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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>WINDHOVER FOUNDATION, INC.</b>		A Employer identification number <b>39-1482470</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>N61 W23044 HARRY'S WAY</b>		B Telephone number <b>414-566-6000</b>
City or town, state, and ZIP code <b>SUSSEX, WI 53089-9807</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>82,336,076.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received		3,239,638.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		265,505.	265,505.		STATEMENT 1
4 Dividends and interest from securities		1,361,249.	1,361,249.		STATEMENT 2
5a Gross rents		5,616.	5,616.		STATEMENT 3
b Net rental income or (loss)	5,616.				
6a Net gain or (loss) from sale of assets not on line 10		4,501,229.			
b Gross sales price for all assets on line 6a	14,881,285.				
7 Capital gain net income (from Part IV, line 2)			4,501,229.		
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		<85,490.>	<85,490.>		STATEMENT 4
12 Total. Add lines 1 through 11		9,287,747.	6,048,109.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees	STMT 5	165,398.	165,398.		0.
17 Interest					
18 Taxes	STMT 6	423.	423.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 7	129,444.	129,444.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		295,265.	295,265.		0.
25 Contributions, gifts, grants paid		3,230,885.			3,230,885.
26 Total expenses and disbursements. Add lines 24 and 25		3,526,150.	295,265.		3,230,885.
27 Subtract line 26 from line 12.		5,761,597.			
a Excess of revenue over expenses and disbursements			5,752,844.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

<b>Part II Balance Sheets</b>		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
<b>Assets</b>	1 Cash - non-interest-bearing		<2,052,141.>	50,000.	50,000.	
	2 Savings and temporary cash investments		10,305,586.	15,169,664.	15,169,664.	
	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					
	b Investments - corporate stock	STMT 8	18,352,608.	13,518,467.	15,993,439.	
	c Investments - corporate bonds	STMT 9	7,100,864.	7,340,037.	7,406,782.	
11 Investments - land, buildings, and equipment basis						
Less accumulated depreciation						
12 Investments - mortgage loans						
13 Investments - other	STMT 10	20,307,417.	32,976,952.	34,805,611.		
14 Land, buildings, and equipment basis						
Less accumulated depreciation						
15 Other assets (describe <b>OTHER INVESTMENTS</b> )		17,513,592.	8,120,830.	8,910,580.		
16 Total assets (to be completed by all filers)		71,527,926.	77,175,950.	82,336,076.		
<b>Liabilities</b>	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.			
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds		0.	0.		
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		71,527,926.	77,175,950.		
	30 Total net assets or fund balances		71,527,926.	77,175,950.		
	31 Total liabilities and net assets/fund balances		71,527,926.	77,175,950.		

**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 71,527,926.
2 Enter amount from Part I, line 27a	2 5,761,597.
3 Other increases not included in line 2 (itemize)	3 0.
4 Add lines 1, 2, and 3	4 77,289,523.
5 Decreases not included in line 2 (itemize) <b>BOOK TO TAX ADJUSTMENTS</b>	5 113,573.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 77,175,950.

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**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			
b SEE ATTACHED STATEMENT			
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 14,881,285.		11,963,546.	4,501,229.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			4,501,229.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	4,501,229.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div> <div>If gain, also enter in Part I, line 8, column (c).</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	4,788,391.	69,452,721.	.068945
2010	5,736,578.	63,844,076.	.089853
2009	5,330,516.	54,882,326.	.097126
2008	3,706,944.	64,907,956.	.057111
2007	4,000,547.	70,934,489.	.056398

2 Total of line 1, column (d)	2	.369433
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	.073887
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	75,354,371.
5 Multiply line 4 by line 3	5	5,567,708.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	57,528.
7 Add lines 5 and 6	7	5,625,236.
8 Enter qualifying distributions from Part XII, line 4	8	3,230,885.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)	1	115,057.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	2	0.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	3	115,057.
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
3	Add lines 1 and 2	5	115,057.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
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	0.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	2,579.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	117,636.
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <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? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>N/A</b>	13	X	
14	The books are in care of <b>QUAD/GRAPHICS, INC.</b> Telephone no. <b>414-566-6000</b> Located at <b>N61 W23044 HARRY'S WAY, SUSSEX, WI</b> ZIP+4 <b>53089-9807</b>			
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 <b>N/A</b>	15		
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <b>N/A</b>	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<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)? Organizations relying on a current notice regarding disaster assistance check here <b>N/A</b>		1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <b>N/A</b>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b>N/A</b>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)		2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here.		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<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.) <b>N/A</b>		3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a
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

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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)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

N/A

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

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
SEE STATEMENT 11		0.	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

**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
SUN TRUST BANK ATLANTA, GA	INVESTMENT MANAGEMENT SERVICES	112,173.
GOLDMAN SACHS CHICAGO, IL	INVESTMENT MANAGEMENT SERVICES	53,225.
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

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	59,453,619.
b	Average of monthly cash balances	1b	8,137,701.
c	Fair market value of all other assets	1c	8,910,580.
d	Total (add lines 1a, b, and c)	1d	76,501,900.
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	76,501,900.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,147,529.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	75,354,371.
6	Minimum investment return. Enter 5% of line 5	6	3,767,719.

