCANNED OCT 24 2013

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	
A S S E T S	1 Cash — non-interest-bearing				
	2 Savings and temporary cash investments	203,218.	301,257.	301,257.	
	3 Accounts receivable	37,033.			
	Less: allowance for doubtful accounts	101,253.	37,033.	37,033.	
	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 sch)				
	Less: allowance for doubtful accounts				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments — U.S. and state government obligations (attach schedule)	3,202,396.	3,346,789.	3,618,194.	
	b Investments — corporate stock (attach schedule)	12,816,742.	12,375,012.	14,211,470.	
	c Investments — corporate bonds (attach schedule)	2,042,899.	1,766,753.	1,850,730.	
L I A B I L I T I E S	11 Investments — land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)				
	12 Investments — mortgage loans				
	13 Investments — other (attach schedule)	7,706,542.	6,712,913.	6,175,507.	
	14 Land, buildings, and equipment: basis	20,364.			
	Less: accumulated depreciation (attach schedule)	16,529.	3,163.	3,835.	
	15 Other assets (describe				
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I)	26,076,213.	24,543,592.	26,198,026.	
	17 Accounts payable and accrued expenses				
	18 Grants payable				
N E T A S S E T S O R F U N D B A L A N C E S	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe	34,946.	56,872.		
	23 Total liabilities (add lines 17 through 22)	34,946.	56,872.		
	Foundations that follow SFAS 117, check here				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here.				
F U N D B A L A N C E S	27 Capital stock, trust principal, or current funds	26,041,267.	24,486,720.		
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)	26,041,267.	24,486,720.		
	31 Total liabilities and net assets/fund balances (see instructions)	26,076,213.	24,543,592.		

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	26,041,267.
2 Enter amount from Part I, line 27a	2	-1,553,505.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	24,487,762.
5 Decreases not included in line 2 (itemize)	5	1,042.
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30.	6	24,486,720.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 11				
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 (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(j) Fair Market Value as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	136,424.
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.	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8. </div>		3	-196,078.

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 (column (b) divided by column (c))
2011	1,396,853.	26,781,986.	0.052156
2010	1,653,470.	25,556,092.	0.064700
2009	1,639,303.	24,066,341.	0.068116
2008	1,549,048.	30,421,081.	0.050920
2007	431,977.	33,681,902.	0.012825

2 Total of line 1, column (d)	2	0.248717
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	0.049743
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	25,749,956.
5 Multiply line 4 by line 3	5	1,280,880.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,284.
7 Add lines 5 and 6	7	1,286,164.
8 Enter qualifying distributions from Part XII, line 4	8	2,080,020.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary — see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,284.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	5,284.
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	5,284.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	28,362.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	28,362.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	23,078.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax 23,078. Refunded	11	0.	

Part VII Statements Regarding Activities

	Yes	No
1 a 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		X
c 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 ... \$ 0. (2) On foundation managers ... \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ... \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV.</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>WI</u>		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation.</i>	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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VIIA 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 ▶ JAMES L. MOHR & ASSOCIATES LLP Telephone no. ▶ (414) 302-4020 Located at ▶ 10700 RESEARCH DRIVE SUITE 145 MILWAUKEE WI ZIP + 4 ▶ 53226			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here..... N/A ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year..... ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?.....	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ▶				

Part VIIB 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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?.....	1 b	N/A
Organizations relying on a current notice regarding disaster assistance check here..... ▶ <input type="checkbox"/>		
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 2012?.....	1 c	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years ▶ 20 __ , 20 __ , 20 __ , 20 __		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see instructions.).....	2 b	N/A
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 __		
3 a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If 'Yes,' did it have excess business holdings in 2012 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 2012.).....	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?.....	4 a	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 2012?.....	4 b	X

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Part VII B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5 a 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)?

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

5 b N/A

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

N/A

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

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

6 b X

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.

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

7 b

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
MARICA K. PETERSON N14 W23755 STONERIDGE DRIVE WAUKESHA, WI 53188	TRUSTEE 0	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
SEE STATEMENT 12		156,660.	25,126.	0.

Total number of other employees paid over \$50,000. ☐ 0

Part VII 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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 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	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	25,317,617.
b Average of monthly cash balances	1b	824,470.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	26,142,087.
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	26,142,087.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	392,131.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	25,749,956.
6 Minimum investment return. Enter 5% of line 5	6	1,287,498.

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	1,287,498.
2a Tax on investment income for 2012 from Part VI, line 5	2a	5,284.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	5,284.
3 Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,282,214.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,282,214.
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	1,282,214.

