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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation LUX FOUNDATION INC		A Employer identification number 39-1618778	
% THE PRIVATEBANK Number and street (or P O box number if mail is not delivered to street address) C/O STEPHEN M FISHER ASSOCIATES 11414 W PARK PLACE SUITE 107 Suit		B Telephone number (see instructions) (414) 359-9066	
City or town, state, and ZIP code MILWAUKEE, WI 532243500		C If exemption application is pending, check here <input checked="" type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" 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 checked="" type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,860,021	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	(a) Revenue and expenses per books	(b) Net investment income
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc , received (attach schedule)		50,000	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments		234	234
4 Dividends and interest from securities.		257,598	257,598
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10		20,471	
b Gross sales price for all assets on line 6a 1,420,491			
7 Capital gain net income (from Part IV, line 2) . . .		20,471	
8 Net short-term capital gain			0
9 Income modifications			
10a Gross sales less returns and allowances			
b Less Cost of goods sold			
c Gross profit or (loss) (attach schedule)			
11 Other income (attach schedule)		4,850	4,850
12 Total. Add lines 1 through 11		333,153	283,153
			262,682
Revenue			
13 Compensation of officers, directors, trustees, etc		0	0
14 Other employee salaries and wages			
15 Pension plans, employee benefits			
16a Legal fees (attach schedule)		2,780	0
b Accounting fees (attach schedule)			
c Other professional fees (attach schedule)		46,510	39,989
17 Interest			39,989
18 Taxes (attach schedule) (see instructions)		3,771	6,521
19 Depreciation (attach schedule) and depletion . . .		1,680	0
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)		10	10
24 Total operating and administrative expenses.			
Add lines 13 through 23		53,071	9,311
25 Contributions, gifts, grants paid.		397,500	
26 Total expenses and disbursements. Add lines 24 and 25		450,571	406,811
Operating and Administrative Expenses			
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements		-117,418	
b Net investment income (if negative, enter -0-)		241,484	
c Adjusted net income (if negative, enter -0-)		221,013	

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing				
	2 Savings and temporary cash investments	123,266	44,019	44,019	
	3 Accounts receivable ► 51,950				
	Less allowance for doubtful accounts ►		51,950	31,406	
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)				
	7 Other notes and loans receivable (attach schedule) ►				
	Less allowance for doubtful accounts ►				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments—U S and state government obligations (attach schedule)	1,463,854	1,541,381	1,622,670	
	b Investments—corporate stock (attach schedule)	3,180,786	3,207,138	4,308,480	
	c Investments—corporate bonds (attach schedule)	1,369,509	1,075,509	1,089,492	
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	650,195	750,195	763,954		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ►)					
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	6,787,610	6,670,192	7,860,021		
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	0	0		
	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	6,787,610	6,670,192		
28 Paid-in or capital surplus, or land, bldg , and equipment fund					
29 Retained earnings, accumulated income, endowment, or other funds					
30 Total net assets or fund balances (see page 17 of the instructions)	6,787,610	6,670,192			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,787,610	6,670,192			
Net Assets or Fund Balances					

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	6,787,610
2	Enter amount from Part I, line 27a	2	-117,418
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	6,670,192
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,670,192

Part IV Capital Gains and Losses for Tax on Investment Income

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 page 18 of 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	383,948	7,928,038	0 048429
2010	263,813	7,517,428	0 035094
2009	278,022	5,300,028	0 052457
2008	203,034	5,951,598	0 034114
2007	304,495	6,403,737	0 047551
2	Total of line 1, column (d).		0 217644
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		0 043520
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		7,905,165
5	Multiply line 4 by line 3.		344,102
6	Enter 1% of net investment income (1% of Part I, line 27b).		2,411
7	Add lines 5 and 6.		346,513
8	Enter qualifying distributions from Part XII, line 4.		406,811

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1	(attach copy of letter if necessary—see instructions)	1	2,415
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	2,415
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
3	Add lines 1 and 2.		5	2,415
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		7	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		8	
6	Credits/Payments		9	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,500	
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	2,500	
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	85	
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/>	85	Refunded <input type="checkbox"/>	11

Part VII-A Statements Regarding Activities

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? <input checked="" type="checkbox"/>	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	Yes	No
	<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		
1c	Did the foundation file Form 1120-POL for this year?	Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	Yes	No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/>	Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/>	Yes	No
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?	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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? <i>If "No," attach explanation.</i>	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	Yes	

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► THE PRIVATE BANK	Telephone no ► (312) 904-2359
	Located at ► 70 W MADISON SUITE 200 CHICAGO IL	ZIP + 4 ► 60602

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here ►	15
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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
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		No
1c	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?		No
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 <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ► 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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		No
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?		No

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))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
Organizations relying on a current notice regarding disaster assistance check here. ► <input checked="" type="checkbox"/>				
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
<i>If "Yes" to 6b, file Form 8870.</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT  C/O STEPHEN M FISHER ASSOCIATES MILWAUKEE, WI 532243500	STATEMENT 0	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Total number of other employees paid over \$50,000.				►

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

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

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.