**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	3,767,719.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	115,057.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	115,057.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,652,662.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,652,662.
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	3,652,662.

**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	3,230,885.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,230,885.
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	3,230,885.

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.

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**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				3,652,662.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	542,864.			
b From 2008	460,789.			
c From 2009	2,600,601.			
d From 2010	2,570,752.			
e From 2011	1,440,896.			
f Total of lines 3a through e	7,615,902.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	3,230,885.			
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				3,230,885.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	421,777.			421,777.
6 Enter the net total of each column as indicated below:	7,194,125.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
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	121,087.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	7,073,038.			
10 Analysis of line 9:				
a Excess from 2008	460,789.			
b Excess from 2009	2,600,601.			
c Excess from 2010	2,570,752.			
d Excess from 2011	1,440,896.			
e Excess from 2012				









**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

Employer identification number

WINDHOVER FOUNDATION, INC.

39-1482470

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization	Employer identification number
WINDHOVER FOUNDATION, INC.	39-1482470

**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	HARRY V. QUADRACCI CLAT  SUSSEX, WI	\$ 3,239,638.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

39-1482470

## Part II

(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	Employer identification number
WINDHOVER FOUNDATION, INC.	39-1482470

**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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

WINDHOVER FOUNDATION, INC.

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	GOLDMAN SACHS	P		
b	SUNTRUST BANK	P		
c	GS CAPITAL PARTNERS VI PARALLEL LP	P		
d	MASON WELLS BIOMEDICAL FUND I LP	P		
e	MELLON PRIVATE EQUITY FUND V LP	P		
f	WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	P		
g	BLUE LION CAPITAL LP	P		
h				
i				
j				
k				
l				
m				
n				
o				

(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			1,212,669.
b	14,881,285.	11,963,546.	2,917,739.
c			53,464.
d			95.
e			73,741.
f			2,583.
g			240,938.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,212,669.
b			2,917,739.
c			53,464.
d			95.
e			73,741.
f			2,583.
g			240,938.
h			
i			
j			
k			
l			
m			
n			
o			

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	4,501,229.
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

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

SOURCE	AMOUNT
BLUE LION CAPITAL LP	3,101.
BMO BANK	638.
GOLDMAN SACHS - INTEREST	53.
GS CAPITAL PARTNERS VI PARALLEL LP	7,217.
MASON WELLS BIOMEDICAL FUND I LP	15.
MELLON PRIVATE EQUITY FUND V LP	1,706.
SUNTRUST BANK	252,524.
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	251.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	265,505.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLUE LION CAPITAL LP	30,544.	0.	30,544.
GOLDMAN SACHS - DIVIDENDS	179,993.	0.	179,993.
GS CAPITAL PARTNERS VI PARALLEL LP	8,644.	0.	8,644.
MELLON PRIVATE EQUITY FUND V LP	2,520.	0.	2,520.
Q/G - DIVIDENDS	28,283.	0.	28,283.
SUNTRUST BANK	1,074,980.	0.	1,074,980.
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	36,285.	0.	36,285.
TOTAL TO FM 990-PF, PART I, LN 4	1,361,249.	0.	1,361,249.

## FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	1	5,616.
TOTAL TO FORM 990-PF, PART I, LINE 5A		5,616.

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
GS CAPITAL PARTNERS VI PARALLEL LP	<1,660.>	<1,660.>		
MELLON PRIVATE EQUITY FUND V LP	<383.>	<383.>		
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	<15,427.>	<15,427.>		
BLUE LION CAPITAL LP	<68,020.>	<68,020.>		
TOTAL TO FORM 990-PF, PART I, LINE 11	<85,490.>	<85,490.>		

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
GOLDMAN SACHS INVEST MGMT	53,225.	53,225.		0.
SUN TRUST - INVEST MGMT	112,173.	112,173.		0.
OTHER PROFESSIONAL FEES	0.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	165,398.	165,398.		0.