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	2,080,020.
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	2,080,020.
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	5,284.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,074,736.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7.				1,282,214.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only.			445,785.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,080,020.				
a Applied to 2011, but not more than line 2a.			445,785.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount.				1,282,214.
e Remaining amount distributed out of corpus.	352,021.			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	352,021.			
b Prior years' undistributed income. Subtract line 4b from line 2b.		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions.		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.				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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	352,021.			
10 Analysis of line 9:				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.	352,021.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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)

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.

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009
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).)

MARICA K. PETERSON

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 or e-mail 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 Paid during the year				
Total				3 a
b Approved for future payment				
Total				3 b

CLIENT BRO500

THE BROOKHILL FOUNDATION

20-5818635

10/11/13

11:27AM

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR	METHOD	LIFE	CURRENT DEPR.
FORM 990/990-PF										
FURNITURE AND FIXTURES										
1	OFFICE FURNITURE	4/05/07		2,200			1,709	200DB HY	7	196
2	OFFICE FURNITURE	4/10/07		263			204	200DB HY	7	23
3	OFFICE FURNITURE	4/11/07		2,195			1,706	200DB HY	7	196
4	OFFICE FURNITURE	5/18/07		1,800			1,399	200DB HY	7	161
5	OFFICE FURNITURE	6/06/07		2,057			1,599	200DB HY	7	183
7	OFFICE FURNITURE	6/20/07		316			244	200DB HY	7	28
16	OFFICE DESK	5/01/12		1,432				200DB HY	7	205
17	OFFICE SHELVEING	7/28/12		1,101				200DB HY	7	157
TOTAL FURNITURE AND FIXTURE				11,364		0	6,861			1,149
MACHINERY AND EQUIPMENT										
6	COMPUTER EQUIPMENT	6/07/07		3,487			3,287	200DB HY	5	200
8	COMPUTER EQUIPMENT	7/11/07		984			927	200DB HY	5	57
9	COMPUTER EQUIPMENT	9/04/07		250			236	200DB HY	5	14
10	COMPUTER EQUIPMENT	10/16/08		1,124			893	200DB MQ	5	123
13	HP LASERJET PRINTER	2/23/09		1,000			712	200DB HY	5	115
14	COMPUTER EQUIPMENT REMAINI	5/22/07		1,237			1,167	200DB HY	5	70
15	PROJECTOR	9/30/10		694			361	200DB HY	5	133
TOTAL MACHINERY AND EQUIPME				8,776		0	7,583			712
MISCELLANEOUS										
11	SOFTWARE	10/14/08		174			174	S/L MQ	3	0
12	SOFTWARE	11/28/08		50			50	S/L MQ	3	0
TOTAL MISCELLANEOUS				224		0	224			0
TOTAL DEPRECIATION				20,364		0	14,668			1,861
GRAND TOTAL DEPRECIATION				20,364		0	14,668			1,861

12/31/12

2012 FEDERAL BOOK DEPRECIATION SCHEDULE

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THE BROOKHILL FOUNDATION

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
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FORM 990/990-PF

FURNITURE AND FIXTURES

1	OFFICE FURNITURE	4/05/07		2,200							2,200	1,709	200DB	HY	7	.08920	196
2	OFFICE FURNITURE	4/10/07		263							263	204	200DB	HY	7	.08920	23
3	OFFICE FURNITURE	4/11/07		2,195							2,195	1,706	200DB	HY	7	.08920	196
4	OFFICE FURNITURE	5/18/07		1,800							1,800	1,399	200DB	HY	7	.08920	161
5	OFFICE FURNITURE	6/06/07		2,057							2,057	1,599	200DB	HY	7	.08920	183
7	OFFICE FURNITURE	6/20/07		316							316	244	200DB	HY	7	.08920	28
16	OFFICE DESK	5/01/12		1,432							1,432		200DB	HY	7	.14290	205
17	OFFICE SHELVING	7/28/12		1,101							1,101		200DB	HY	7	.14290	157

TOTAL FURNITURE AND FIXTURE

11,364 0 0 0 0 0 0 0 0 0 0 11,364 6,861 1,149

MACHINERY AND EQUIPMENT

6	COMPUTER EQUIPMENT	6/07/07		3,487							3,487	3,287	200DB	HY	5	.05760	200
8	COMPUTER EQUIPMENT	7/11/07		984							984	927	200DB	HY	5	.05760	57
9	COMPUTER EQUIPMENT	9/04/07		250							250	236	200DB	HY	5	.05760	14
10	COMPUTER EQUIPMENT	10/16/08		1,124							1,124	893	200DB	MQ	5	.10940	123
13	HP LASERJET PRINTER	2/23/09		1,000							1,000	712	200DB	HY	5	.11520	115
14	COMPUTER EQUIPMENT REMAINI	5/22/07		1,237							1,237	1,167	200DB	HY	5	.05760	70
15	PROJECTOR	9/30/10		694							694	361	200DB	HY	5	.19200	133