1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

1		Amount
2		
All other program-related investments See page 24 of the instructions		
3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes	
a	Average monthly fair market value of securities.	1a 7,752,986
b	Average of monthly cash balances.	1b 235,414
c	Fair market value of all other assets (see instructions).	1c 37,148
d	Total (add lines 1a, b, and c).	1d 8,025,548
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2 0
3	Subtract line 2 from line 1d.	3 8,025,548
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 120,383
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 7,905,165
6	Minimum investment return. Enter 5% of line 5.	6 395,258

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.	1 395,258
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 2,415
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 2,415
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 392,843
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 392,843
6	Deduction from distributable amount (see instructions).	6
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7 392,843

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 406,811
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 0
3	Amounts set aside for specific charitable projects that satisfy the	
a	Suitability test (prior IRS approval required).	3a 0
b	Cash distribution test (attach the required schedule).	3b 0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 406,811
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5 2,415
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 404,396

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				392,843
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			372,487	
b Total for prior years 2010, 2009, 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.	0			
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 406,811				
a Applied to 2011, but not more than line 2a			372,487	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				34,324
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).)	0			0
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions.				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				358,519
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	0			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.	0			

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

	Tax year				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
1a 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 organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5).					
2a 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 organization 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))

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

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

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

- a** The name, address, and telephone number of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
STATEMENT SEE STATEMENT STATEMENT, WI 53224		SEE STATEMENT	SEE STATEMENT	397,500
Total			► 3a	397,500
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)	
		(a) Business code	(b) Amount		(c) Exclusion code
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				14	234
4 Dividends and interest from securities				14	257,598
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					
8 Gain or (loss) from sales of assets other than inventory				18	20,471
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)					283,153
13 Total Add line 12, columns (b), (d), and (e)				13	283,153
(See worksheet in line 13 instructions to verify calculations.)					

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

2012

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

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

Name of the organization
LUX FOUNDATION INC**Employer identification number**

39-1618778

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
LUX FOUNDATION INC

Employer identification number

39-1618778

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	WILLIAM H LYNCH 3318 N LAKE DRIVE MILWAUKEE, WI 53211	\$ 50,000	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)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization LUX FOUNDATION INC	Employer identification number 39-1618778
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Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year (Enter this information once See instructions) ► \$
Use duplicate copies of Part III if additional space is needed

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

TY 2012 Compensation Explanation

Name: LUX FOUNDATION INC

EIN: 39-1618778

Person Name	Explanation
STATEMENT	AS REQUIRED BUT LESS THAN FULL TIME

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: LUX FOUNDATION INC

EIN: 39-1618778

TY 2012 Land, Etc. Schedule

Name: LUX FOUNDATION INC

EIN: 39-1618778

FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES	
				4	4
<u>LINE 3 - INCOME ON SAVINGS AND TEMPORARY CASH INVESTMENTS</u>					
GOLDMAN SACHS FINANCIAL SQUARE	4		4		4
PRIVATE BANK MONEY MARKET FUND	229		229		229
TOTAL	234		234		234
<u>LINE 4 - INTEREST AND DIVIDENDS FROM SECURITIES</u>					
<u>INTEREST INCOME</u>					
U S TREASURY NOTE, 1.625%		8,848	8,848		8,848
INFLATION PROTECTED NOTE/2018		14,360	14,360		14,360
NET ACCRETION					
BALTIMORE COUNTY, MARYLAND,					
BOND 3.125%/2014		3,125	3,125		3,125
BELLSOUTH CORPORATION,					
NOTE 4 750%/2012		2,956	2,956		2,956
BOEING CAPITAL CORPORATION,					
NOTE 6 350%/2012		3,175	3,175		3,175
CONNECTICUT STATE HEALTH & EDUCATIONAL FACILITIES,					
BOND 4 250%/2049		3,576	3,576		3,576
DU PAGE COUNTY, ILLINOIS SCHOOL DIST ,					
BOND 4 400%/2014		3,300	3,300		3,300
GENERAL ELECTRIC CAPITAL CORPORATION,					
NOTE 2 150%/2015		1,069	1,069		1,069
ACCRETION					
GENERAL ELECTRIC CAPITAL CORPORATION,					
NOTE 4 1.000%/2012		2,000	2,000		2,000
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION,					
POOL #485049 6 000%/2028		600	600		600
HOWARD HUGHES MEDICAL CENTER,					
NOTE 3 450%/2014		6,900	6,900		6,900

FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	DISBURSEMENTS FOR CHARITABLE PURPOSES
<u>INTEREST AND DIVIDENDS FROM SECURITIES</u>				
ELI LILLY & CO, SENIOR UNSECURED NOTES 3.550% /2012	1,775	1,775	1,775	
J P MORGAN CHASE & CO , DEBENTURE 5.375% /2012	10,750	10,750	10,750	
NATIONAL RURAL UTILITY COOPERATIVE, 5.500% /2013	11,000	11,000	11,000	
OHIO STATE BUILD AMERICA BOND, 2.257% /2015	2,527	2,527	2,527	
PRINCIPAL LIFE, INC , NOTE 5.550% /2015	3,469	3,469	3,469	
ROSEMONT, ILLINOIS, TAXABLE BOND, 2.375% /2014	2,375	2,375	2,375	
SEARIVER MARITIME, INC ., DEBENTURE 0% /2012	13,599	13,599	13,599	
SKOKIE, ILLINOIS, BOND 5.375% /2012	8,063	8,063	8,063	
SOUTH ST. PAUL MINNESOTA SPECIAL SCHOOL DISTRICT, BOND 3.250% /2014	4,875	4,875	4,875	
WAL-MART STORES, INC , NOTE 7.250% /2013	10,875	10,875	10,875	
WISCONSIN STATE TRANSPORTATION AUTHORITY, REVENUE BOND 4.003% /2016	4,003	4,003	4,003	
GROSS INTEREST INCOME LESS AMORTIZATION	123,220 (25,322)	123,220 (25,322)	123,220 (25,322)	
NET INTEREST INCOME	97,899	97,899	97,899	
<u>DIVIDEND INCOME</u>				
ABBOTT LABORATORIES	4,623	4,050	4,050	4,623
ACCENTURE, LTD.				4,050

FORM 990 - PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES
<u>INTEREST AND DIVIDENDS FROM SECURITIES</u>				
DIVIDEND INCOME (CONTINUED)				
AMERICAN EXPRESS COMPANY	1,170	1,170	1,170	
COCA-COLA COMPANY	2,856	2,856	2,856	
CONOCOPHILLIPS	5,280	5,280	5,280	
WALT DISNEY COMPANY (HOLDING COMPANY)	4,050	4,050	4,050	
DOVER CORPORATION	980	980	980	
EXELON CORPORATION	6,300	6,300	6,300	
EXXON MOBIL CORPORATION	3,597	3,597	3,597	
HOUGHTON ROYALTY TRUST	630	630	630	
ILLINOIS TOOL WORKS, INC.	3,600	3,600	3,600	
INTEL CORPORATION	4,350	4,350	4,350	
ISHARES MSCI EAFE INDEX FUND	5,671	5,671	5,671	
ISHARES MSCI EMERGING MARKETS INDEX	4,384	4,384	4,384	
ISHARES RUSSELL 2000 INDEX	5,060	5,060	5,060	
JOHNSON CONTROLS, INC.	1,745	1,745	1,745	
JOHNSON & JOHNSON	4,800	4,800	4,800	
KOHL'S CORPORATION	1,920	1,920	1,920	
LOWES COMPANIES, INC.	3,000	3,000	3,000	
NESTLE S.A. (ADR)	4,169	4,169	4,169	
NORTHERN TRUST CORPORATION	2,920	2,920	2,920	
ORACLE CORPORATION	1,680	1,680	1,680	
PEPSICO, INC	2,226	2,226	2,226	
PHILLIPS 66	450	450	450	
PROCTER & GAMBLE, CO.	11,718	11,718	11,718	
ROYAL DUTCH SHELL PLC (SPON. ADR)	4,450	4,450	4,450	
SOUTHERN COMPANY	5,828	5,828	5,828	
STARWOOD PROPERTY TRUST, INC	6,550	6,550	6,550	
STRYKER CORPORATION	1,275	1,275	1,275	
SYSCO CORPORATION	5,076	5,076	5,076	

FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES
<u>INTEREST AND DIVIDENDS FROM SECURITIES</u>				
<u>DIVIDEND INCOME (CONTINUED)</u>				
TRAVELERS COMPANIES, INC.	2,685	2,685	2,685	2,685
UNITED PARCEL SERVICE, INC	2,736	2,736	2,736	2,736
UNITED TECHNOLOGIES CORPORATION	2,771	2,771	2,771	2,771
VIRTUS MULTI-SECTOR SHORT-TERM BOND FUND	14,558	14,558	14,558	14,558
VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	10,909	10,909	10,909	10,909
VODAFONE GROUP PLC (ADR)	6,226	6,226	6,226	6,226
3M COMPANY	2,832	2,832	2,832	2,832
TOTAL DIVIDEND INCOME	157,125	157,125	157,125	157,125
<u>CAPITAL GAINS DISTRIBUTIONS</u>				
STARWOOD PROPERTY TRUST, INC	1,370	1,370	1,370	1,370
VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	1,204	1,204	1,204	1,204
	2,574	2,574	2,574	2,574
<u>SUMMARY</u>				
TOTAL INTEREST INCOME	97,899	97,899	97,899	97,899
TOTAL DIVIDEND INCOME	157,125	157,125	157,125	157,125
TOTAL CAPITAL GAINS DISTRIBUTIONS	2,574	2,574	2,574	2,574
TOTAL	257,598	257,598	257,598	257,598
LINE 16a <u>OTHER INCOME</u>				
KINDER MORGAN ENERGY PARTNERS, L.P.	4,850	4,850	4,850	4,850
LINE 16a <u>LEGAL FEES</u>				
STEPHEN M. FISHER & ASSOCIATES LLP, ATTORNEY'S FEES AND DISBURSEMENTS	2,780	NONE	NONE	2,780

FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

	REVENUE AND EXPENSES <u>PER BOOKS</u>	NET INVESTMENT <u>INCOME</u>	ADJUSTED NET <u>INCOME</u>	DISBURSEMENTS FOR CHARITABLE PURPOSES
LINE 16C <u>OTHER PROFESSIONAL FEES</u>				
THE PRIVATE BANK, AGENCY/CUSTODY FEES LODESTAR INVESTMENT COUNSEL, INC., INVESTMENT MANAGEMENT FEES	6,521 39,989	39,989 39,989	39,989 39,989	6,521 NONE
TOTAL	46,510	39,989	39,989	6,521
LINE 18 <u>TAXES</u>				
FOREIGN TAXES WITHHELD AT SOURCE UNITED STATES TREASURY, 2012 EXCISE TAX ON INVESTMENT INCOME	1,680 2,091	1,680 NONE	1,680 NONE	1,680 NONE
TOTAL	3,771	1,680	1,680	1,680
LINE 23 - <u>OTHER EXPENSES</u>				
DEPARTMENT OF FINANCIAL INSTITUTIONS, ANNUAL REPORT FILING FEE	10	NONE	NONE	10

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10a INVESTMENTS / U S AND STATE GOVERNMENT OBLIGATIONS

			BOOK VALUE	ENDING BOOK VALUE	ENDING MARKET VALUE
\$ 150,000	U S TREASURY NOTE 1.625%			152,466	173,970
\$ 101,686	INFLATION PROTECTED NOTE/2018 U S. TREASURY NOTE 1.625%			99,238	117,935
\$ 100,000	INFLATION PROTECTED NOTE/2018 U S. TREASURY NOTE 1.625%			107,140	115,980
\$ 150,000	INFLATION PROTECTED NOTE/2018 U S. TREASURY NOTE 1.625%			166,236	173,970
\$ 50,399	INFLATION PROTECTED NOTE/2018 U.S. TREASURY NOTE 1.625%			47,557	58,436
\$ 100,000	BALTIMORE COUNTY, MARYLAND, BOND 3 125%/2014			102,674	104,520
\$ 75,000	DU PAGE COUNTY, ILLINOIS SCHOOL DIST., BOND 4 400%/2014			77,015	79,539
\$ 10,168.90	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION, POOL #485049 6 000%/2028			9,657	-
\$ 150,000	JOHNSON COUNTY, KANSAS, UNIFIED SCHOOL DISTRICT, BUILD AMERICA BONDS, 3 375%/2014			158,148	111,108
	INTEREST ACCRUED AT PURCHASE			141	157,314
\$ 150,000	KNOXVILLE, TENNESSEE ELECTRIC REVENUE BUILD AMERICA BONDS 3 .250%/2016			162,137	158,372
	INTEREST ACCRUED AT PURCHASE			1,598	1,598
\$ 100,000	OHIO STATE BUILD AMERICA BOND, 2.527%/2015 ROSEMONT, ILLINOIS,			101,740	104,523
\$ 100,000	TAXABLE BOND, 2.375%/2014			100,000	102,038
\$ 150,000	SOUTH ST PAUL MINNESOTA SPECIAL SCHOOL DISTRICT, BOND 3 250%/2014			154,020	154,541
\$ 100,000	WISCONSIN STATE TRANSPORTATION AUTHORITY, REVENUE BOND 4 003%/2016			101,614	110,424
	TOTAL U S. AND STATE GOVERNMENT OBLIGATIONS			1,541,381	1,622,670

