Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION

A Employer identification number
39-1322495

Number and street (or P O box number if mail is not delivered to street address) Room/suite
HEAVEN HILL FARM, 302 BEAR CUB LANE

B Telephone number
(518) 523-3061

City or town, state, and ZIP code
LAKE PLACID, NY 12946

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 20,722,814.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received	3,100,196.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	250.	250.		STATEMENT 1
	4 Dividends and interest from securities	343,250.	343,250.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	263,839.			
	b Gross sales price for all assets on line 6a 4,200,723.				
	7 Capital gain net income (from Part IV, line 2)		263,839.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	164.	86.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	3,707,699.	607,425.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	134,500.	6,724.		127,776.
	14 Other employee salaries and wages	35,223.	0.		35,223.
	15 Pension plans, employee benefits	13,289.	0.		13,289.
	16a Legal fees				
	b Accounting fees STMT 4	44,126.	0.		44,126.
	c Other professional fees STMT 5	54,653.	48,077.		6,576.
	17 Interest				
	18 Taxes STMT 6	95,096.	6,001.		71,095.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	18,196.	0.		18,196.
	22 Printing and publications				
	23 Other expenses STMT 7	98,407.	167.		98,240.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	493,490.	60,969.		414,521.
	25 Contributions, gifts, grants paid	354,600.			354,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	848,090.	60,969.		769,121.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,859,609.			
	b **Net investment income** (if negative, enter -0-)		546,456.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	291,237.	1,111,681.	1,111,681.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 11	3,421,110.	2,049,829.	2,049,829.
	b Investments - corporate stock STMT 12	404,084.	2,036,760.	2,036,760.
	c Investments - corporate bonds STMT 13	980,946.	1,255,587.	1,255,587.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 14	8,281,189.	10,038,831.	10,038,831.
	14 Land, buildings, and equipment basis ▶ 4,230,126.			
	Less accumulated depreciation ▶	3,881,091.	4,230,126.	4,230,126.
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	17,259,657.	20,722,814.	20,722,814.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	17,259,657.	20,722,814.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	17,259,657.	20,722,814.	
	31 **Total liabilities and net assets/fund balances**	17,259,657.	20,722,814.	

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	17,259,657.
2	Enter amount from Part I, line 27a	2	2,859,609.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	689,735.
4	Add lines 1, 2, and 3	4	20,809,001.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	86,187.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,722,814.

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	CAPITAL GAINS DIVIDENDS			
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	4,063,068.		3,936,884.	126,184.
b	137,655.			137,655.
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				126,184.
b				137,655.
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** 263,839.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see 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))
2011	895,252.	14,658,808.	.061073
2010	885,427.	14,100,428.	.062794
2009	732,343.	14,524,767.	.050420
2008	967,627.	15,772,404.	.061349
2007	3,152,802.	17,890,180.	.176231

2	Total of line 1, column (d)	2	.411867
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	.082373
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	15,193,407.
5	Multiply line 4 by line 3	5	1,251,527.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,465.
7	Add lines 5 and 6	7	1,256,992.
8	Enter qualifying distributions from Part XII, line 4	8	1,118,156.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	10,929.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	10,929.
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	10,929.
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	8,130.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	8,130.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	35.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	2,834.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	Refunded ▶		11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY,WI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses STMT 15	10	X	

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

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

Website address ▶ NONE

14 The books are in care of ▶ UIHLEIN FINANCIAL, INC. Telephone no ▶414-271-2017
Located at ▶648 N. PLANKINTON AVE., STE 260, MILWAUKEE, WI ZIP+4 ▶53203

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 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 VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X (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? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN D. LEEKLEY, JR. C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	CHAIRMAN 6.00	50,000.	0.	0.
JAMES MCKENNA C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	TRUSTEE 10.00	42,250.	0.	0.
ELEONORE WOTHERSPOON C/O HEAVEN HILL FARM, 302 BEAR CUB LN LAKE PLACID, NY 12946	TRUSTEE 6.00	42,250.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 SEE ATTACHMENT B AND ATTACHMENT C	206,900.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

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	13,517,830.
b	Average of monthly cash balances		1b	1,906,949.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	15,424,779.
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	15,424,779.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	231,372.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	15,193,407.
6	**Minimum investment return.** Enter 5% of line 5		6	759,670.

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	759,670.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 10,929.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	10,929.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	748,741.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	748,741.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	748,741.

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	769,121.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	349,035.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,118,156.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,118,156.

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				748,741.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 2,256,433.				
b From 2008 214,603.				
c From 2009 15,649.				
d From 2010 196,197.				
e From 2011 185,516.				
f Total of lines 3a through e	2,868,398.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 1,118,156.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				748,741.
e Remaining amount distributed out of corpus	369,415.			
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	3,237,813.			
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 instr			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,256,433.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	981,380.			
10 Analysis of line 9				
a Excess from 2008 214,603.				
b Excess from 2009 15,649.				
c Excess from 2010 196,197.				
d Excess from 2011 185,516.				
e Excess from 2012 369,415.				

