Form **990-PF**

Department of the Treasury
Internal Revenue Service

CHANGE OF ACCOUNTING PERIOD

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 AUG 1, 2012 **, and ending** DEC 31, 2012

Name of foundation: U.S. VENTURE/SCHMIDT FAMILY FOUNDATION

A Employer identification number 39-1540933

Number and street (or P O box number if mail is not delivered to street address): 425 BETTER WAY

Room/suite:

B Telephone number (920) 831-8818

City or town, state, and ZIP code: APPLETON, WI 54915

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 4,821,031.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____ *(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	1,009,426.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	78,435.	78,435.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	131,617.			
	b Gross sales price for all assets on line 6a 2,604,280.				
	7 Capital gain net income (from Part IV, line 2)		131,617.		
	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	5,000.	5,000.		STATEMENT 2
	12 **Total** Add lines 1 through 11	1,224,478.	215,052.		
Operating and Administrative Expenses	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 3	11,531.	11,531.		0.
	17 Interest				
	18 Taxes STMT 4	510.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	67.	67.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	12,108.	11,598.		0.
	25 Contributions, gifts, grants paid	254,745.			254,745.
	26 **Total expenses and disbursements** Add lines 24 and 25	266,853.	11,598.		254,745.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	957,625.			
	b **Net investment income** (if negative, enter -0-)		203,454.		
	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		5,766.	40,322.	40,322.
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶	4,310.			
		Less: allowance for doubtful accounts ▶		4,310.	4,310.	4,310.
	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 6	2,261,506.	2,806,220.	3,128,049.
	c	Investments - corporate bonds	STMT 7	1,254,040.	1,632,395.	1,648,350.
	11	Investments - land, buildings, and equipment basis ▶				
		Less accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment: basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers)		3,525,622.	4,483,247.	4,821,031.
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** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31**				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31**				
	27	Capital stock, trust principal, or current funds		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		3,525,622.	4,483,247.	
	30	**Total net assets or fund balances**		3,525,622.	4,483,247.	
	31	**Total liabilities and net assets/fund balances**		3,525,622.	4,483,247.	

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	3,525,622.
2	Enter amount from Part I, line 27a	2	957,625.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,483,247.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,483,247.

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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	PUBLICLY TRADED SECURITIES - M&I BANK	P		
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,604,280.		2,472,663.	131,617.
b				
c				
d				
e				

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

	(i) F M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				131,617.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 131,617.

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	800,179.	3,774,289.	.212008
2010	719,889.	4,241,592.	.169721
2009	661,114.	4,402,532.	.150167
2008	757,174.	3,506,532.	.215932
2007	1,157,769.	5,699,261.	.203144

2	**Total** of line 1, column (d)	2	.950972
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	.190194
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,337,394.
5	Multiply line 4 by line 3	5	824,946.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,035.
7	Add lines 5 and 6	7	826,981.
8	Enter qualifying distributions from Part XII, line 4	8	254,745.

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	4,069.
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	4,069.
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	4,069.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,555.		
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	5,555.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,486.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,486. **Refunded** ▶	11	0.

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) ▶ 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	10		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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JACKIE LEEMAN Telephone no ▶920-830-6285

Located at ▶425 BETTER WAY, APPLETON, WI ZIP+4 ▶54915

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

		Yes	No
File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ 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)? N/A	1b		
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** No: X

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
EMILY SCHMIDT APPLETON, WI	VICE PRESIDENT 1.00	0.	0.	0.
JACKIE SHARKEY APPLETON, WI	PRESIDENT 1.00	0.	0.	0.
ALLISON SCHMIDT APPLETON, WI	SECRETARY 1.00	0.	0.	0.
ANDREW SCHMIDT APPLETON, WI	TREASURER 1.00	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

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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 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	4,319,664.
b	Average of monthly cash balances	1b	83,782.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,403,446.
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	4,403,446.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	66,052.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,337,394.
6	**Minimum investment return** Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	90,907.