FORM 990-PF	TAXES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX - GS CAPITAL PARTNERS VI PARALLEL LP	225.	225.		0.
FOREIGN TAX - MELLON PRIVATE EQUITY FUND V LP	2.	2.		0.
FOREIGN TAX - WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	159.	159.		0.
FOREIGN TAX - BLUE LION CAPITAL LP	37.	37.		0.
TO FORM 990-PF, PG 1, LN 18	423.	423.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GS CAPITAL PARTNERS VI PARALLEL LP	9,898.	9,898.		0.	
GSCP VI PARALLEL AIV, LP	989.	989.		0.	
MELLON PRIVATE EQUITY FUND V LP	12,572.	12,572.		0.	
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	5,866.	5,866.		0.	
BLUE LION CAPITAL LP	97,378.	97,378.		0.	
MASON WELLS BIOMEDICAL FUND I LP	2,741.	2,741.		0.	
TO FORM 990-PF, PG 1, LN 23	129,444.	129,444.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
STOCKS - DETAIL AVAIL. UPON REQUEST	13,518,467.	15,993,439.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	13,518,467.	15,993,439.		

FORM 990-PF	CORPORATE BONDS		STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
BONDS	7,340,037.	7,406,782.		
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,340,037.	7,406,782.		

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10
DESCRIPTION	VALUATION METHOD	BOOK VALUE
		FAIR MARKET VALUE
MUTUAL FUNDS	COST	32,976,952.
		34,805,611.
TOTAL TO FORM 990-PF, PART II, LINE 13		32,976,952.
		34,805,611.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
ELIZABETH E. QUADRACCI N63 W23075 HWY 74 SUSSEX, WI 53089	PRESIDENT 1.00	0.	0.	0.
JOHN C. FOWLER N63 W23075 HWY 74 SUSSEX, WI 53089	SECRETARY/TREASURER 1.00	0.	0.	0.
ELIZABETH QUADRACCI HARNED N63 W23075 HWY 74 SUSSEX, WI 53089	VICE PRESIDENT 1.00	0.	0.	0.
J. JOEL QUADRACCI N63 W23075 HWY 74 SUSSEX, WI 53089	DIRECTOR 1.00	0.	0.	0.
KATHRYN Q. FLORES N63 W23075 HWY 74 SUSSEX, WI 53089	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

**LEG Immobilien GmbH and Subsidiaries**  
**Consolidated Balance Sheet**

**Assets**

**In EUR**

<b>Fixed Assets</b>	<b>3,523,066,948</b>
Intangible assets	6,270,984
Real estate assets	3,499,812,842
Financial assets	16,983,122
<b>Current Assets</b>	<b>108,033,850</b>
Land and other inventory held for sale	31,062,165
Receivables and other assets	22,756,434
Cash and cash equivalents	54,215,250
<b>Deferred Items</b>	<b>30,778,855</b>
Cost of capital	200
Other deferred items	30,778,655
<b>Deferred Tax Assets</b>	<b>44,000,000</b>
<b>Total Assets</b>	<b>3,705,879,653</b>

**Equity and Liabilities**

**In EUR**

<b>Shareholder Equity</b>	<b>(640,537,085)</b>
Share capital	(999)
Capital reserves	(468,923,731)
Income reserves	(5,988,661)
Retained earnings	(150,426,975)
Accumulated other comprehensive income	19,870,053
Minority interests	(35,066,773)
<b>Provisions/Accruals</b>	<b>(220,721,093)</b>
Provisions for pensions and similar obligations	(119,006,392)
Tax provision	(53,414,045)
Other accruals	(48,300,656)
<b>Liabilities</b>	<b>(2,843,723,834)</b>
Bank liabilities	(2,703,579,072)
Liabilities to other creditors	(10,705,893)
Prepayment received	(28,734,018)
Liabilities From rental activities	(14,943,046)
Trade liabilities	(9,724,888)
Liabilities to other group companies	(146,409)
Liabilities to related companies	(1,101,163)
Liabilities to shareholders	(40,414,507)
Other liabilities	(34,374,839)
<b>Deferred Items</b>	<b>(897,640)</b>
Construction subsidies received	(4,285)
Other deferred items	(893,355)
<b>Total Equity and Liabilities</b>	<b>(3,705,879,653)</b>