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)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADIRONDACK COMMUNITY TRUST PO BOX 288 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	NORTH ELBA CHRISTMAS FUND	10,000.
ADIRONDACK COMMUNITY TRUST PO BOX 288 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	UIHLEIN IRONMAN SPORTS FUND	5,000.
ADIRONDACK COUNCIL PO BOX D-2 ELIZABETHTOWN, NY 12932	N/A	PUBLIC CHARITY	CLARENCE PETTY INTERN	5,000.
CORNELL UNIVERSITY 130 EAST SENECA STREETT, SUITE 400 ITHACA, NY 14850	N/A	PUBLIC CHARITY	MAPLE SYRUP ENDOWMENT	175,000.
ESSEX COUNTY HISTORICAL SOCIETY PO BOX 428 ELIZABETHTOWN, NY 12932	N/A	PUBLIC CHARITY	EDUCATIONAL PROGRAMS	10,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	354,600.
b Approved for future payment				
ADIRONDACK COMMUNITY TRUST PO BOX 288 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	PAUL WHITE BANDSHELL FUND	82,000.
DEWEY MOUNTAIN FRIENDS (SARANAC LAKE ROTARY FOUNDATION) PO BOX 645 SARANAC LAKE, NY 12983	N/A	PUBLIC CHARITY	MATCHING GRANT UP TO $25,000 ($1 FOR EVERY $2 RAISED)	25,000.
NEW YORK STATE ACADEMY OF FAMILY PHYSICIANS 260 OSBORNE ROAD LOUDONVILLE, NY 12211	N/A	PUBLIC CHARITY	GEORGE HART FUND	25,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	142,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	250.	
4 Dividends and interest from securities			14	343,250.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	86.	
8 Gain or (loss) from sales of assets other than inventory			18	263,839.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a EXCISE TAX REFUND			01	78.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		607,503.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 607,503.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes)

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ 11/12/13 ▶ ~~Director~~ Chairman

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY, CPA, CFE		11/8/13		P00243022
Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no 212-286-2600	

223622
12-05-12

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION

Employer identification number
39-1322495

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
HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION

Employer identification number
39-1322495

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	SUZANNE M. UIHLEIN 1997 CHARITABLE TRUST 648 N PLANKINTON AVENUE, SUITE 260 MILWAUKEE, WI 53203	$ 3,100,196.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION

Employer identification number: 39-1322495

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
		$	

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

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

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

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

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

Name of organization: HENRY UIHLEIN II AND MILDRED A. UIHLEIN FOUNDATION

Employer identification number: 39-1322495

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) ▶ $________
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

(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

(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

(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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAKE PLACID ASSOCIATION FOR MUSIC, DRAMA, AND ART, INC. 17 ALGONQUIN DRIVE LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	ENDOWMENT FUND	10,000.
LAKE PLACID ASSOCIATION FOR MUSIC, DRAMA, AND ART, INC. 17 ALGONQUIN DRIVE LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	BUILDING FUND	10,000.
LAKE PLACID CENTRAL SCHOOL 34 SCHOOL STREET LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	LAKE PLACID OUTING CLUB	2,500.
LAKE PLACID COMMUNITY BEAUTIFICATION ASSOCIATION 177 JOHN BROWN ROAD LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	OPERATION	10,000.
LAKE PLACID NORTH ELBA HISTROICAL SOCIETY PO BOX 189 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	OPERATION	5,000.
LAKE PLACID PUBLIC LIBRARY 57 MAIN STREET LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	OPERATION	5,000.
LAKE PLACID SINFONIETTA, INC. PO BOX 1303 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	OPERATION	5,000.
LAKE PLACID VOLUNTEER AMBULANCE SERVICES, INC. PO BOX 107 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	UNRESTRICTED	12,500.
LAKE PLACID VOLUNTEER AMBULANCE SERVICES, INC. PO BOX 107 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	BUILDING FUND	15,000.
LAKE PLACID VOLUNTEER AMBULANCE SERVICES, INC. PO BOX 107 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	OPERATION	5,000.
Total from continuation sheets				149,600.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LAKE PLACID VOLUNTEER FIRE DEPARTMENT, INC. PO BOX 569 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	TRAINING CENTER CONSTRUCTION FUND	10,000.
NATIONAL SPORTS ACADEMY 821 MIRROR LAKE DRIVE LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	ENDOWMENT FUND	5,000.
NEW YORK EDUCATIONAL SKI FOUNDATION PO BOX 300 WILMINGTON, NY 12997	N/A	PUBLIC CHARITY	VAN PURCHASE	5,000.
NORTHWOOD SCHOOL PO BOX 1070 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	ENDOWMENT FUND	10,000.
SONGS AT MIRROR LAKE PO BOX 1450 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	OPERATION	5,000.
THOMAS SHIPMAN SR. MEMORIAL YOUTH CENTER, INC. 8 CUMMINS ROAD, PO BOX 1122 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	ANNUAL BBQ FUNDRAISER	10,000.
THOMAS SHIPMAN SR. MEMORIAL YOUTH CENTER, INC. 8 CUMMINS ROAD, PO BOX 1122 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	UNRESTRICTED	10,000.
TRI LAKES HUMANE SOCIETY 11 MILLS ROAD SARANAC LAKE, NY 12983	N/A	PUBLIC CHARITY	OPERATION	5,000.
U.S. LUGE ASSOCIATION 57 CHURCH STREET LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	EQUIPMENT	9,600.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THOMAS SHIPMAN SR. MEMORIAL YOUTH CENTER, INC. 8 CUMMINS ROAD, PO BOX 1122 LAKE PLACID, NY 12946	N/A	PUBLIC CHARITY	2013 FUNDRAISER	10,000.
Total from continuation sheets				10,000.