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	90,907.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 4,069.		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	4,069.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	86,838.
4	Recoveries of amounts treated as qualifying distributions	4	5,000.
5	Add lines 3 and 4	5	91,838.
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	91,838.

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	254,745.
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	254,745.
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	254,745.

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					91,838.
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	875,555.				
b From 2008	563,365.				
c From 2009	445,751.				
d From 2010	514,882.				
e From 2011	615,535.				
f Total of lines 3a through e		3,015,088.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 254,745.					
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					91,838.
e Remaining amount distributed out of corpus		162,907.			
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		3,177,995.			
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		875,555.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		2,302,440.			
10 Analysis of line 9:					
a Excess from 2008	563,365.				
b Excess from 2009	445,751.				
c Excess from 2010	514,882.				
d Excess from 2011	615,535.				
e Excess from 2012	162,907.				

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).)

SEE STATEMENT 8

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 SEE ATTACHED SCHEDULE				254,745.
Total			▶ 3a	254,745.
b Approved for future payment NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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					
4 Dividends and interest from securities			14	78,435.	
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	5,000.	
8 Gain or (loss) from sales of assets other than inventory			18	131,617.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		215,052.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 215,052.

(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

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
JAMES J. MALCZEWSKI, CPA	JAMES J. MALCZEWS	05/07/13		P00044108

Firm's name ▶ BAKER TILLY VIRCHOW KRAUSE, LLP | Firm's EIN ▶ 39-0859910

Firm's address ▶ 2201 E ENTERPRISE AVE, PO BOX 2459
APPLETON, WI 54912-2459 | Phone no. 920.733.7385

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
U.S. VENTURE/SCHMIDT FAMILY FOUNDATION	39-1540933

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	Employer identification number
U.S. VENTURE/SCHMIDT FAMILY FOUNDATION	39-1540933

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	U.S. VENTURE, INC. 425 BETTER WAY APPLETON, WI 54113-0025	$ 1,009,426.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
U.S. VENTURE/SCHMIDT FAMILY FOUNDATION	39-1540933

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	Employer identification number
U.S. VENTURE/SCHMIDT FAMILY FOUNDATION	39-1540933

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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BMO HARRIS BANK N.A.	78,435.	0.	78,435.
TOTAL TO FM 990-PF, PART I, LN 4	78,435.	0.	78,435.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	5,000.	5,000.	
TOTAL TO FORM 990-PF, PART I, LINE 11	5,000.	5,000.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MONEY MANAGEMENT FEES	11,531.	11,531.		0.
TO FORM 990-PF, PG 1, LN 16C	11,531.	11,531.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAX EXPENSE	510.	0.		0.
TO FORM 990-PF, PG 1, LN 18	510.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	67.	67.		0.
TO FORM 990-PF, PG 1, LN 23	67.	67.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	2,806,220.	3,128,049.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,806,220.	3,128,049.

FORM 990-PF CORPORATE BONDS STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	1,632,395.	1,648,350.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,632,395.	1,648,350.