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10b INVESTMENTS / CORPORATE STOCK

			BOOK VALUE	ENDING MARKET VALUE
1,000	SHS.	ABBOTT LABORATORIES	45,860	65,500
800	SHS	ABBOTT LABORATORIES	42,910	52,400
500	SHS.	ABBOTT LABORATORIES	23,943	32,750
1,500	SHS	ACCENTURE, LTD.	39,158	99,750
1,000	SHS	ACCENTURE, LTD	23,520	66,500
1,000	SHS	AMERICAN EXPRESS COMPANY	30,320	57,480
500	SHS	AMERICAN EXPRESS COMPANY	19,210	28,740
2,400	SHS.	COCA-COLA COMPANY	53,140	87,000
400	SHS.	COCA-COLA COMPANY	9,736	14,500
1,000	SHS.	CONOCOPHILLIPS	23,287	57,990
1,000	SHS.	CONOCOPHILLIPS	50,420	57,990
1,200	SHS.	EXELON CORPORATION	57,918	35,688
800	SHS	EXELON CORPORATION	36,760	23,792
1,000	SHS	EXELON CORPORATION	40,509	29,740
1,000	SHS	EXXON MOBIL CORPORATION	32,430	86,550
150	SHS	EXXON MOBIL CORPORATION	5,067	12,383
500	SHS.	EXXON MOBIL CORPORATION	30,914	43,275
1,800	SHS.	ILLINOIS TOOL WORKS, INC	62,707	109,458
4,000	SHS.	INTEL CORPORATION	83,138	82,480
1,000	SHS.	INTEL CORPORATION	21,188	20,620
2,000	SHS.	ISHARES MSCI EAFE INDEX FUND	101,999	113,720
1,000	SHS	ISHARES MSCI EAFE INDEX FUND	55,590	56,860
3,000	SHS.	ISHARES MSCI EMERGING MARKETS INDEX	116,610	133,050
1,500	SHS.	ISHARES MSCI EMERGING MARKETS INDEX	61,830	66,525
500	SHS.	ISHARES MSCI EMERGING MARKETS INDEX	22,795	22,175
3,000	SHS.	ISHARES RUSSELL 2000 INDEX	231,030	252,953
2,100	SHS.	JOHNSON CONTROLS, INC	80,720	64,407
1,400	SHS.	JOHNSON CONTROLS, INC	28,224	42,938
1,000	SHS.	JOHNSON & JOHNSON	61,520	70,100
500	SHS.	JOHNSON & JOHNSON	31,285	35,050
500	SHS.	JOHNSON & JOHNSON	27,380	35,050
1,000	SHS	KINDER MORGAN ENERGY PARTNERS, L.P.	50,904	79,790
1,500	SHS	KOHL'S CORPORATION	81,913	64,470

LINE 10b INVESTMENTS / CORPORATE STOCK (CONTINUED)