**LEG Immobilien GmbH and Subsidiaries**  
**Consolidated Income Statement**

<b>In EUR</b>	
Sales revenue	354,941,079
Income from property management	45,203,282
Other operating income	15,577,847
Expenses for goods and services	(173,525,145)
Personnel expenses	(38,037,615)
Depreciation	(6,032,698)
Other operating expenses	(46,198,916)
Revenues from participations	1,524,866
Revenues from commercial paper and loans receivable	37,114
Interest and similar revenues	1,289,447
Interest and similar expenses	(157,468,906)
Extraordinary items	(62)
Income taxes	5,005,656
Other taxes	(307,563)
<b>Current Year Earnings</b>	<b>2,008,388</b>

# *Windhover Donations*

2012

## **ANNUAL**

<b>Charity</b>	<b>Date</b>	<b>Amount</b>
ACLU OF WISCONSIN FOUNDATION	3/7/2012	5,000
ADULT LEARNING CENTER, INC	3/7/2012	5,000
ANGELS GRACE HOSPICE	3/7/2012	10,000
AWE, INC.	3/7/2012	25,000
BLOOD CENTER OF WISCONSIN	3/7/2012	25,000
CENTER FOR DEAF-BLIND PERSONS	3/7/2012	12,500
CHENEQUA FOUNDATION	3/7/2012	5,000
CHILDRENS HOSPITAL	3/7/2012	30,000
COLUMBIA ST MARYS	3/7/2012	25,000
DIVINE SAVIOR HOLY ANGELS	3/7/2012	15,000
GROWING POWER	3/7/2012	25,000
HUNGER TASK FORCE OF MILWAUKEE	3/7/2012	100,000
JOURNEY HOUSE	3/7/2012	10,000
LA CASA DE ESPERANZA INC	3/7/2012	25,000
MILWAUKEE ART MUSEUM	3/7/2012	100,000
MILWAUKEE WOMEN, INC	3/7/2012	2,500
MISSION INTERNATIONAL RESCUE CHARITI	3/7/2012	5,000
PATRONATO BENEFICO ORIENTAL	2/8/2012	35,000
PENFIELD CHILDRENS CENTER	3/7/2012	5,000
PLANNED PARENTHOOD OF WISC	3/7/2012	75,000
S E.T. MINISTRY	3/7/2012	10,000
ST JOSEPHS MEDICAL & DENTAL	3/7/2012	25,000
THE GATHERING	3/7/2012	25,000
VOLUNTEER SERV FOR VISUALLY HANDICAP	3/7/2012	3,000
WALKERS POINT CENTER FOR THE	3/7/2012	1,000
WCTC FOUNDATION	1/20/2012	200,000
WOMANS CENTER OF WAUKESHA	3/7/2012	50,000
WOODLAND PATTERN BOOK CENTER	3/7/2012	1,000
<b>TOTAL ANNUAL</b>		<b>855,000</b>

## **MULTI-YEAR**

<b>Charity</b>	<b>Date</b>	<b>Amount</b>
ALBERT EINSTEIN COLLEGE OF MEDICINE	2/8/2012	10,000
CITY OF WEST ALLIS	3/7/2012	50,000
COLLEGIATE SCHOOL INC	2/8/2012	55,000
COLUMBIA UNIVERSITY LATINO ALUMNI AS	2/8/2012	5,000
JACK RUSSELL MEMORIAL LIBRARY CAMPAI	3/7/2012	40,000
LAKE PARK FRIENDS	1/20/2012	24,600
MARYMOUNT SCHOOL OF NEW YORK	2/8/2012	125,000
NEW YORK UNIVERSITY	2/8/2012	10,000
SARATOGA CARE FOUNDATION	3/7/2012	100,000
SINSINAWA DOMINICANS	3/7/2012	100,000
TALL PINES CONSERVANCY	2/2/2012	25,000
THE SCHOOL FOR STRINGS	2/8/2012	5,000

**MULTI-YEAR**

Charity	Date	Amount
UEC/MVP PROJECT, INC.	5/14/2012	25,000
UNIVERSITY LAKE SCHOOL	3/7/2012	100,000
UNIVERSITY SCHOOL OF MILWAUKEE	3/7/2012	200,000
WILLIAMS COLLEGE	3/7/2012	50,000
<b>TOTAL MULTI-YEAR</b>		<b>924,600</b>