FORM 990-PF PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS STATEMENT 8

NAME OF MANAGER

EMILY SCHMIDT
JACKIE SHARKEY
ALLISON SCHMIDT
ANDREW SCHMIDT

US VENTURE SCHMIDT FAMILY FDN AGY

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Cash Equivalents				
BMO Prime Money Market Cl I #90	29,473 490	29,473.49 29,473 49	25.00 5.41	0.09%
Total Cash Equivalents		**$ 29,473.49** **$ 29,473.49**	**25.00** **5.41**	**0.09%**
Equities				
Energy Xxi Bermuda LTD USD Unrs Shs New	700.000	22,519.00 25,432.89	196.00	0 87%
Delphi Automotive PLC Shs	810 000	30,982.50 27,928.98	0 00	0 00%
AFLAC Inc Com	840.000	44,620.80 39,593 33	1,176.00	2.64%
AES Corp Com	4,130.000	44,191.00 50,909.54	660.00	1.50%
Invesco International Growth Fund Class R5	5,163.268	150,870.69 144,459 13	1,915.00	1.27%
Alliance Data Systems Corp Com	230.000	33,294.80 32,495.08	0.00	0.00%
Ameriprise Finl Inc Com	520.000	32,567.60 24,447 50	936.00	2.87%
Amgen Inc Com	560.000	48,272 00 38,890.30	1,052.00	2 18%
Apple Inc Com	125 000	66,521.61 43,236 15	1,325.00	1.99%
Astrazeneca PLC Sponsored ADR	650.000	30,725.50 28,964.69	1,852.00	6 03%
CBS Corp New Cl B	480.000	18,264 00 15,110.40	230 00 85.20	1 26%
Cf Inds Hldgs Inc Com	220.000	44,695.20 41,406 60	352.00	0.79%
CVS Caremark Corp Com	210.000	10,153.50 9,548.53	189 00	1.86%

US VENTURE SCHMIDT FAMILY FDN AGY

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Chevron Corp New Com	390.000	42,174 60 31,073.10	1,404 00	3 33%
Cisco Sys Inc Com	1,930.000	37,923.34 35,013 61	1,080 00	2.85%
Coca Cola Enterprises Inc New Com	1,320.000	41,883.60 41,844 00	844.00	2 02%
Comcast Corp Cl A	940.000	35,118 40 21,065 20	611 00 152 75	1 74%
Discover Finl Svcs Com	1,110.000	42,790 50 36,611 32	621.00 155 40	1.45%
Dodge & Cox International Stock Fund #1048	3,545.602	122,819 65 106,833.85	2,648 00	2 16%
Eastman Chem Co Com	170.000	11,568.50 9,424 72	204.00	1 76%
Energizer Hldgs Inc Com	140.000	11,197.20 10,917.19	224 00	2.00%
Exxon Mobil Corp Com	857.000	74,173.35 60,095 10	1,953.00	2.63%
Franklin Res Inc Com	100 000	12,570.00 12,695 00	116 00	0 92%
Gap Inc Com	400.000	12,416 00 13,467 96	200.00 50.00	1.61%
Goldman Sachs Group Inc Com	250 000	31,890.00 31,837.50	500.00	1.57%
Goldman Sachs Mid Cap Value Fund - Inst #864	3,311.407	130,105 18 125,318.42	1,622 00	1.25%
Harbor International Fund Inst #2011	2,084.284	129,475 72 103,240.79	2,617 00	2.02%
Harman Intl Inds Inc New Com	240.000	10,713.60 11,548.78	144 00	1 34%
Harris Corp Del Com	220.000	10,771 20 11,204 58	325.00	3.02%
Ingredion Inc Com	550.000	35,436 50 30,745 43	572 00 143 00	1.61%

US VENTURE SCHMIDT FAMILY FDN AGY

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
International Business Machs Corp Com	226.000	43,290 30 31,673 44	768.00	1.77%
Perkins Small Cap Value Fund Class I #1165	3,947 963	83,104.62 85,848 59	1,275.00	1 53%
Kroger Co Com	940.000	24,458 80 22,870.20	564.00	2 31%
Lilly Eli & Co Com	870.000	42,908.40 36,049 57	1,705.00	3 97%
Lockheed Martin Corp Com	240 000	22,149 60 21,731.98	1,104.00	4 98%
Macys Inc Com	1,150 000	44,873.00 45,550.06	920.00 230.00	2 05%
Marathon Pete Corp Com	350.000	22,050.00 16,589.70	490 00	2 22%
BMO Lloyd George Emerging Markets Equity Fund Cl I # 754	5,104.201	70,999.44 69,897 17	1,005.00	1 42%
BMO Small-Cap Growth Fund Cl I #964	5,779.164	104,834.03 71,713.35	0.00	0 00%
McKesson Corp Com	420 000	40,723.20 36,842.60	336.00 84.00	0.83%
Microsoft Corp Com	1,220 000	32,585 83 31,606 19	1,122.00	3.44%
Northrop Grumman Corp Com	380.000	25,680.40 23,861.79	836 00	3 26%
NV Energy Inc Com	1,730 000	31,382.20 31,248 88	1,176.00	3 75%
Oracle Corp Com	1,720.000	57,310.40 50,986.19	412.00	0.72%
PPG Inds Inc Com	235.000	31,807.25 24,368 24	554.00	1.74%
Petsmart Inc Com	370 000	25,285 80 22,238.55	244 00	0.97%
Pfizer Inc Com	630 000	15,799 96 12,124 80	604 00	3.83%