SHS.	ENDING	BOOK VALUE	ENDING	MARKET VALUE
3,000	SHS. LOWES COMPANIES, INC.	60,800	106,560	
2,000	SHS. LOWES COMPANIES, INC.	43,900	71,040	
2,000	SHS. NESTLE, S. A. (SPON ADR)	43,440	130,224	
1,500	SHS. NORTHERN TRUST CORPORATION	76,066	75,240	
500	SHS. NORTHERN TRUST CORPORATION	24,139	25,080	
3,000	SHS. ORACLE CORPORATION	68,250	99,960	
1,000	SHS. ORACLE CORPORATION	24,135	33,320	
1,400	SHS. PEPSICO, INC.	92,273	95,802	
500	SHS. PHILLIPS 66	7,343	26,550	
500	SHS. PHILLIPS 66	16,025	26,550	
900	SHS. PROCTER & GAMBLE COMPANY	1,407	61,101	
760	SHS. PROCTER & GAMBLE COMPANY	-	51,596	
340	SHS. PROCTER & GAMBLE COMPANY	277	23,083	
2,100	SHS. PROCTER & GAMBLE COMPANY	132,783	142,569	
1,200	SHS. PROCTER & GAMBLE COMPANY	-	81,468	
1,100	SHS. ROYAL DUTCH SHELL PLC (SPON. ADR)	69,515	77,979	
400	SHS. ROYAL DUTCH SHELL PLC (SPON. ADR)	28,376	28,356	
2,000	SHS. SOUTHERN COMPANY	62,540	85,620	
1,000	SHS. SOUTHERN COMPANY	32,163	42,810	
3,500	SHS. STARWOOD PROPERTY TRUST, INC	71,578	80,360	
1,000	SHS. STARWOOD PROPERTY TRUST, INC	22,579	22,960	
SHS.	LESS: RETURN OF CAPITAL	(1,595)	-	
2,000	SHS. SYSCO CORPORATION	51,124	63,320	
1,700	SHS. SYSCO CORPORATION	40,470	53,822	
1,000	SHS. SYSCO CORPORATION	28,409	31,660	
1,500	SHS. TRAVELERS COMPANIES, INC	73,497	107,730	
1,200	SHS. UNITED PARCEL SERVICE, INC.	77,598	88,476	
2,000	SHS. UNITED TECHNOLOGIES CORP , 7% PREFERRED	107,900	111,420	
3,000	SHS. VODAFONE GROUP PLC (ADR)	76,544	75,570	
1,000	SHS. VODAFONE GROUP PLC (ADR)	27,410	25,190	
3,000	SHS. WALT DISNEY COMPANY	70,519	149,370	
700	SHS. 3M COMPANY	54,697	64,995	
500	SHS. 3M COMPANY	38,570	46,425	
				4,308,480
			3,207,138	TOTAL CORPORATE STOCKS

FORM 990-PF, PART II - BALANCE SHEETS

LINE 10C		INVESTMENTS / CORPORATE BONDS	ENDING	
			BOOK VALUE	MARKET VALUE
\$	200,000	BERKSHIRE HATHAWAY, INC., NOTE 1 9.00%/2017	207,494	206,744
\$	100,000	GENERAL ELECTRIC CAPITAL CORPORATION, NOTE 2 1.50%/2015	897	
\$	200,000	HOWARD HUGHES MEDICAL CENTER, NOTE 3 4.50%/2014	100,317	102,714
\$	200,000	NATIONAL RURAL UTILITY COOPERATIVE, NOTE 5 5.00%/2013	200,379	210,084
\$	100,000	PRINCIPAL LIFE, INC., NOTE 5 5.50%/2015	206,249	205,026
\$	100,000	TARGET CORPORATION, NOTE .49475%/2014	109,282	110,512
\$	150,000	WAL-MART STORES, INC., NOTE 7 2.50%/2013	99,900	100,299
			67	
			150,925	154,113
		TOTAL CORPORATE BONDS	1,075,509	1,089,492
LINE 13		INVESTMENTS / OTHER / MUTUAL FUNDS	ENDING	
			BOOK VALUE	MARKET VALUE
51,020.41	SHS.	VIRTUS MULTI-SECTOR SHORT-TERM BOND FUND	250,000	253,061
20,833.33	SHS.	VIRTUS MULTI-SECTOR SHORT-TERM BOND FUND	100,000	103,333
14,258.550	SHS.	VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	150,000	154,420
14,018.691	SHS.	VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	150,000	151,822
9,355.246	SHS.	VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	100,195	101,317
		TOTAL OTHER INVESTMENTS	750,195	763,954

FORM 990-PF, PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SHORT-TERM CAPITAL GAIN AND (LOSS)

	<u>DESCRIPTION</u>	HOW <u>ACQUIRED</u>	DATE <u>ACQUIRED</u>	DATE <u> SOLD</u>	PROCEEDS <u>OF SALE</u>	COST OR <u>OTHER BASIS</u>	GAIN <u>OR (LOSS)</u>
2,000	SHS HUGHTON ROYALTY TRUST	P	2/17/2011	1/18/2012	28,525	43,418	(14,893)
						TOTAL	SHORT-TERM CAPITAL GAIN AND (LOSS)
							(14,893.35)

LONG-TERM CAPITAL GAIN AND (LOSS)