**MISC CORP**

Charity	Date	Amount
ACEER FOUNDATION	3/7/2012	50,000
AMERICAN CANCER SOCIETY	4/18/2012	500
AMERICAN RED CROSS	3/19/2012	7,500
AMERICAN RED CROSS	9/13/2012	1,000
ANN'S HOPE FOUNDATION	2/8/2012	5,000
ARTSWISCONSIN	8/11/2012	1,000
BROWN UNIVERSITY	2/8/2012	10,000
CHARLES E KUBLY FOUNDATION	1/9/2012	2,500
CHARLES E KUBLY FOUNDATION	8/6/2012	5,000
COLLEGIATE SCHOOL INC	2/8/2012	10,000
COLUMBIA UNIVERSITY	2/8/2012	10,000
CONVENT OF THE SACRED HEART	2/2/2012	5,000
CONVENT OF THE SACRED HEART	8/6/2012	6,646
CONVENT OF THE SACRED HEART	12/8/2012	25,000
ENDOMETRIOSIS ASSOCIATION	1/9/2012	5,000
GOOD SHEPHERD SERVICES	1/11/2012	5,000
GREATER MILWAUKEE FOUNDATION	8/11/2012	2,000
I BACK JACK FOUNDATION, INC	8/22/2012	500
I BACK JACK FOUNDATION, INC	9/19/2012	5,000
LOCAL INITIATIVES SUPPORT CORP (LISC	3/12/2012	25,000
MARYMOUNT SCHOOL OF NEW YORK	2/2/2012	2,000
MARYMOUNT SCHOOL OF NEW YORK	2/8/2012	35,000
MARYMOUNT SCHOOL OF NEW YORK	12/18/2012	50,000
MILWAUKEE ART MUSEUM	7/12/2012	97,000
MILWAUKEE ART MUSEUM	8/6/2012	2,750
MILWAUKEE COLLEGE PREPARATORY SCHOOL	4/17/2012	2,000
MILWAUKEE PUBLIC MUSEUM	3/12/2012	25,000
NATIONAL HYPERTENSION ASSOCIATION	2/2/2012	1,500
PROFESSIONAL DIMENSIONS CHARITABLE F	3/14/2012	500
RESURRECTION EPISCOPAL I	1/9/2012	5,000

**MISC CORP**

Charity	Date	Amount
RESURRECTION EPISCOPAL 1	2/8/2012	3,000
RESURRECTION EPISCOPAL 1	12/8/2012	10,000
SARCOMA FOUNDATION OF AMERICA	3/19/2012	58,250
SCHLITZ AUDUBON NATURE CENTER	1/9/2012	5,000
SINSINAWA DOMINICANS	2/2/2012	10,000
SKYLIGHT OPERA THEATRE	3/12/2012	5,000
SOLOMON R. GUGGENHEIM FOUNDATION	10/3/2012	693
ST MONICA CONGREGATION	1/9/2012	5,000
ST MONICA CONGREGATION	4/17/2012	5,000
ST. DAVID'S SCHOOL	1/11/2012	5,000
ST. DAVID'S SCHOOL	12/8/2012	12,500
TALL PINES CONSERVANCY	11/7/2012	3,090
TEN CHIMNEYS FOUNDATION	1/9/2012	5,000
THE GILLEN BREWER SCHOOL	1/9/2012	5,000
THE SCHOOL FOR STRINGS	2/8/2012	5,000
THORACIC SURGERY FOUNDATION FOR	2/8/2012	1,000
UNIVERSITY LAKE SCHOOL	3/19/2012	3,000
UNIVERSITY LAKE SCHOOL	4/28/2012	2,500
UNIVERSITY SCHOOL OF MILWAUKEE	1/9/2012	10,000
URBAN ECOLOGY CENTER	8/27/2012	20,000
UW ATHLETIC OFFICE	8/24/2012	27,926
UW ATHLETIC OFFICE	8/27/2012	10
UW ATHLETIC OFFICE	12/6/2012	22,082
WAUKESHA COUNTY POLICE CHIEF'S ASSOC	7/23/2012	1,500
WCTC FOUNDATION	8/11/2012	5,424
WOMAN'S CLUB OF WI FOUNDATION	2/2/2012	500
WUWM	10/20/2012	1,500
<b>TOTAL MISC CORP</b>		<b>635,371</b>

**SCHOLARSHIP**

Charity	Date	Amount
ALFORD, AMANDA	1/25/2012	2,000
ALFORD, AMANDA	9/7/2012	1,500
BAHR, MARISSA	9/7/2012	2,000
BASSETT, EMILY	3/6/2012	1,500
BAURES, BRITTANY	1/18/2012	2,500
BAURES, BRITTANY	9/7/2012	1,500
BENKOWSKI, KAYLEE	1/18/2012	1,000
BERES, MITCHEL	1/18/2012	1,500
BINDER, BRIAN	9/7/2012	1,500
BLAZEI, TAYLOR	9/7/2012	1,500
BOLLING, MICHAEL	2/3/2012	1,500
BONANNO, FELICIA	1/13/2012	1,500