US VENTURE SCHMIDT FAMILY FDN AGY

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Raytheon Co Com New	370.000	21,297.20 19,786 93	740.00 185.00	3.47%
T Rowe Price Mid-Cap Growth Fund #64	2,786.871	157,374 61 149,683.52	0.00	0.00%
Spdr Dow Jones REIT ETF	320 000	23,350.40 15,807 14	712 00 205 68	3 05%
Symantec Corp Com	770.000	14,491.40 13,898.12	0 00	0 00%
TJX Cos Inc New Com	800.000	33,960.00 31,593 36	368.00	1.08%
Tesoro Corp Com	620.000	27,311.00 15,190.24	372.00	1 36%
Time Warner Cable Inc Com	330 000	32,072.70 26,389 78	739.00	2.30%
Toro Co Com	770 000	33,094.60 29,397 38	431.00	1.30%
Travelers Cos Inc Com	590 000	42,373.80 36,222.27	1,085.00	2.56%
US Bancorp Del Com New	1,120.000	35,772.80 34,831 88	873.00 218.40	2.44%
Union Pac Corp Com	100 000	12,572.00 12,495.99	276 00	2 20%
Unitedhealth Group Inc Com	580.000	31,459 20 31,790.63	493.00	1.57%
Valero Energy Corp New Com	500 000	17,060 00 12,644.98	400.00	2.34%
Vanguard Small-Cap Index Fund - Sig #1345	1,775.774	62,010.03 55,372 72	1,152.00	1 86%
Vanguard Mid-Cap Index Fund - Sign #1344	4,014 874	129,198 65 116,579.85	1,830.00	1 42%
Vanguard 500 Index Fund - Sign #1340	1,783.920	193,591.00 194,839 70	4,208.00	2 17%
Verizon Communications Inc Com	180 000	7,788.60 7,250.10	370.00	4.76%

US VENTURE SCHMIDT FAMILY FDN AGY

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Wal Mart Stores Inc Com	750.000	51,172.50 47,090.17	1,192 00	2 33%
Wells Fargo & Co New Com	930 000	31,787.40 28,082.07	930 00	2 93%
Wells Fargo Advantage Emerging Markets Equity Fund Class I #4146	3,112.144	70,334.45 70,527 50	482 00	0.69%
Whole Foods Mkt Inc Com	110.000	10,027.60 6,184 20	88.00	0.88%
Total Equities		**$ 3,128,048.71** **$ 2,806,219.50**	**55,424.00** **1,509.43**	**1.77%**
Fixed Income				
Baird Core Plus Bond Fund Inst #71	21,549.263	242,860.19 235,701.76	8,080.00	3.33%
Capital One Bk Glen Allen VA CTF Dep 4 40% Dtd 04/30/2008 Due 04/30/2013 Non-Callable	100,000.000	101,272.00 100,000.00	4,400 00 745.55	4 34%
Federated Institutional High Yield Bond Fund - Ins #900	21,107.381	215,084.21 208,708 15	14,477.00 1,295.90	6.73%
BMO Aggregate Bond Fund Cl I #987	26,701.773	292,384 41 299,649 34	5,015.00 499 07	1 72%
PIMCO Total Return Fund Inst #35	39,339.886	442,180.32 438,472 77	9,642 00	2.18%
PIMCO Investment Grade Corp Bond Fund Class I #56	6,551.617	72,853 98 73,287 73	2,978 00	4.09%
TCW Emerging Markets Income Fund Class I #4721	4,283 060	39,918.12 37,091.30	2,205 00 192.74	5 53%
Templeton Global Bond Fund-Ad #616	5,930.918	79,118 45 79,379 06	3,457.00	4.37%
Vanguard Inflation-Protected Securities Fund-IV #119	4,240 151	61,609.39 60,105.34	1,551.00	2.52%
Washington MUT Bk Henderson NV CTF Dep 4.25% Dtd 05/01/2008 Due 05/01/2013 Non-Callable	100,000.000	101,069 00 100,000.00	4,250.00 708.33	4.21%