	<u>DESCRIPTION</u>	HOW <u>ACQUIRED</u>	DATE <u>ACQUIRED</u>	DATE <u>SOLD</u>	PROCEEDS <u>OF SALE</u>	COST OR <u>OTHER BASIS</u>	GAIN <u>OR (LOSS)</u>
	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION,	P	VAR.	VAR.	366	361	5
	POOL #485049 6 000% /2028	P	8/18/2009	1/18/2012	40,541	29,208	11,333
200	SHS COCA-COLA COMPANY	P	2/7/2007	1/18/2012	28,525	49,931	(21,406)
2,000	SHS. HOUGHTON ROYALTY TRUST	P	9/25/2007	1/18/2012	14,262	24,034	(9,772)
1,000	SHS. HOUGHTON ROYALTY TRUST	P	2/11/2010	1/18/2012	28,525	33,774	(5,250)
\$ 100,000	GENERAL ELECTRIC CAPITAL CORPORATION, NOTE 4 000% /2012	P	2/11/2008	2/15/2012	100,000	100,000	-
\$ 100,000	ELI LILLY & CO, SENIOR UNSECURED NOTES 3 550% /2012	P	3/9/2009	3/6/2012	100,000	100,000	-
\$ 100,000	BOEING CAPITAL CORPORATION, NOTE 6 350% /2012	P	6/2/2008	4/15/2012	100,000	100,000	-
500	SHS. ACCENTURE, LTD.	P	10/18/2005	4/27/2012	32,444	13,053	19,392
400	SHS. ILLINOIS TOOL WORKS, INC	P	11/5/2008	4/27/2012	23,185	13,935	9,251
\$ 100,000	BELLSOUTH CORPORATION, NOTE 4 750% /2012	P	5/15/2009	8/1/2012	101,685	100,660	1,025
1,500	SHS STRYKER CORPORATION	P	11/12/2009	8/1/2010	78,732	74,480	4,251
500	SHS. STRYKER CORPORATION SEARIVER MARITIME, INC	P	11/17/2010	8/1/2012	26,244	25,275	969
\$ 100,000	DEBENTURE 0% /2012 SEARIVER MARITIME, INC., DEBENTURE 0% /2012	P	6/2/2009	9/1/2012	100,000	100,000	-
\$ 100,000	DEBENTURE 0% /2012	P	4/12/2010	9/1/2012	108,000	108,000	-

PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

LONG-TERM CAPITAL GAIN AND (LOSS)

		<u>DESCRIPTION</u>	<u>ACQUIRED</u>	<u>HOW</u>	<u>DATE</u>	<u>DATE</u>	<u>PROCEEDS</u>	<u>COST OR</u>	<u>GAIN</u>
				<u>ACQUIRED</u>	<u>ACQUIRED</u>	<u> SOLD</u>	<u>OF SALE</u>	<u>OTHER BASIS</u>	<u>OR (LOSS)</u>
\$	200,000	J.P MORGAN CHASE & CO , NOTE 5.375% /2012	P	3/3/2010	10/1/2012		200,000	200,000	-
\$	1,000	SHS . DOVER CORPORATION	P		10/11/2012		55,708	31,442	24,242
\$	150,000	SKOKIE, ILLINOIS , BOND 5.375% /2012	P	5/22/2007	12/1/2012		150,000	150,000	-
\$	100,000	CONNECTICUT STATE HEALTH & EDUCATIONAL FACILITIES, BOND 4.250% /2049	P	1/5/2011	12/3/2012		103,750	102,449	1,311

NET GAIN OR (LOSS) FROM SALE OF ASSETS	20,471
TOTAL LONG-TERM CAPITAL GAIN AND (LOSS)	35,365
GROSS SALES PRICE FOR ALL ASSETS	1,420,491

GROSS SALES PRICE FOR ALL ASSETS 1,420,491

PART IV SCHEDULE

FORM 990-PF, PART VIII - LIST OF OFFICERS, DIRECTORS AND TRUSTEES

NAME AND ADDRESS	TITLE	CONTRIBUTIONS TO	
		TIME DEVOTED TO POSITION	EMPLOYEE BENEFIT PLANS AND EXPENSE ACCOUNTS
BARBARA E. MANGER 3318 N. LAKE DRIVE MILWAUKEE, WI 53211	PRESIDENT / DIRECTOR	AS REQUIRED BUT LESS THAN FULL TIME	NONE
ROBERT E. MANGER 687 EL RANCHO ROAD SANTA BARBARA, CA 93108	VICE PRESIDENT / DIRECTOR	AS REQUIRED BUT LESS THAN FULL TIME	NONE
WILLIAM H. LYNCH 3318 N. LAKE DRIVE MILWAUKEE, WI 53211	TREASURER / DIRECTOR	AS REQUIRED BUT LESS THAN FULL TIME	NONE
STEPHEN M. FISHER 11414 W. PARK PLACE MILWAUKEE, WI 53202-5306	SECRETARY	AS REQUIRED BUT LESS THAN FULL TIME	NONE
LUKE M. LYNCH P O BOX 12197 JACKSON, WY 83002	DIRECTOR	AS REQUIRED BUT LESS THAN FULL TIME	NONE

