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

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning **, 2012, and ending , 20**

Name of foundation The Grover Family Foundation, Inc Number and street (or P O box number if mail is not delivered to street address) 221 Phillip Court City or town, state, and ZIP code Kohler, WI 53044		A Employer identification number 39-1768404 B Telephone number (see instructions) 920-458-8573 C If exemption application is pending, check here ► <input type="checkbox"/> D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input 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					
H Check type of organization: <input 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					
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,107,358 (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	27469	27469	27469	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	24562			
	b Gross sales price for all assets on line 6a	175342			
	7 Capital gain net income (from Part IV, line 2)		24562		
	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)	1148	1148	1148		
12 Total. Add lines 1 through 11	53179	53179	28617		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest	4475	4475	4475	4475
	18 Taxes (attach schedule) (see instructions)	2339	2339	2339	2339
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	630	630	630	630
	24 Total operating and administrative expenses.				
Add lines 13 through 23	7444	7444	7444	7444	
25 Contributions, gifts, grants paid	92750			92750	
26 Total expenses and disbursements. Add lines 24 and 25	100194	7444	7444	100194	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(47015)				
b Net investment income (if negative, enter -0-)		45735			
c Adjusted net income (if negative, enter -0-)			21173		

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	12214	15976	15976
	2	Savings and temporary cash investments			
	3	Accounts receivable ►			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see 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)			
	b	Investments—corporate stock (attach schedule)	771818	650227	894475
	c	Investments—corporate bonds (attach schedule)	125411	196225	196907
	11	Investments—land, buildings, and equipment: basis ►			
	Less: accumulated depreciation (attach schedule) ►				
12	Investments—mortgage loans				
13	Investments—other (attach schedule)				
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)	909443	862428	1107358	
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 ►)	0	0	
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	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 type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	909443	862428	
	30	Total net assets or fund balances (see instructions)	909443	862428	
	31	Total liabilities and net assets/fund balances (see instructions)	909443	862428	

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	909443
2	Enter amount from Part I, line 27a	2	(47015)
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	862428
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	862428

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					
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 175342		150780	24562		
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					
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	24562	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	(52)	

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	65019	958394	0678
2010	61139	842630	.0726
2009	67617	641071	1055
2008	66099	395817	1670
2007	47015	604162	0778

- 2 Total of line 1, column (d)
- 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
- 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5
- 5 Multiply line 4 by line 3
- 6 Enter 1% of net investment income (1% of Part I, line 27b)
- 7 Add lines 5 and 6
- 8 Enter qualifying distributions from Part XII, line 4
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)		
1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)	1 915
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b	
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
3	Add lines 1 and 2	3 915
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5 915
6	Credits/Payments:	
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 900
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	7 900
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 15
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	Refunded ► 11

Part VII-A Statements Regarding Activities

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?	Yes 1a	No ✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b ✓	
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 ✓	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____	2 ✓	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____	3 ✓	
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.	4a ✓	
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	4b ✓	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	5 ✓	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	6 ✓	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	7 ✓	
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?	8b ✓	
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	9 ✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	10 ✓	
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		
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		
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

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	✓
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	✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	✓
14	The books are in care of ► Jean Reimer Located at ► W5931 Pheasant Lane Plymouth WI	Telephone no. ► 920-918-5832 ZIP+4 ► 53073-3353	
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		► □
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes ✓

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? (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? (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)? (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ►□		
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?		✓
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? 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	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
2b			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
3b	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?		✓
4b	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?		✓

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here ►

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Listing				

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
None				
Total number of other employees paid over \$50,000			►	

39-1768404

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."

(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	►

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 The Foundation provides contributions to other charitable organizations	
2 The foundation does not directly conduct charitable programs or activities	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 None	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 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	1046181
b	Average of monthly cash balances	1b	8690
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1054871
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	
3	Subtract line 2 from line 1d	3	1054871
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	15823
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1039048
6	Minimum investment return. Enter 5% of line 5	6	51952

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	51952
2a	Tax on investment income for 2012 from Part VI, line 5	2a	915
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	915
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51037
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	51037
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	51037

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	100194
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	100194
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	100194

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				51037
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only				0
b Total for prior years: 20 ____ ,20 ____ ,20 ____			0	
3 Excess distributions carryover, if any, to 2012:				
a From 2007	17105			
b From 2008	46478			
c From 2009	35775			
d From 2010	20302			
e From 2011	18538			
f Total of lines 3a through e	138198			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 100194				
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				51037
e Remaining amount distributed out of corpus	49157			
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	187355			
b Prior years' undistributed income. Subtract line 4b from line 2b			0	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0	
d Subtract line 6c from line 6b. Taxable amount—see instructions			0	
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				0
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	17105			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	170250			
10 Analysis of line 9:				
a Excess from 2008	46478			
b Excess from 2009	35775			
c Excess from 2010	20302			
d Excess from 2011	18538			
e Excess from 2012	49157			

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

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 ►				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
1b	Check box to indicate whether the foundation is a private operating foundation described in section				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed				
2b	85% of line 2a				
2c	Qualifying distributions from Part XII, line 4 for each year listed				
2d	Amounts included in line 2c not used directly for active conduct of exempt activities				
2e	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:				
3a	"Assets" alternative test—enter:				
	(1) Value of all assets				
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
3b	"Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed				
3c	"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				
					(e) Total

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).)