US VENTURE SCHMIDT FAMILY FDN AGY

Asset Position As of 12/31/12

Asset Description	Units	Market Value Cost	Est. Annual Income Accruals	Current Yield
Total Fixed Income		**$ 1,648,350.07 $ 1,632,395.45**	**56,055.00 3,441.59**	**3.40%**
Miscellaneous				
Institutional Investment Agency Agreement	1 000	0.00 0.00	0 00	0 00%
Total Miscellaneous		**$ 0.00 $ 0.00**	**0.00 0.00**	**0.00%**
Cash				
Principal Cash		1,333,803.72 1,333,803.72	0.00	0 00%
Income Cash		-1,333,803.72 -1,333,803.72	0.00	0.00%
Total Cash		**$ 0.00 $ 0.00**	**0.00 0.00**	**0.00%**
Total Market Value		**$ 4,805,872.27 $ 4,468,088.44**	**111,504.00 4,956.43**	**2.32%**

Schmidt Family Foundation
EIN 39-1540933
Attachment to Form 990-PF, Part XV, Line 3 - List of Contributions Paid
For the Year Ending December 31, 2012

Date	Name	Name Street1	Name Street2	Name City	Name State	Name Zip	Paid Amount
Contributions, Gifts, Grants Pd							
Education & Scholarships							
10/26/2012	St Norbert College	100 Grant St		DePere	WI	54115	5,000 00
11/29/2012	St Paul's University Catholic Center	410 E Wallace St		Combined Locks	WI	54113	500 00
11/29/2012	Augustana College Association	2001 S Summit Ave		Sioux Falls	SD	57197	200 00
11/29/2012	Trinity Lutheran School	N5441 W River Rd		Hilbert	WI	54129	500 00
11/29/2012	ACES - Xavier High	101 E Northland Ave		Appleton	WI	54911	50 00
12/14/2012	Fox Valley Literacy Coalition	103 E Washington St		Appleton	WI	54911-5466	2,500 00
Total Education & Scholarships							8,750 00
Community Development							
11/14/2012	Community Foundation of Fox Cities	PO Box 563		Appleton	WI	54912	25,000 00
12/14/2012	United Way	1455 Midway Rd		Menasha	WI	54952	27,000 00
12/14/2012	Boys & Girls Brigade	117 S Locust St		Appleton	WI	54914	4,437 00
12/26/2012	Voice of Compassion	PO Box 85		Kimberly	WI	54136-0085	350 00
12/26/2012	All Hands Volunteers	PO Box 546		Carlisle	MA	01741	25,000 00
12/26/2012	Robin Hood Foundation	826 Broadway	9th Floor	New York	NY	10003	25,000 00
12/13/2012	Best Friends of Neenah-Menasha	181 E North Water St		Neenah	WI	54956	470 00
Total Community Development							107,257 00
Health & Human Services							
08/15/2012	St Elizabeth Community Foundation	1506 S Oneida St		Appleton	WI	54915-1397	50,000 00
11/03/2012	Rawhide Boys Ranch	E7475 Rawhide Rd		New London	WI	54961-9052	3,333 00
11/29/2012	St John Sacred Heart	N 369 Military Rd		Sherwood	WI	54169	425 00
11/29/2012	Mother and Unborn Baby Care	526 W Wisconsin Ave		Appleton	WI	54911	75 00
11/29/2012	Empowered Dream Hunts Inc	526 Sandy Lane		Mosinee	WI	54455	270 00
11/29/2012	Empowered Dream Hunts Inc	526 Sandy Lane		Mosinee	WI	54455	80 00
11/29/2012	American Heart Association	5375 SW 7th St		Topeka	KS	66606	25 00
11/29/2012	American Heart Association	5375 SW 7th St		Topeka	KS	66606	50 00
11/29/2012	My Team Triumph	7125 Headley Street SE	Suite 995	Ada	MI	49301	50 00
11/29/2012	Time of Grace Ministry	PO Box 301		Milwaukee	WI	53201-0301	250 00
11/29/2012	Young at Heart						500 00
11/29/2012	RBC Ministries	PO Box 2222		Grand Rapids	MI	49501	125 00
11/29/2012	American Heart Association	5375 SW 7th St		Topeka	KS	66606	50 00
11/29/2012	American Cancer Society	American Cancer Society	2519 Hillcrest Pkwy	Altoona	WI	54720	50 00
11/29/2012	Muscular Dystrophy - Green Bay	2670 S Ashland #102		Green Bay	WI	54304	50 00