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BESSEMER TRUST	250.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	250.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CORPORATE BONDS	35,449.	0.	35,449.
CORPORATE STOCK	61,712.	0.	61,712.
FOREIGN CURRENCY	851.	0.	851.
FOREIGN GOVERNMENT OBLIGATIONS	2,700.	0.	2,700.
MUTUAL FUNDS	292,424.	137,655.	154,769.
STATE GOVERNMENT OBLIGATIONS	2,441.	0.	2,441.
U.S. GOVERNMENT OBLIGATIONS	85,328.	0.	85,328.
TOTAL TO FM 990-PF, PART I, LN 4	480,905.	137,655.	343,250.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECURITY LITIGATION PROCEEDS	86.	86.	
EXCISE TAX REFUND	78.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	164.	86.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP - AUDIT SERVICES	14,126.	0.		14,126.
UIHLEIN FINANCIAL, INC. - BOOKKEEPING	30,000.	0.		30,000.
TO FORM 990-PF, PG 1, LN 16B	44,126.	0.		44,126.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST - INVESTMENT MANAGEMENT FEES	48,077.	48,077.		0.
RESEARCH AND CONSULTING	6,576.	0.		6,576.
TO FORM 990-PF, PG 1, LN 16C	54,653.	48,077.		6,576.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	71,095.	0.		71,095.
EXCISE TAX	18,000.	0.		0.
FOREIGN TAX WITHHELD	6,001.	6,001.		0.
TO FORM 990-PF, PG 1, LN 18	95,096.	6,001.		71,095.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL PREPARATION FEES	3,135.	0.		3,135.
FILING FEES	750.	0.		750.
BANK FEES	167.	167.		0.
MEMBERSHIP DUES	720.	0.		720.
UTILITIES	16,436.	0.		16,436.
POSTAGE	351.	0.		351.
REPAIRS AND MAINTENANCE	54,608.	0.		54,608.
INSURANCE EXPENSE	17,647.	0.		17,647.
CONFERENCE CENTER EXPENSES	3,759.	0.		3,759.
MISCELLANEOUS EXPENSES	834.	0.		834.
TO FORM 990-PF, PG 1, LN 23	98,407.	167.		98,240.

FOOTNOTES STATEMENT 8

THE FOUNDATION HAS MAINTAINED ITS ACCOUNTS AND RECORDS FOR INVESTMENTS IN ACCORDANCE WITH ASC 320. ASC 320 REQUIRES THE BOOK VALUE OF INVESTMENTS TO BE RECORDED AT FAIR MARKET VALUE. THE CURRENT YEARS BOOK VALUE HAS BEEN ADJUSTED AT THE BEGINNING OF THE YEAR TO REFLECT RECOGNITION OF ASC 320 FOR TAX PURPOSES.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON INVESTMENTS	689,735.
TOTAL TO FORM 990-PF, PART III, LINE 3	689,735.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 10

DESCRIPTION	AMOUNT
CUMMULATIVE ADJUSTMENT TO RECORD INVESTMENTS AT FMV, SEE STATEMENT 8	86,187.
TOTAL TO FORM 990-PF, PART III, LINE 5	86,187.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 11

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT SECURITIES - SEE ATTACHMENT A, PAGE 1 OF 10	X		1,890,860.	1,890,860.
DOMESTIC MUNICIPAL BONDS - SEE ATTACHMENT A, PAGE 2 OF 10		X	158,969.	158,969.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,890,860.	1,890,860.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			158,969.	158,969.
TOTAL TO FORM 990-PF, PART II, LINE 10A			2,049,829.	2,049,829.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE ATTACHMENT A, PAGE 8 OF 10	2,036,760.	2,036,760.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,036,760.	2,036,760.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT A, PAGE 3 OF 10	1,255,587.	1,255,587.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,255,587.	1,255,587.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FOREIGN GOVERNMENT BONDS - SEE ATTACHMENT A, PAGE 3 OF 10	FMV	105,279.	105,279.
EQUITY MUTUAL FUNDS - SEE ATTACHMENT A, PAGE 10 OF 10	FMV	9,933,552.	9,933,552.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,038,831.	10,038,831.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 STATEMENT 15

NAME OF CONTRIBUTOR	ADDRESS
SUZANNE M. UIHLEIN 1997 CHARITABLE TRUST	648 N PLANKINTON AVE SUITE 260 MILWAUKEE, WI 53203

Account Holdings

Trade date basis

US government bonds	Shares/units	Market value per share/unit	Market value	Percent of asset class
FEDERAL HOME LOAN BANK 2.750 % Due 03/13/2015	55,000	$105.294	$57,911	1.7%
FEDERAL NATL MTG ASSN FR 5.000 % Due 04/15/2015	55,000	110.616	60,838	1 7
US TREASURY NOTES 2.750 % Due 12/31/2017	758,000	110.031	834,034	23 8
US TREASURY NOTE 2.125 % Due 08/15/2021	453,000	105.125	476,216	13.6
US TREASURY NOTES 2 000 % Due 11/15/2021	445,000	103.789	461,861	13.2
Total US government bonds			**$1,890,860**	**53.9%**

Trade date basis

Taxable municipal bonds	Shares/units	Market value per share/unit	Market value	Percent of asset class
NJ ECON DEV AUTH TAXABLE SER FF REV Not callable 3 169 % Due 09/01/2014 A1 /A+	80,000	$101.822	$81,457	2.3%
ENERGY NW WA ELEC REV TAX COLUMBIA GENERATING Not callable 2.147 % Due 07/01/2018 Aa1 /AA-	75,000	103.350	77,512	2.2
Total taxable municipal bonds			$\boxed{\$158,969}$	**4.5%**

Corporate bonds	Shares/units	Market value per share/unit	Market value	Percent of asset class
NOVARTIS CAPITAL CORP 4 125 % Due 02/10/2014 Aa2 /AA-	125,000	$104.003	$130,003	3.7%
BERKSHIRE HATHAWAY INC 3 200 % Due 02/11/2015 Aa2 /AA+	125,000	105 278	131,597	3 8
PROCTER & GAMBLE CO 3.500 % Due 02/15/2015 Aa3 /AA-	125,000	106.175	132,718	3.8
JP MORGAN CHASE & CO 3.150 % Due 07/05/2016 A2 /A	125,000	105 945	132,431	3.8
GENERAL ELEC CAP CORP 2 900 % Due 01/09/2017 A1 /AA+	50,000	105.734	52,867	1.5
BB&T CORPORATION 2.150 % Due 03/22/2017 A2 /A-	75,000	103.428	77,571	2.2
AMERICAN EXPRESS CREDIT 2.375 % Due 03/24/2017 A2 /A-	113,000	104 632	118,234	3.4
PRAXAIR INC PX 1.05 17 1.050 % Due 11/07/2017 A2 /A	70,000	100 019	70,013	2.0
MICROSOFT CORP 0.875 % Due 11/15/2017 Aaa /AAA	70,000	99.473	69,631	2.0