TOTAL MACHINERY AND EQUIPME

8,776 0 0 0 0 0 0 0 0 0 0 8,776 7,583 712

MISCELLANEOUS

2012

FEDERAL STATEMENTS

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GROSVENOR K-1.....	\$ 11,478.	\$ 11,478.	
MISCELLANEOUS INCOME.....	2,641.	2,641.	
NORTHERN TRUST.....	1,249.	1,249.	
TOTAL	\$ 15,368.	\$ 15,368.	0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16A
LEGAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES.....	\$ 936.	\$ 468.		\$ 468.
TOTAL	\$ 936.	\$ 468.	\$ 0.	\$ 468.

STATEMENT 3
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX SERVICES.....	\$ 13,945.	\$ 6,972.		\$ 6,973.
TOTAL	\$ 13,945.	\$ 6,972.	\$ 0.	\$ 6,973.

STATEMENT 4
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MARQUETTE INVESTMENT SERVICES.....	\$ 9,375.	\$ 9,375.		
NORTHERN TRUST AGENCY FEES.....	5,637.	5,637.		
WILLIAM BLAIR INVESTMENT FEES.....	17,345.	17,345.		
TOTAL	\$ 32,357.	\$ 32,357.	\$ 0.	\$ 0.

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THE BROOKHILL FOUNDATION

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STATEMENT 5
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FICA.....	\$ 11,140.			\$ 11,140.
FOREIGN TAXES - NORTHERN TRUST....	9,488.	\$ 9,488.		
MEDICARE.....	3,519.			3,519.
THIRD QUARTER 2012 ESTIMATE.....	4,000.	4,000.		
TOTAL	\$ 28,147.	\$ 13,488.	\$ 0.	\$ 14,659.

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOOKS AND SUBSCRIPTIONS.....	\$ 2,197.			\$ 2,197.
COMPUTER EXPENSES.....	4,225.			4,225.
EMPLOYEE BENEFIT EXPENSE - DEFERRED COMP				
INSURANCE.....	5,671.			5,671.
MATHEMATICS PROGRAM.....	383,061.			383,061.
MEMBERSHIPS AND DUES.....	605.			605.
MISCELLANEOUS.....	111.			111.
PAYCHEX FEES.....	2,371.			2,371.
POSTAGE.....	274.			274.
RENTAL EXPENSES.....	35,103.			35,103.
STAFF DEVELOPMENT.....	168.			168.
STAFF MEETINGS.....	246.			246.
SUPPLIES.....	6,560.			6,560.
TELEPHONE & INTERNET.....	8,995.			8,995.
TOTAL	\$ 493,582.	\$ 22,069.	\$ 0.	\$ 471,513.

STATEMENT 7
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:

DONEE'S NAME:

SEE ATTACHED

DONEE'S ADDRESS:

RELATIONSHIP OF DONEE:

ORGANIZATIONAL STATUS OF DONEE:

AMOUNT GIVEN:

\$ 1,392,000.

TOTAL \$ 1,392,000.

THE BROOKHILL FOUNDATION
20-5818635

31-Dec-12

FORM 990-PF
PART XV
Contribution Detail

<u>Date</u>	<u>Amount</u>	<u>Name</u>	<u>Purpose</u>	<u>Purpose</u>	<u>Status</u>	<u>Address</u>
19-Nov-12	50,000.00	Association of Boards of Theological Education	Education	Governance/Mentor Program	501(c)3	See Attached
27-Jan	1,000.00	Association of Mathematics Teacher Educators - AMTE	Mathematics/EMS	National Conference Breakfast workshop	501(c)3	See attached
21-Dec	25,000.00	The Boys & Girls Club of Greater Milwaukee	Education	After School Programs	501(c)3	See Attached
25-Sep	30,000.00	Conference Board of Mathematical Sciences - CBMS	Mathematics/CCSS	Publication/Distribution MET2	501(c)3	See Attached
9-Nov	35,000.00	Church Resource Ministries	Education	Professional Training Cir. The Harbor	501 (c)3	See Attached
25-Sep	15,000.00	Wisconsin Department of Public Instruction	Mathematics	Elementary Math Specialist and CCSMM	government agency	
9-Nov	15,000.00	Lake Country Christian Academy	Education	General Support	501 (c)3	
9-Nov	250,000.00	Marquette University	STEM Education	College of Engineering Building Fund	501(c)3	See Attached
9-Nov	15,000.00	MATHCOUNTS	Mathematics	General Support	501 (c)3	
9-Aug	125,000.00	McDaniel College	Mathematics/EMS	Elementary Math Specialist & Teacher Leader Project Expansion	501(c)3	See Attached
18-Apr	500,000.00	Milwaukee College Prep	Education		501 (c)3	
13-Jan	1,000.00	Philanthropy Roundtable	General	Policy/advocacy	501(c)3	See Attached
9-Nov	200,000.00	RLM Foundation	Education	Pastoral leadership training	501(c)3	See Attached
6-Jun	30,000.00	University of Arizona Foundation	Mathematics/CCSS	Progressions for CCSSM	501(c)3	See Attached
28-Jun	100,000.00	Wisconsin Lutheran College	Education	General Support	501(c)3	See Attached