**SCHOLARSHIP**

<b>Charity</b>	<b>Date</b>	<b>Amount</b>
BONANNO, FELICIA	9/7/2012	1,500
BOULDEN, ALISON	9/7/2012	2,000
BOYD, JACOB	1/13/2012	1,500
BOYD, JACOB	9/7/2012	1,500
CARDINAL, KAYLEE	1/13/2012	2,000
CASTRO, ERICA	1/18/2012	2,000
CER, ZING	1/13/2012	1,500
CER, ZING	9/7/2012	1,500
CHRISTIAANSEN, KAYLA	1/13/2012	2,000
CHRISTIAANSEN, KAYLA	9/7/2012	1,500
COLWELL, ERIC	9/7/2012	1,500
COLWELL, PETER	9/7/2012	1,500
COX, ADAM	2/3/2012	1,500
COX, ADAM	9/7/2012	2,250
COYNE, KRISTYN	1/4/2012	1,500
CREES, CASEY	1/13/2012	2,000
CREES, CASEY	9/7/2012	2,000
CREES, KATIE	9/7/2012	1,500
DIEBALL, KAYLA	1/4/2012	2,250
DIEBALL, KAYLA	1/18/2012	2,250
DIEBALL, KAYLA	9/7/2012	2,500
DOLAN, BRIAN	9/7/2012	2,000
DOLAN, CAITLIN	9/7/2012	1,500
DOLAN, COREY	1/4/2012	1,500
DUMEZ, MARY	1/18/2012	1,000
DUMEZ, SAMUEL	1/18/2012	1,500
DURANT, HEATHER	1/4/2012	1,000
EARLE, BENJAMIN	2/3/2012	1,500
EARLE, JESSICA	1/18/2012	2,000
EARLE, JESSICA	9/7/2012	1,500
EMMER, KRISTYN	1/4/2012	2,000
EMMER, KRISTYN	9/7/2012	2,000
FAUST, NICOLE	1/13/2012	1,000
FAUST, NICOLE	9/7/2012	1,500
FEAREN, PHAEDRA	1/18/2012	1,500
FISHER, MADELINE	9/7/2012	2,000
FLASCH, BRITTANY	1/4/2012	2,000
FRANZ, MADISON	1/4/2012	1,500
FRANZ, MADISON	9/7/2012	2,000
FREUND, JACLYN	1/4/2012	1,500
GANNON, KAITLYN	1/13/2012	1,500
GARSO, NICHOLAS	1/13/2012	1,500
GIEBEL, NAKEETA	2/23/2012	1,500
GOLNER, AVA	1/25/2012	1,500
GOLNER, AVA	9/7/2012	2,250
GONZALEZ, KATHERINE	9/7/2012	1,500
GRACEFFA, DANA	1/13/2012	1,500

**SCHOLARSHIP**

<b>Charity</b>	<b>Date</b>	<b>Amount</b>
GRACEFFA, DANA	9/7/2012	2,000
GRACEFFA, ZACHARY	1/13/2012	1,500
GRUNEWALD, ALICIA	1/25/2012	1,500
HANKINSON, STEPHANIE	2/3/2012	1,500
HARRIS, BRIANNA	9/7/2012	2,000
HASS, KEVIN	9/7/2012	2,000
HEERINGA, KELLI	9/7/2012	1,500
HENRY, KAYLA	1/25/2012	1,500
HINKENS, ANDREW	1/13/2012	2,000
HINKENS, ANDREW	9/7/2012	1,500
HOLLIS, INDIA	1/25/2012	1,500
HORST, MEGAN	9/7/2012	1,000
HOTH, ALYSE	9/7/2012	1,500
HUME, EMILY	3/20/2012	1,500
JANICHEK, STEPHANIE	9/7/2012	1,500
JENZ, JOSHUA	1/4/2012	1,000
JENZ, JOSHUA	9/7/2012	2,000
KASPRZAK, JORDAN	2/3/2012	1,500
KEIHL, SAMANTHA	1/4/2012	2,000
KOCHER, KYLE	1/13/2012	1,500
KOCHER, KYLE	9/7/2012	1,500
KREAM, ELIZABETH	1/25/2012	2,000
KREAM, ELIZABETH	9/7/2012	2,000
KREAM, JACOB	1/25/2012	2,000
KREAM, JACOB	9/7/2012	1,500
KRUEGER, ELLEN	1/13/2012	2,000
KRUEGER, ELLEN	9/7/2012	2,000
KRYSTOSEK, CARA	9/7/2012	1,500
KUCHINSKI, BROOKE	1/13/2012	2,250
LANDERGOTT, JESSICA	1/13/2012	2,000
LAU, ANDREA	1/13/2012	1,500
LAU, RYAN	2/3/2012	1,500
LAU, RYAN	9/7/2012	2,000
LAUDOLFF, ALLISON	1/18/2012	1,500
LOOS, KAYLA	9/7/2012	2,000
LUTEYN, BRITTA	1/25/2012	2,000
LUTEYN, HANNAH	2/10/2012	2,000
MAGESKI, DOUGLAS	1/13/2012	2,000
MAGNUSSON, MATTHEW	2/3/2012	1,500
MAIER, LINDSAY	1/13/2012	2,000
MALLOW, RYANNE	9/7/2012	2,000
MARKOVIC, IGOR	1/13/2012	1,500
MARTIN, CAITLIN	1/4/2012	1,000
MATENAER, ERIC	1/18/2012	1,500
MATENAER, ERIC	9/7/2012	2,000
MCCANN, KELSEY	9/7/2012	1,500
MCTRUSTY, JESSICA	1/13/2012	1,000
MCTRUSTY, JESSICA	9/7/2012	1,500