Trade date basis

Corporate bonds - continued	Shares/units	Market value per share/unit	Market value	Percent of asset class
COSTCO WHOLESALE CORP 1.125 % Due 12/15/2017 A1	70,000	100.670	70,469	2.0
BANK OF NEW YORK MELLON 1.300 % Due 01/25/2018 Aa /A+	70,000	99 676	69,773	2.0
SHELL INTERNATIONAL FIN 4 000 % Due 03/21/2014 Aa1 /AA	50,000	$104.401	$52,200	1.5%
CA ONTARIO (PROVINCE OF) 2.700 % Due 06/16/2015 Aa2 /AA-	100,000	105 279	$\boxed{105,279}$	3.0
EKSPORTFINANS ASA 2.375 % Due 05/25/2016 Ba1 /BB+	75,000	95.400	71,550	2.0
KFW 1.250 % Due 02/15/2017 Aaa /AAA	75,000	102.041	76,530	2.2

LESS: CA ONTARIO (PROVINCE OF) $105,279

TOTAL BONDS $\boxed{\$1,255,587}$

Large Cap Core - U.S.

Consumer discretionary

COACH INC *(COH)*	600	$55.510	$33,306	3.4%
DOLLAR GENERAL CORP *(DG)*	700	44.090	30,863	3.1
LOWES COS INC *(LOW)*	1,120	35.520	39,782	4.1
MACY'S INC *(M)*	1,050	39.020	40,971	4.2

Trade date basis

	Shares/units	Market value per share/unit	Market value	Percent of asset class
TARGET CORP *(TGT)*	480	59.170	28,401	2.9
Total consumer discretionary			**$173,323**	**17.7%**
Consumer staples				
CVS/CAREMARK CORP *(CVS)*	635	$48.350	$30,702	3.1%
WALGREEN CO *(WAG)*	1,400	37.010	51,814	5 3
Total consumer staples			**$82,516**	**8.4%**
Energy				
CONOCOPHILLIPS *(COP)*	505	$57.990	$29,284	3.0%
MARATHON OIL CORP *(MRO)*	1,130	30.660	34,645	3.5
Total energy			**$63,929**	**6.5%**
Financials				
ACE LIMITED	535	$79.800	$42,693	4.4%
CITIGROUP INC *(C)*	690	39.560	27,296	2.8
Total financials			**$69,989**	**7.1%**
Health care				
AETNA INC NEW *(AET)*	700	$46.310	$32,417	3.3%
JOHNSON & JOHNSON *(JNJ)*	615	70.100	43,111	4.4
THERMO FISHER SCIENTIFIC *(TMO)*	700	63.780	44,646	4.6
UNITEDHEALTH GROUP INC *(UNH)*	760	54.240	41,222	4.2
ZIMMER HLDGS INC *(ZMH)*	780	66.660	51,994	5.3
Total health care			**$213,390**	**21.7%**

Trade date basis

	Shares/units	Market value per share/unit	Market value	Percent of asset class
Industrials				
GENERAL DYNAMICS CORP *(GD)*	300	$69 270	$20,781	2.1%
WASTE MANAGEMENT INC NEW *(WM)*	860	33.740	29,016	3.0
Total industrials			**$49,797**	**5.1%**
Information technology				
ACCENTURE PLC CL A	625	$66.500	$41,562	4.2%
AVAGO TECHNOLOGIES	775	31.651	24,529	2.5
INTERNATIONAL BUS MACHINES *(IBM)*	265	191.550	50,760	5.2
MICROSOFT CORP *(MSFT)*	1,745	26.710	46,608	4.8
QUALCOMM INC *(QCOM)*	650	61.860	40,208	4.1
SEAGATE TECHNOLOGY PLC	590	30.420	17,947	1.8
Total information technology			**$221,614**	**22.6%**
Materials				
NEWMONT MINING CORP *(NEM)*	**905**	**$46.440**	**$42,028**	**4.3%**
Telecom services				
CENTURYLINK INC *(CTL)*	**695**	**$39.120**	**$27,188**	**2.8%**
Utilities				
DETROIT ENERGY CO *(DTE)*	250	$60 050	$15,012	1.5%

Trade date basis

	Shares/units	Market value per share/unit	Market value
EXELON CORP *(EXC)*	785	29.740	23,345
Total utilities			**$38,357**
Total large cap core - u.s.			**S982,131** 1

Large Cap Core - Non U.S.