\$1,392,000.00

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FEDERAL STATEMENTS

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THE BROOKHILL FOUNDATION

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STATEMENT 11 (CONTINUED)
 FORM 990-PF, PART IV, LINE 1
 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
							TOTAL	\$ 136,424.

STATEMENT 12
 FORM 990-PF, PART VIII, LINE 2
 COMPENSATION OF FIVE HIGHEST-PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
KATHRYN STUMPF N14 W23755 STONE RIDGE DRIVE #250 WAUKESHA, WI 53188	EXECUTIVE DIRECTOR 40.00	156,660.	25,126.	0.
TOTAL		\$ 156,660.	\$ 25,126.	\$ 0.

2012

FEDERAL SUPPORTING DETAIL

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THE BROOKHILL FOUNDATION

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**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**

NORTHERN TRUST.....	\$	443,343.
GROSVENOR - INTEREST.....		2.
GROSVENOR - DIVIDENDS.....		8,574.
TOTAL	\$	<u>451,919.</u>

**DISPOSITIONS
EXCLUDED (2A)**

NORTHERN TRUST.....	\$	99,955.
BAILARD REIT.....		84,910.
TOTAL	\$	<u>184,865.</u>

**BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS**

NORTHERN TRUST.....	\$	225,724.
NORTHERN TRUST BANK.....		75,533.
TOTAL	\$	<u>301,257.</u>

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

GROSVENOR INSTITUTIONAL PARTNERS LP.....	\$	1,490,668.
ARCHSTONE OFFSHORE FUND LP.....		1,409,076.
BAILARD REIT.....		3,813,169.
TOTAL	\$	<u>6,712,913.</u>

**FMV OF ASSETS (990-PF)
SAVINGS AND TEMPORARY CASH INVESTMENTS**

NORTHERN TRUST.....	\$	225,724.
NORTHERN TRUST BANK.....		75,533.
TOTAL	\$	<u>301,257.</u>

**FMV OF ASSETS (990-PF)
OTHER [O]**

GROSVENOR INSTITUTIONAL PARTNERS LP.....	\$	1,847,751.
ARCHSTONE OFFSHORE FUND LP.....		1,558,500.
BAILARD REIT.....		2,769,256.
TOTAL	\$	<u>6,175,507.</u>

**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 ☒ **X**
- 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.	Employer identification number (EIN) or
	THE BROOKHILL FOUNDATION	20-5818635
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	N14 W23755 STONE RIDGE DRIVE #250	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WAUKESHA, WI 53188	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 ► JAMES L. MOHR & ASSOCIATES LLP

Telephone No. ► (414) 302-4020 FAX No. ► (414) 302-4030

- 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 8/15, 20 13, to file the exempt organization return for the organization named above.

The extension is for the organization's return for:

- ☒ calendar year 20 12 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 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	\$	7,492.
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	\$	24,362.
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	\$	0.

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.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

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	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	THE BROOKHILL FOUNDATION	20-5818635
	Number, street, and room or suite number. If a P.O. box, see instructions.	Social security number (SSN)
	N14 W23755 STONE RIDGE DRIVE #250	
File by the extended due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	WAUKESHA, WI 53188	

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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 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 care of ▶ JAMES L. MOHR & ASSOCIATES LLP
Telephone No. ▶ (414) 302-4020 FAX No. ▶ (414) 302-4030
- 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.

4 I request an additional 3-month extension of time until 11/15, 20 13.

5 For calendar year 2012, or other tax year beginning _____, 20 _____, and ending _____, 20 _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension... TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX 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 \$	7,492.
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 \$	24,362.
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 \$	0.

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 ▶

Title ▶

Date ▶

BAA

FIFZ0502L 01/21/13

Form 8868 (Rev 1-2013)