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION

LINE 1A - 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

BARBARA E. MANGER
3318 N LAKE DRIVE
MILWAUKEE, WI 53211
LUKE M LYNCH
P O BOX 12197
JACKSON, WY 83002

LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING YEAR

RECIPIENT NAME AND ADDRESS [AND RELATIONSHIP TO <u>SUBSTANTIAL CONTRIBUTOR<th>FOUNDATION <u>STATUS OF RECIPIENT</u></th><th>PURPOSE OF GRANT OR CONTRIBUTION</th><th></th></u>	FOUNDATION <u>STATUS OF RECIPIENT</u>	PURPOSE OF GRANT OR CONTRIBUTION	
ARTISTS WORKING IN EDUCATION MILWAUKEE, WISCONSIN BARBARA E. MANGER IS A DIRECTOR OF THIS ORGANIZATION	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
BAY BEACH WILDLIFE SANCTUARY GREEN BAY, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
BELLIN SCHOOL OF NURSING GREEN BAY, WISCONSIN [NONE]	PUBLIC CHARITY	SCHOLARSHIP FUND	30,000
BICYCLE FEDERATION OF WISCONSIN MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
CAMP MANITO-WISH YMCA BOULDER JUNCTION, WISCONSIN [NONE]	PUBLIC CHARITY	ACE CAMPERSHIP ENDOWMENT	10,000
CENTER FOR DEAF-BLIND PERSONS MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
CONSERVATION FUND WASHINGTON, D.C. [NONE]	PUBLIC CHARITY	UPPER PENINSULA MICHIGAN PROGRAMS WYOMING PROGRAMS	15,000 15,000

LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING YEAR (CONTINUED)

THE GATHERING MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	7,500
GATHERING WATERS CONSERVANCY MADISON, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
GRAND AVENUE CLUB MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
THE GUESTHOUSE MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
HABITAT FOR HUMANITY MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	10,000
KEEWENAW LAND TRUST HOUGHTON, MICHIGAN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
MENOMINEE TRIBAL COLLEGE KESHENA, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
MILWAUKEE RIVERKEEPER MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
MIDWEST ENVIRONMENTAL ADVOCATES MADISON, WISCONSIN	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
WILLIAM H. LYNCH IS AN OFFICER AND DIRECTOR OF THIS ORGANIZATION			
MIDWEST ENVIRONMENTAL CONSORTIUM MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR MILWAUKEE RIVER GREENWAY COALITION	10,000
FRIENDS OF MWANGAZA ROCK ISLAND, ILLINOIS [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000

LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING YEAR (CONTINUED)

MS SOCIETY MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT 5,000
NATURAL RESOURCES FOUNDATION OF WISCONSIN MADISON, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT 20,000
NEVILLE PUBLIC MUSEUM GREEN BAY, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT 10,000
NORTH COUNTRY TRAIL ASSOCIATION LOWELL, MICHIGAN [NONE]	PUBLIC CHARITY	GRANT FOR IMPROVEMENTS 30,000
NORTH EAST WISCONSIN LAND TRUST APPLETON, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT 5,000
PLoughshares Fund SAN FRANCISCO, CALIFORNIA [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT 10,000
RIVER ALLIANCE MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT 5,000
RIVER REVITALIZATION FUND MADISON, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT 5,000
ST NORBERT COLLEGE DE PERE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT TO MANGER SCHOLARSHIP FUND 20,000
TROUT UNLIMITED MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	WYOMING WATER PROJECT 10,000
URBAN ECOLOGY CENTER MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS 15,000
WALKERS POINT CENTER FOR THE ARTS MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS 10,000

LUX FOUNDATION, INC

FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION

LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING YEAR (CONTINUED)

WILDERNESS INQUIRY
MINNEAPOLIS, MINNESOTA [NONE]

10,000

WYOMING COMMUNITY FOUNDATION
LARAMIE, WYOMING [NONE]

PUBLIC CHARITY
TOTAL

WYOMING PATHWAYS FUND
10,000

397,500

STATEMENT

39-1618778