Consumer discretionary

	Shares/units	Market value per share/unit	Market value
DAIHATSU MOTOR CO. LTD ADR	700	$39 577	$27,703
MAGNA INTL INC CL A	585	50.020	29,261
VOLKSWAGEN AG ADR	445	45.392	20,199
Total consumer discretionary			**S77,163**

Consumer staples

	Shares/units	Market value per share/unit	Market value
AB FOODS LTD ADR	1,630	$25.423	$41,439
IMPERIAL TOBACCO LT ADR	645	77.146	49,759
KON AHOLD ADR	3,430	13.362	45,831
Total consumer staples			**S137,029**

Energy

	Shares/units	Market value per share/unit	Market value
ENI S.P A. ADR	885	$49.140	$43,488
SINOPEC/CHINA PETE&CHM ADR	375	114 920	43,095
TOTAL SA ADR	915	52.010	47,589
Total energy			**S134,172**

Trade date basis

	Shares/units	Market value per share/unit	Market value	Percent of asset class
Financials				
ALLIANZ AKTIENGES ADR	1,730	$13.817	$23,903	2 3%
CHINA CONSTRUCTION ADR	2,330	16 050	37,396	3.6
MUNICH RE GROUP ADR	2,500	17.930	44,825	4.3
NORDEA BK SWEDEN AB ADR	2,710	9 546	25,869	2 5
SUMITOMO MITSUI FIN ADR	6,300	7.340	46,242	4.4
SUNCORP GROUP ADR	2,430	10.558	25,655	2.4
WHARF HOLDINGS ADR	1,010	15.637	15,793	1.5
Total financials			**$219,683**	**20.8%**
Health care				
ITOCHU CORP ADR	1,820	$20.980	$38,183	3.6%
SANOFI - ADR	1,330	47.380	63,015	6 0
TEVA PHARM INDS LTD ADR	1,045	37 340	39,020	3.7
Total health care			**$140,218**	**13.3%**
Industrials				
EAST JAPAN RAIL ADR	4,170	$10.756	$44,852	4.3%
EMBRAER SA ADR	1,020	28 510	29,080	2 8
NIKON CORP PLC UNSPON-ADR	800	29.214	23,371	2.2
Total industrials			**$97,303**	**9.2%**
Materials				
AKZO NOBEL NV ADR	845	$21.861	$18,472	1.8%
BARRICK GOLD CORP	1,195	35 010	41,836	4.0

Trade date basis

	Shares/units	Market value per share/unit	Market value	Percent of asset class
BHP BILLITON PLC-ADR	395	70 370	27,796	2.6
Total materials			**$88,104**	**8.4%**
Telecom services				
CHINA TELECOM ADR	685	$56.850	$38,942	3 7%
TELE2 AB ADR	2,160	9.000	19,440	1.8
TIM PARTICIPACOES SA ADR	1,100	19.820	21,802	2.1
VODAFONE GP PLC NEW ADR	1,400	25 190	35,266	3 3
Total telecom services			**$115,450**	**11.0%**
Utilities				
SSE PLC ADR	1,230	$23.049	$28,350	2 7%
TOKYO GAS LTD ADR	937	18.273	17,121	1.6
Total utilities			**$45,471**	**4.3%**
Total large cap core - non u.s.			**$1,054,593**	**100.0%**

TOTAL LARGE CAP CORE - U.S.	$ 982,167
TOTAL LARGE CAP CORE - NON U.S.	$1,054,593
TOTAL CORPORATE STOCK	$\boxed{\$2,036,760}$

Trade date basis

	Shares/units	Market value per share/unit	Market value	Percent of asset class
Large Cap Strategies				
Large cap strategies funds				
OW LARGE CAP STRATEGIES FD BOOK COST 1,957,221	208,401.112	$10 020	$2,088,179	100 0%
Total large cap strategies			**$2,088,179**	**100.0%**
Global Small & Mid Cap				
Global small & mid cap funds				
OW GLOBAL SML & MID CAP FD BOOK COST 1,695,495	152,642 826	$14.690	$2,242,323	100.0%
Total global small & mid cap			**$2,242,323**	**100.0%**
Global Opportunities				
Global opportunities funds				
OW GLOBAL OPPORTUNITIES FD BOOK COST 3,990,370	532,733.060	$7.560	$4,027,461	100.0%
Total global opportunities			**$4,027,461**	**100.0%**

Trade date basis

Real Return / Commodities

Real return funds	Shares/units	Market value per share/unit	Market value	Percent of asset class
OW REAL RETURN FUND BOOK COST 1,827,291	169,966.549	$9.270	$1,575,589	100.0%
Total real return / commodities			**$1,575,589**	**100.0%**

TOTAL EQUITY MUTUAL FUNDS $ 9,933,552

FORM 990-PF, PAGE 7, Part IX-A, SUMMARYOF DIRECT CHARITABLE ACTIVITIES

Line 1 - **Heaven Hill Farm: Free Venue for Local Charities**

When Henry Uihlein left his farm of approximately 600 acres, which is located just outside of the Village of Lake Placid, New York, to the Foundation, he did so with the admonition to prevent, if possible, the commercial or residential development of the property. The property is extremely beautiful, and the view of the Adirondack Mountains from the farmhouse, particularly in the Fall, is spectacular.

With the help of a consultant, after considerable deliberation, and having in mind the Quaker adage "Proceed as the way becomes clear", the Foundation has determined that it can make a significant contribution to the community by making the farmhouse available to local not-for-profit organizations for meetings, fund-raisers, seminars, and the like.

In recent years, the Foundation has devoted considerable time and resources to refurbishing the farmhouse and the surrounding landscape (which had become quite shabby over the past two decades) with an eye to making the facility suitable for a wide range of gatherings by not-for profit organizations at no charge. In 2012: a single large guest bathroom and adjacent bedroom were converted to two modern bathrooms (one ADA compliant) and a new small meeting room; ceiling insulation was added and several insulated windows installed; a project to re-roof the entire farmhouse was commenced; exterior landscaping and drainage work eliminated basement flooding during heavy rains; and exterior electrical work to provide power for outside events and to upgrade power to the water pump was installed.

In 2012, without any form of advertising or solicitation (only word-of-mouth referrals), eighty-four events were held at Heaven Hill (Mr. Uihlein's name for his farm). Almost eighteen hundred people attended these events and the facility was in use for 172 days during the year. Usage was down a little from 2011 but is still strong over the seven years that records have been kept (Please see schedules attached.)