Bruce and Carol Grover

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 or e-mail of the person to whom applications should be addressed:

Mrs. Carol Grover, The Grover Family Foundation, Inc., 221 Phillip Court, Kohler, WI 53044

b. The form in which applications should be submitted and information and materials they should include:

Any form acceptable

6. Any submission deadlines:

8

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

Support for org working to improve quality of life in local comm or support for org of importance to members of the Found RefD & Officers

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)				
<i>a Paid during the year</i>				
See Attached Listing				
Total				► 3a
<i>b Approved for future payment</i>				
See Attached Listing				
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				
4	Dividends and interest from securities				
5	Net rental income or (loss) from real estate:				
a	Debt-financed property			14	27469
b	Not debt-financed property				
6	Net rental income or (loss) from personal property				
7	Other investment income			14	1148
8	Gain or (loss) from sales of assets other than inventory			14	24562
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)				53179
13	Total. Add line 12, columns (b), (d), and (e)				13
(See worksheet in line 13 instructions to verify calculations.)					

(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). (See instructions.)
N/A	

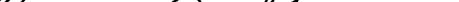
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
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.		

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

Sign  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. May the IRS discuss this return

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	<input type="checkbox"/> if self-employed	PTIN
	Firm's name ►		Firm's EIN ►		
	Firm's address ►		Phone no. _____		

The Grover Family Foundation, Inc
Form 990-PF
October 1, 2012 through September 30, 2013

39-1768404

Part I Analysis of Revenue and Expenses

11 Other Income

Capital Gain Distribution Templeton Global Inv	\$	476 50
Capital Gain Distribution Pimco Total Return Instl	\$	471 43
Capital Gain Distribution Vanguard Short Term Inv	\$	64 20
Capital Gain Distribution Vanguard Short Term Inv	\$	<u>135 63</u>
 Total	\$	<u>1,147 76</u>

16c Other Professional Fees

Baird Asset Based Fee	\$	<u>4,475 00</u>
 Total	\$	<u>4,475 00</u>

18 Taxes

IRS - Tax on Investment Income - 2011 Return	\$	1,439 00
IRS - Estimated Tax Payments - 2012	\$	900 00
 Total	\$	<u>2,339 00</u>

23 Other Expenses

Non Deductible Donation - Lakeland College	620 00
Annual Report (Wisconsin)	10 00
 Total	<u>\$630 00</u>

THE GROVER FAMILY FOUNDATION**Statement Period: SEPTEMBER 1 - SEPTEMBER 30, 2013****BAIRD****Partial Balance Sheets 10b+10c****ASSET DETAILS**

This section shows the cash, cash alternatives and/or securities in your account. It reflects market values as of the close of business, September 30, 2013.

Please note, unrealized gain/loss is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Performance on funds and unit investment trusts is provided for informational purposes only to assist you in comparing the total current value of your position with your total amount invested, excluding reinvestment activity. Performance may be misstated if any cost information is inaccurate or if you have sold part of your position since your original investment.

CASH AND CASH ALTERNATIVES

	<i>Current Value</i>	<i>Cost</i>	<i>Unrealized Gain/(-)Loss*</i>	<i>Anticipated Annualized Income</i>	<i>Current Yield %</i>
DREYFUS TAX EXEMPT	15,976.45	15,976.45		0.00	0.00%
Net yield from 09/01/13 - 09/30/13 was 0.00% (Compounded).					
Total Cash and Cash Alternatives	\$15,976.45		\$15,976.45		\$0.00 0.00%

PORTFOLIO ASSETS

	<i>Symbol/CUSIP/Bond Rating+</i>	<i>Quantity</i>	<i>Current Price</i>	<i>Average Unit Cost</i>	<i>Current Value</i>	<i>Unrealized Gain/(-)Loss*</i>	<i>Anticipated Annualized Income</i>	<i>Current Yield %</i>
Stock Funds								
iSHARES CORE S&P 500 ETF	IVV	2,823,000	168.9000	115.5408	476,804.70	326,171.54	150,633.16	9.256.61 1.94%
iSHARES MSCI EAFE ETF	EFA	2,449,000	63.8010	56.2593	156,248.64	137,779.14	18,469.50	4,312.68 2.76%
iSHARES MSCI EMERGING MARKETS ETF	EEM	1,460,000	40.7550	41.4799	59,502.30	60,560.65	-1,058.35	1,102.15 1.85%
iSHARES RUSSELL 2000 ETF	WFM	1,894,000	106.6100	66.3755	201,919.34	125,715.14	76,204.20	3,227.56 1.60%
Total Stock Funds					\$694,474.98	\$650,228.47	\$244,248.51	\$17,899.00 2.00%