Schmidt Family Foundation
EIN 39-1540933
Attachment to Form 990-PF, Part XV, Line 3 - List of Contributions Paid
For the Year Ending December 31, 2012

Date	Name	Name Street1	Name Street2	Name City	Name State	Name Zip	Paid Amount
Contributions, Gifts, Grants Pd							
11/29/2012	Miracles of Mitch Foundation	Attn Cheryl Bravo-Schwab	PO Box 878	Chanhasse	MN	55317	25 00
11/29/2012	Muscular Dystrophy - Green Bay	2670 S Ashland #102		Green Bay	WI	54304	25 00
11/29/2012	Muscular Dystrophy - Green Bay	2670 S Ashland #102		Green Bay	WI	54304	25 00
11/29/2012	Muscular Dystrophy - Green Bay	2670 S Ashland #102		Green Bay	WI	54304	100 00
11/29/2012	Muscular Dystrophy - Green Bay	2670 S Ashland #102		Green Bay	WI	54304	30 00
11/29/2012	Muscular Dystrophy - Green Bay	2670 S Ashland #102		Green Bay	WI	54304	50 00
11/29/2012	Muscular Dystrophy - Green Bay	2670 S Ashland #102		Green Bay	WI	54304	25 00
11/29/2012	Muscular Dystrophy - Green Bay	2670 S Ashland #102		Green Bay	WI	54304	100 00
11/29/2012	American Cancer Society	American Cancer Society	2519 Hillcrest Pkwy	Altoona	WI	54720	300 00
11/29/2012	American Cancer Society	American Cancer Society	2519 Hillcrest Pkwy	Altoona	WI	54720	500 00
11/29/2012	Susan G Komen 3-day	5005 LBJ Frwy, Ste 250		Dallas	TX	75244	425 00
12/13/2012	CHAPS Academy	N5367 Mayflower Rd		Shiocton	WI	54170	250 00
12/14/2012	Woman's Care Center	2501 E Enterprise Ave	#200	Appleton	WI	54913	10,000 00
12/14/2012	Christine Ann Domestic Abuse Services	1416 S Commercial St		Neenah	WI	54956	10,000 00
12/14/2012	Food for the Heartland	10525 J Street		Omaha	NE	68127	850 00
12/26/2012	Fox Valley Humane Society	N115 Two Mile Rd		Appleton	WI	54914-9121	100 00
12/26/2012	Salvation Army	PO Box 1605		Appleton	WI	54912	100 00
Total Health & Human Services							78,238 00
International Relief							
10/26/2012	Victory Community Development Center	Ongata Rongai					20,000 00
12/05/2012	Victory Community Development Center	Ongata Rongai					15,000 00
12/05/2012	Victory Community Development Center	Ongata Rongai					25,000 00
12/11/2012	Kenya Works	W6657 Firelane 6		Menasha	WI	54952	500 00
Total International Relief							60,500 00
Total Contributions, Gifts, Grants Pd							254,745.00