Reported here are the operating expenses of the farm and primarily the farmhouse where these events are held.

$98,400

Line 2 - **Heaven Hill Farm: Rent-Free Office Space for Adirondack Community Trust**

The year 2012 saw the third full year of occupancy by the Adirondack Community Trust (ACT) of the separate building at Heaven Hill that the Grantor, Henry Uihlein once used as his office when he operated a prize-winning Jersey dairy operation. It had been unused for over two decades (three small rooms and an unheated garage behind) and was in disrepair. In the Spring of 2009, leadership of the Adirondack Community Trust (a 501(c)(3) community trust currently with about $28 million in assets) asked if they could use the building rent-free to house their staff of three. At the time, they were located in rented office space in the Village of Lake Placid. The Foundation agreed to allow them to use the facility if they would refurbish the inside and the Foundation refurbished the outside. Those repairs were completed in 2009. It is estimated that ACT is saving about $20,000 annually in rent; the funds saved are used for grants in the Lake Placid area. In addition to its other funds, ACT administers the Uihlein-Ironman Sports Fund, a donor-advised fund totaling about three-quarters of a million dollars donated by the Foundation and Ironman USA. The Sports Fund makes grants to local athletes who specialize in winter sports and not-for-profit sports groups to support potential Olympic level athletes in their quest through grants for training, travel, and equipment. This is in the tradition established by Henry Uihlein when he personally sponsored Charles Jewtraw a Lake Placid speed skater who went to the first Winter Olympics in Chamonix, France in 1924 and came back with a gold medal.

In order to accommodate expanded staff at ACT, in 2012, the Foundation helped fund a renovation to the building that added usable space, replaced the heating system and upgraded the water/plumbing. The Foundation also provides routine grounds-keeping maintenance and snow plowing.

$7,800

Line 3 - **A Community Preserve - Henry's Woods - A Public Trail System**

The Foundation also owns approximately 212 acres of undeveloped land adjacent to, but not directly adjoining, the Heaven Hill property. The Foundation reviewed a range of possible uses including outright sale, residential development, and doing nothing. It was determined in 2006 that the use to which it was currently being put on an informal basis by local residents - as a place to run, hike and bike (and ski and snowshoe in the winter) - should be confirmed and improved. This would not only preserve green space but would also protect adjacent property owned by Cornell University (donated to Cornell over thirty years ago by Henry Uihlein) which is used for maple sugar research by the Uihlein-Cornell Maple Sugar Research Field Station and would offer training opportunities to Olympic athletes at the adjacent Olympic Training Center. This community preserve has been named "Henry's Woods" to honor the Foundation's grantor. The main trail of 2.5 miles and the trailhead access, entrance kiosk, and signage on the access trail to Bear Cub Lane have been open for two years. In 2010, funds were expended to prepare an additional 2.1 miles of trails that are more 'technical' (difficult) in nature. This project approximately doubled the total improved trail mileage at Henry's Woods and included three new trails: 1. The Plateau Trail (app. .9 of a mile) offers beautiful and never before seen views of the Wilmington Notch and the Sentinel Mountain range. 2. The Switchback trail is .25 of a mile and connects the main loop with the Plateau trail. 3. The Rocky Knob trail is one mile in length and leads to the highest point in Henry's Woods. It offers exceptional views of Lake Placid Village and the Great Range of the Adirondacks.

The year 2011 saw the preparation of professional maps and trailside signage. There was also some repair work required due to heavy Spring rains, and doggie waste stations were installed and provisioned.

In line with the Foundation's interest in sustainable use, several large, older maple trees that were felled for other reasons were recycled into nine new benches which were installed at various rest points and lookouts along the trails.

The Winter of 2012 saw the continuation of a program in cooperation with the Thomas Shipman Youth Center wherein the Foundation purchased several bird feeders and seed and the youth from the Center undertook to install the feeders and refill them on a weekly schedule until the snow melted. It is hoped that this program will result in an educational program that promotes nature awareness and conservation among the Center's youth and others. The out-of-pocket expenditure for this project was not recorded separately but did not amount to over two hundred dollars.

Using a hidden counter for baseline data, the Foundation estimates that the Henry's Woods trails have 60,000 visits a year.

$70,900

Line 4 - **Heaven Hill Farm: Maple Sugar Education Program**

About one hundred and fifty yards up the hill behind the Heaven Hill farmhouse is a log cabin building that archival pictures show was used by the Grantor and his wife (Henry and Mildred Uihlein) to boil maple sap from the farm's extensive stand of maple trees (called a "sugarbush"). Much of the sugarbush on the other side of Heaven Hill was deeded several decades ago to Cornell University for use by its College of Agriculture and Life Sciences to develop a Sugar Maple Research Station. (It should be noted that in 2012, the Foundation completed a six-year program to fund an endowment for the position of Director of the Research Station, thus insuring the viability of the Cornell maple research program well into the future.) Significant stands of sugar maple remain on the Heaven Hill property, however. In 2007 the Director of the Research Station suggested setting up a cooperative effort with local schools to develop a curriculum involving maple trees and maple sugar production utilizing the maple trees and the "sugar shack" at Heaven Hill Farm. In support of this effort, the Foundation installed water and electrical service and purchased a modern (but wood-fired) boiler to replace the ancient and dangerous boiler that had remained unused for several decades. The Winter/Spring of 2008 saw the collection of the first harvest of sap and the production of syrup. The Winter/Spring 2009 season saw a very successful program and also some preliminary discussions with other schools to expand the program. The Spring of 2010 harvest was poor due to poor weather but there was increased interest in both youth and adults. Later in 2010, the Foundation engaged the services of a local resident who does his own maple production to oversee and coordinate the project. Also during the year, a new main sap line and 125 new taps were installed. The Spring of 2011 was a very good year with a total of 339 taps producing sap. The total syrup produced was 86 gallons, and about 200 members of the public, including 91 students from local schools visited the sugaring operation - including students from Northwood school who actually participated in the tapping and boiling process, and students from St. Agnes School and Ausable forks Head Start program and board members from a school in Africa. Later in the year, in order to attempt to satisfy the needs of the "now" generation, the Foundation purchased a 'reverse osmosis machine' to expedite the reduction of sap to syrup. It cuts the boiling time by two thirds: from eight hours to three.