**SCHOLARSHIP**

<b>Charity</b>	<b>Date</b>	<b>Amount</b>
MEANS, EMILY	9/7/2012	1,500
METKE, RACHEL	1/13/2012	1,500
MILLER, NICHOLAS	2/3/2012	1,500
MILLER, NICHOLAS	9/7/2012	1,500
MITTAG ANDREW	9/7/2012	1,500
MOLDENHAUER, KAYLA	1/13/2012	1,500
MOLDENHAUER, SAMANTHA	1/13/2012	2,500
MOLDENHAUER, SAMANTHA	9/7/2012	1,500
MORRIS, KAITLIN	2/3/2012	1,500
MOUA, KENG	3/30/2012	1,500
MRKALJ, MILAN	1/4/2012	2,000
MRKALJ, MILAN	9/7/2012	1,500
MUENCH, ANDREW	1/4/2012	1,500
MUENCH, ANDREW	9/7/2012	2,000
NELTON, EMMALIN	9/7/2012	1,500
NEWMAN, EMILY	1/13/2012	2,000
NEWMAN, EMILY	9/7/2012	1,500
NOTHEM, JUSTIN	1/13/2012	1,500
OHLINGER, PHILIP	1/13/2012	1,000
OLSON, HAILI	9/7/2012	1,500
OPLIGER ELIZABETH	9/7/2012	1,500
PAGENKOPF, ADAM	1/4/2012	1,500
PARSONS, KAYLA	1/13/2012	1,500
PERRINE, KRISTEN	9/7/2012	2,000
PETSCHAUER, KELLY	9/7/2012	1,500
PICKART, NICOLE	1/4/2012	1,500
PIERDZIOCH, ANTHONY	1/13/2012	1,000
PILGER, JUSTIN	1/25/2012	1,500
PILGER, JUSTIN	9/7/2012	1,500
PRUNTY, ALEX	1/18/2012	1,500
PRUNTY, ALEX	9/7/2012	1,500
PRUNTY, ASHLEY	9/7/2012	1,500
PRZEDWIECKI, ASHLEY	1/25/2012	1,500
PRZEDWIECKI, ASHLEY	9/7/2012	1,500
PULTE, SAMANTHA	2/10/2012	1,500
PURDY, CATHERINE	9/7/2012	2,000
PURDY, MARY	9/7/2012	1,500
REBERS, SARA	1/13/2012	1,500
REBERS, SARA	9/7/2012	1,000
RETTIG, KELLY	2/16/2012	1,500
RYBOLD, ERIC	1/13/2012	1,000
RYBOLD, ERIC	9/7/2012	1,000
SAVIGNAC, NICOLE	9/7/2012	1,500
SCHARSCHMIDT, NICOLE	1/4/2012	1,000
SCHARSCHMIDT, TRAVIS	1/4/2012	1,000
SCHOEN, AUSTIN	1/18/2012	2,000
SCHOEN, AUSTIN	9/7/2012	2,000