Taxable Bond Funds

PIMCO TOTAL RETURN INSTL CL	PTTRX	3,259.045	10.8200	10.8800	35,262.86	35,458.40	-195.54	1,007.04 2.88%
TEMPLETON GLOBAL BOND ADVISOR CL	TGBAX	2,435.300	12.9200	12.5600	31,464.07	30,587.35	876.72	1,772.89 5.63%
VANGUARD SHORT TERM INVESTMENT GRADE ADMIRAL CL	VFSUX	12,154.959	10.7100	10.7100	130,179.61	130,179.66	-0.05	2,540.38 1.95%
Total Taxable Bond Funds					\$196,906.54	\$196,225.41		\$681.13
								\$5,320.31 2.70%

The Grover Family Foundation, Inc
Form 990-PF
October 1, 2012 through September 30, 2013

39-1768404

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

1

<u>(a) Name and address</u>	<u>(b) Title, and average hours per week devoted to position</u>	<u>(c) Compensation (If not paid, enter 0)</u>	<u>(d) Contributions to employee benefit plans and deferred compensation</u>	<u>(e) Expense accounts, other allowances</u>
Carol Grover 221 Phillip Court Kohler, WI 53044	President/Sec /Director 10 hours	\$0 00	\$0 00	\$0 00
R. Bruce Grover 221 Phillip Court Kohler, WI 53044	VP/Director 2 hours	\$0 00	\$0 00	\$0 00
Deborah Wente 4530 Pheasant Lane Sheboygan, WI 53081	Treasurer/Director 1 hour	\$0 00	\$0 00	\$0 00
Karen Grover Scott 2298 Timothy Drve Glenview, IL 60026	Director 1 hour	\$0 00	\$0 00	\$0 00
Robert B. Grover 2715 Whitchurch Court Naperville, IL 60564	Director 1 hour	\$0 00	\$0 00	\$0 00

The Grover Family, Foundation, Inc
 Form 990-PF
 October 1, 2012 through September 30, 2013

39-1768404

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year or Approved for Future Payment

a Paid during the year

Recipient	Relationship	Foundation Status	Purpose of Contribution	Amount
Salvation Army	N/A	Exempt 501(c)3	Community	\$10,000.00
Sheboygan Theater Company	N/A	Exempt 501(c)3	Cultural	\$300.00
University of Chicago	N/A	Exempt 501(c)3	Education	500.00
Meals on Wheels	N/A	Exempt 501(c)3	Community	17,000.00
PSC	N/A	Exempt 501(c)3	Scientific	5,000.00
RCS	N/A	Exempt 501(c)3	Community	1,000.00
Sheboygan Symphony	N/A	Exempt 501(c)3	Cultural	300.00
Junior Achievement	N/A	Exempt 501(c)3	Community	500.00
John Michael Kohler Arts Center	N/A	Exempt 501(c)3	Cultural	1,000.00
America Share	N/A	Exempt 501(c)3	Education	1,500.00
Meals on Wheels	N/A	Exempt 501(c)3	Community	1,000.00
Lakeland College	N/A	Exempt 501(c)3	Education	10,000.00
United Way	N/A	Exempt 501(c)3	Community	1,000.00
Sheboygan Rotary Foundation	N/A	Exempt 501(c)3	Community	350.00
Lakeland College	N/A	Exempt 501(c)3	Education	7,000.00
Above & Beyond Childrens Museum	N/A	Exempt 501(c)3	Community	5,000.00
Sheboygan Development Corp	N/A	Exempt 501(c)3	Community	250.00
MIT	N/A	Exempt 501(c)3	Education	1,500.00
Sheboygan YMCA	N/A	Exempt 501(c)3	Community	2,500.00
Historical Research Center	N/A	Exempt 501(c)3	Education	500.00
Above & Beyond Childrens Museum	N/A	Exempt 501(c)3	Community	500.00
Making Spirits Bright - Rotary	N/A	Exempt 501(c)3	Community	5,000.00
Plymouth Art Center	N/A	Exempt 501(c)3	Cultural	1,000.00
Kohler School Foundation	N/A	Exempt 501(c)3	Education	10,000.00
Sheboygan Theatre	N/A	Exempt 501(c)3	Cultural	300.00
Big Brothers Big Sisters	N/A	Exempt 501(c)3	Community	500.00
Camp Evergreen	N/A	Exempt 501(c)3	Community	500.00
PSC	N/A	Exempt 501(c)3	Scientific	1,500.00
Theater for Young Audiences	N/A	Exempt 501(c)3	Cultural	1,000.00
Plymouth Art Center	N/A	Exempt 501(c)3	Cultural	5,000.00
Sharon S Richardson Hospice	N/A	Exempt 501(c)3	Community	1,000.00
Sheboygan County Veterans Memorial	N/A	Exempt 501(c)3	Community	250.00
Total				\$92,750.00

3 Grants and Contributions Paid During the Year or Approved for Future Payment

b Approved for future payment

Recipient	Relationship	Foundation Status	Purpose of Contribution	Amount
Salvation Army		Exempt 501c3		\$10,000.00
Meals on Wheels		Exempt 501c3		33,000.00
Total				\$43,000.00