Unfortunately, the 2012 maple season was extremely bad due to poor weather. It was warm when it should have been cold and cold when it should have been warm (or at least, warmer). Very little sap was produced and, consequently, very little syrup. Nevertheless, during Maple Weekend (March 15-17), the Sugar House saw 56 visitors, even though the temperature was below freezing, and 103 students were involved in the maple syrup education program conducted with local schools in February and March.

$ 22,300

Line 5 - **<u>Heaven Hill Farm: Beekeeping Demonstration/Experiment</u>**

At the behest of the Senior Apiary Inspector of the NYS Department of Agriculture and Markets, in the Fall of 2010, the Foundation purchased a few hives, honey bees, and electric fence materials (to keep out the bears!), for the purpose of establishing an experimental beehive on the farm. The Inspector was unsure if the circumstances on the farm would support a flourishing bee colony. If a colony can be established, his hope is to develop it and use it to educate the public and to promote beekeeping in the Adirondacks. Sadly, the 2010/2011 winter was extremely long and cold and the colony failed to survive. The 2011/2012 winter was milder and the colony survived and is prospering.

$7,500

Note that the major repair/renovation projects noted in Lines 1 and 2 were capitalized and are not reflected in the figures shown here.

Charitable Events Held at Heaven Hill Farm
Annual Attendance: 2006 - 2012

Year	Total Attendance	% change from prior year	Total Events
2006	603		11
2007	768	27%	23
2008	1,364	78%	37
2009	1,317	-3%	44
2010	1,855	41%	72
2011	2,191	18%	99
2012	1,778	-19%	84
Cumulative Totals	**9,876**		370

Compiled by: Eleonore Wotherspoon
Last updated: February 24, 2013

Charitable Events Held at Heaven Hill Farm
Events Held

Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*	Eval Rec'd
January 3, 2012	Placid Lake Foundation	Interviews	6	1	Y
January 24, 2012	Adirondack Experience	Quarterly meeting	6	1	Y
February 10, 2012	Adirondack Community Housing Trust	Board meeting	10	3	Y
February 15, 2012	ACT	ACT Staff retreat with Adirondack Nature Conservancy	25	3	Y
February 24, 2012	ACT	ACT Board meeting	13	3	Y
March 5, 2012	Adirondack Sustainable Communities, Inc.	Potluck and community garden get-together	35	3	Y
March 11, 2012	Cornell Coop Extension - Essex Co Master Gardener Prog	Educational program. Introduction to Beekeeping	17	3	Y
March 13, 2012	ESF Ranger School	Luncheon and discussion, including maple tour	55	3	N
March 14, 2012	LPEC Quality Destinations	Board retreat	18	2	Y
March 15, 2012	LPEC Quality Destinations	Board retreat	18	2	Y
February/March 2012	Heaven Hill Farm Maple Sugar Program	Educational program for students to learn process for making maple syrup	103	n/a	Y
March 15-17, 2012	Maple Weekend 2012 and Uihlein Foundation	Visitors from general public to Heaven Hill Farm Sugar House, various dates	56	n/a	n/a
March 16, 2012	Head Start	Cluster meeting for BHS/HS	10	2	Y
March 18, 2012	Cornell Coop Extension - Essex Co Master Gardener Prog	Educational program· Creative & Inspirational Gardens	11	3	Y
March 25, 2012	Cornell Coop Extension - Essex Co Master Gardener Prog	Educational program: Backyard Chickens Roundtable	32	3	Y
April 2, 2012	NYSERDA Cleaner Green Communities/ANCA	Meeting	16	3	Y
April 24, 2012	Adirondack Experience	Quarterly AE Board meeting	6	1	Y
May 3, 2012	ACT	ACT More for Mission meeting	8	1	Y
May 4, 2012	Wildlife Conservation Society	Meeting	3	1	N
May 4, 2012	ACT	ACT/Jerry Jenkins meeting	10	1	Y
May 4, 2012	ACT	ACT/Wild Center meeting	4	1	Y
May 5, 2012	A W.I.S.H	Board of Directors meeting	12	3	Y
May 9, 2012	Essex County Community Services Board	Retreat for Community Servcies Board of Essex County	25	3	Y
May 10, 2012	Literacy Volunteers of America - Tri Lakes	LVA Fundraising meeting	4	1	Y
May 18, 2012	ACT	ACT Board/Advisory Council meeting	30	3	Y
May 26, 2012	Cornell Coop Extension - Franklin County 4-H	Truly Wild educational program for youth & adults	40	3	Y
June 2, 2012	Literacy Volunteers of America - Essex/Franklin Cos	Craft Beer Tasting fundraiser	60	3	Y
June 11, 2012	ACT	ACT/St. Joe's (Rehabilitation Center) meeting	4	1	Y
June 11, 2012	North Country Behavioral Health Network	Community Development Homeless Housing meeting-Franklin & Essex Co	14	3	Y
June 15, 2012	Adirondack Community Housing Trust	Board meeting	11	3	Y
June 19, 2012	Adirondack Experience	Quarterly Board of Directors meeting	8	1	Y
June 19, 2012	Adirondack Mountain School painters	Plein air painting session	40	1	Y
June 22, 2012	ACT	ACT lunch meeting	4	1	Y
June 28, 2012	Placid Lake Foundation	PLF monthly board meeting	15	3	Y
June 30, 2012	Protects the Adirondacks	Annual meeting	65	3	Y
June 30, 2012	Cornell Coop Extension - Franklin County 4-H	Truly Wild educational program for youth & adults	20	1	Y
July 2-3, 2012	ACT	Auditors	4	2	Y
July 7, 2012	North Elba Land Conservancy	Facilitated organizational assessment	8	3	Y
July 16, 2012	Placid Lake Foundation	PLF board of trustees meeting	14	3	Y