**SCHOLARSHIP**

Charity	Date	Amount
SCHOVILLE, ERIK	1/13/2012	1,500
SCHRAUTH, HEATHER	9/7/2012	1,500
SCHREIBER, CYNTHIA	1/13/2012	1,500
SCHREIBER, CYNTHIA	9/7/2012	1,500
SCHULTZ, JOHN	9/7/2012	1,500
SCHUPPE, SHELBY	2/16/2012	1,500
SINGH, ELLA	1/13/2012	2,000
SIPPEL, RACHEL	1/13/2012	1,500
SMITS, CODY	1/13/2012	1,500
SMITS, HOLLY	1/13/2012	2,250
STAMBORSKI, ANNA	9/7/2012	2,500
STAMBORSKI, CLAIRE	9/7/2012	2,000
STAMBORSKI, KATHERINE	9/7/2012	2,500
STOPPEL, BETHANY	1/4/2012	2,000
STOPPEL, BETHANY	9/7/2012	1,500
SUKOWSKI PAUL	2/16/2012	1,500
SUKOWSKI PAUL	9/7/2012	1,500
SULLIVAN BETHANY	2/16/2012	1,500
SULLIVAN ERIN	1/4/2012	2,000
SURITA, REBECCA	1/18/2012	1,000
TASEVA YOANA	1/13/2012	1,000
TOEPFER, JONATHAN	9/7/2012	1,500
TRAUT, RYAN	1/18/2012	2,000
TURINSKE, ALEX	3/6/2012	1,500
VANDERWAL, JENNIFER	1/4/2012	1,500
WALVORT, TYLER	9/7/2012	1,500
WARRAS, KYLE	1/4/2012	1,500
WELLS, MIKAYLA	1/13/2012	1,500
WHITENIGHT DONNA	1/13/2012	1,500
WIESE, AARON	1/18/2012	1,500
WILD, ERICKA	1/25/2012	1,000
WITKIEWICZ, DAVID	9/7/2012	1,500
ZARSKE SAMANTHA	1/4/2012	1,500
ZARSKE SAMANTHA	9/7/2012	1,500
ZWEIFEL, LOGAN	1/13/2012	2,000
<b>TOTAL SCHOLARSHIP</b>		<b>308,000</b>

**GEN FUND DISTR**

Charity	Date	Amount
UNITED WAY OF BERKELEY & MORGAN COUN	1/9/2012	1,500
<b>TOTAL GEN FUND DISTR</b>		<b>1,500</b>

**COMMUNITY FUND**

Charity	Date	Amount
BETHANY LUTHERAN CHURCH	5/7/2012	600
DELAVAN CHRISTIAN REFORMED CHURCH	1/11/2012	7,540
HURRICANE SANDY DISASTER RELIEF	12/18/2012	485,925

**COMMUNITY FUND**

<b>Charity</b>	<b>Date</b>	<b>Amount</b>
HURRICANE SANDY DISASTER RELIEF	12/23/2012	880
HURRICANE SANDY DISASTER RELIEF	12/27/2012	2,749
LIVING WORD LUTHERAN HIGH SCHOOL	9/12/2012	3,000
MEQUON-THIENSVILLE EDUCATION FOUNDAT	2/3/2012	1,000
MT. MARY COLLEGE	2/3/2012	1,000
QG DISASTER RELIEF FUND	2/3/2012	220
REFORMATION LUTHERAN CHURCH	2/28/2012	500
UNIVERSITY OF WISCONSIN FOUNDATION	2/3/2012	1,000
WINDS OF THE SPIRIT	2/23/2012	2,000

**TOTAL COMMUNITY FUND****16,860****REPORT TOTAL****\$3,230,885**

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

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. <b>WINDHOVER FOUNDATION, INC.</b>	Employer identification number (EIN) or <b>39-1482470</b>
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions <b>W224 N3322 DUPLAINVILLE ROAD</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SUSSEX, WI 53072-4137</b>	

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**QUAD/GRAPHICS, INC.**

- The books are in the care of ► **N63 W23075 MAIN ST - SUSSEX, WI 53089-2827**  
Telephone No ► **414-566-6000** FAX No. ►

- 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 **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2012** or  
► ☐ tax year beginning , and ending

- 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	\$	<b>150,000.</b>
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	\$	<b>0.</b>
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	\$	<b>150,000.</b>

**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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 1-2013)

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

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

Type or print  File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	WINDHOVER FOUNDATION, INC.	39-1482470
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	W224 N3322 DUPLAINVILLE ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	SUSSEX, WI 53072-4137	

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

0 4

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 (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

- The books are in the care of **MEGAN SCIALI**  
Telephone No. **(414) 566-4749** FAX No.
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **NOVEMBER 15**, 20 **13**.
- For calendar year **2012**, or other tax year beginning , 20 , and ending , 20 .
- If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return  
☐ Change in accounting period
- State in detail why you need the extension  
**TAXPAYER NEEDS ADDITIONAL TIME 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	\$	
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	\$	
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	

**Signature and Verification must be completed for Part II only.**

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

Signature ▶

*Patricia L. Anderson*

Title ▶ DIRECTOR

Date ▶

12 2 2