Charitable Events Held at Heaven Hill Farm
Events Held

Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*	Eval Rec'd
July 20, 2012	ACT	ACT board meeting	18	3	Y
July 23, 2012	ACT	ACT Board meeting	5	1	Y
July 25, 2012	Natural History Museum of the Adks - The Wild Center	Wine and cheese reception and seated discussion	20	3	Y
July 28, 2012	Cornell Coop Extension - Franklin County 4-H	Truly Wild educational program for youth & adults	19	1	Y
July 29, 2012	Cornell Coop Extension - Essex Co Master Gardener Prog	"Walk, Talk & Taste" - Edible Wild Plants educational program	22	1	Y
August 4, 2012	Reason 2 Smile	Board meeting	12	3	Y
August 5, 2012	Boy Scouts of America, Troop 10	Eagle Scout Award Ceremony	47	3	Y
August 13, 2012	ACT	ACT / NCPR (North Country Public Radio) meeting	4	1	Y
August 14, 2012	Adirondack Experience	Board meeting	8	1	Y
August 16, 2012	North Country Community Foundation	NCREDC Project Selection	6	1	Y
August 16, 2012	John Brown Lives!	JBL! board meeting	10	3	Y
August 17, 2012	Pendragon Theatre	Annual Fundraising Party	140	3	Y
August 20, 2012	ANCA	Meeting	3	1	N
August 21-23, 2012	ACT	ACT auditors	6	3	Y
August 25, 2012	Cornell Coop Extension - Franklin County 4-H	Truly Wild educational program for youth & adults	12	1	Y
August 27, 2012	ACT	Uihlein-Ironman Sports Fund annual advisory committee meeing	6	1	Y
August 28, 2012	ACT	ACT Entrepreneur Program meeting	32	3	Y
August 29, 2012	Northwood School	Northwood School Advancement Office retreat	5	1	Y
August 31, 2012	Rotary Club of Lake Placid	End of summer celebration for Rotarians and friends	57	3	Y
September 8, 2012	Cornell Coop Extension	Forest Farming (1) Shiitake Mushrooms; (2) Wild Simulated Ginseng	75	3	Y
September 10, 2012	Adirondack Film Society	Board meeting	9	3	Y
September 23, 2012	ACT	Uihlein-Ironman Sports Fund annual awards ceremony	45	3	Y
September 24, 2012	Cornell University	Reception to thank Uihlein Fdn for support for Uihlein Forest Directorship	50	3	Y
September 27, 2012	ACT	ACT/Adk Business Creators meeting	7	1	Y
October 11, 2012	Uihlein Living Center	Uihlein Living Center residents' picnic	8	1	Y
October 15, 2012	ACT	ACT Audit and Finance Committee meetings	6	1	Y
October 17, 2012	LP/Wilmington Connecying Youth & Communities Coalition	Annual board meeting	16	3	Y
October 18, 2012	LP/North Elba Community Development	Volunteer Recognition Reception	20	3	Y
October 25, 2012	LP/North Elba Historical Society	Monthly board meeting	15	3	Y
October 25, 2012	ACT	ACT/Adk Business Creators meeting	7	1	Y
October 26, 2012	ACT	ACT Board meeting and strategic retreat	18	3	Y
November 2, 2012	Adirondack Community Housing Trust	Board meeting	11	3	Y
November 8, 2012	ACT	ACT/Adk Harvest meeting	5	1	Y
November 14, 2012	Crary Foundation	Lunch for school counselors and Crary Fdn board members	17	3	Y
November 18, 2012	Boy Scouts of America, Troop 10	Eagle Scout Award Ceremony for William Bellos of LP Troop 10	50	2	Y
November 18, 2012	Reason 2 Smile	Wine and cheese reception and silent auction fundraiser	40	2	Y
November 20, 2012	ACT	ACT meeting	2	1	Y
December 1, 2012	John Brown Lives!	"Freedom Then Freedom Now" day-long seminar on Emancipation	40	2	Y
December 2, 2012	John Brown Lives!	Board meeting	12	2	Y

Charitable Events Held at Heaven Hill Farm
Events Held

Date	Charitable Sponsor(s)	Description of Event	Approx. Number Attending	Use Days*	Eval Rec'd
December 5, 2012	ACT	ACT/Adirondack Business Creators	5	1	Y
December 12, 2012	ACT	ACT/Adirondack Business Creators lunch	8	1	Y
December 18, 2012	North Country Behavioral Health Network	Homeless Housing meeting	12	3	Y
December 21, 2012	ACT	ACT/Adirondack Business Creators	4	1	Y
December 27, 2012	ACT	ACT/Adirondack Business Creators	20	3	Y
December 28, 2012	ACT	ACT/Adirondack Business Creators	4	1	Y
Total Events Held		**Total Use Days**		**172**	
		Total Attendance	**1778**		

Compiled by: Eleonore Wotherspoon
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Key to acronyms:

ACT	Adirondack Community Trust
ANCA	Adirondack North Country Association
ESF	State University of New York (SUNY) Environmental Science and Forestry
LPEC	Lake Placid Essex County
NYSERDA	New York State Energy Research & Development Agency
A W I.S H.	A World Institute for Sustainable Humanity