Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation
LESTER & FRANCES JOHNSON FOUNDATION, INC

A Employer identification number
39-1988285

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O ROBERT ANDERSON
701 DEMING WAY, SUITE 100

B Telephone number (see instructions)
(608) 827-6400

City or town, state, and ZIP code
MADISON, WI 53717

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,725,854.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	210,876.	210,876.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	320,806.			
b Gross sales price for all assets on line 6a 10,120,701.				
7 Capital gain net income (from Part IV, line 2)		320,806.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) ATCH 2	21,006.	21,006.		
12 **Total.** Add lines 1 through 11	552,688.	552,688.		
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 3	867.			867.
b Accounting fees (attach schedule) ATCH 4	3,600.	100.		3,500.
c Other professional fees (attach schedule) *	55,844.	55,844.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 6	6,551.	6,551.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	7,809.	6,594.		1,215.
24 **Total operating and administrative expenses.** Add lines 13 through 23	74,671.	69,089.		5,582.
25 Contributions, gifts, grants paid	650,100.			650,100.
26 **Total expenses and disbursements** Add lines 24 and 25	724,771.	69,089.	0	655,682.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-172,083.			
b **Net investment income** (if negative, enter -0-)		483,599.		
c **Adjusted net income** (if negative, enter -0-)				

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JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 5
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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,069,588.	1,429,630.	1,429,630.
	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			
	10 a Investments - U S and state government obligations (attach schedule) **	1,396,131.	1,211,215.	1,259,793.
	b Investments - corporate stock (attach schedule) ATCH 9	6,362,067.	5,543,315.	6,025,785.
	c Investments - corporate bonds (attach schedule) ATCH 10			10,646.
	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)	8,827,786.	8,184,160.	8,725,854.
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	10,569,206.	10,569,206.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	-1,741,420.	-2,385,046.	
	30 Total net assets or fund balances (see instructions)	8,827,786.	8,184,160.	
	31 Total liabilities and net assets/fund balances (see instructions)	8,827,786.	8,184,160.	

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	8,827,786.
2	Enter amount from Part I, line 27a	2	-172,083.
3	Other increases not included in line 2 (itemize) ▶ ATCH 11	3	17,744.
4	Add lines 1, 2, and 3	4	8,673,447.
5	Decreases not included in line 2 (itemize) ▶ ATCH 12	5	489,287.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	8,184,160.

**ATCH 8

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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 } 2 320,806.

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 0

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	1,029,367.	9,829,498.	0.104722
2010	915,104.	9,788,945.	0.093483
2009	816,717.	9,020,012.	0.090545
2008	685,297.	10,915,868.	0.062780
2007	1,234,312.	12,622,697.	0.097785

2	**Total** of line 1, column (d) . . .	2	0.449315
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . .	3	0.089863
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . .	4	9,140,281.
5	Multiply line 4 by line 3 . . .	5	821,373.
6	Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	4,836.
7	Add lines 5 and 6 . . .	7	826,209.
8	Enter qualifying distributions from Part XII, line 4 . . .	8	655,682.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	9,672.
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	9,672.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	9,672.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . 6a 1,342.		
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	1,342.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	4.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	8,334.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ROBERT ANDERSON Telephone no ▶ 608-827-6400

Located at ▶ 701 DEMING WAY, SUITE 100 MADISON, WI ZIP+4 ▶ 53717

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)		2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

		Yes	No
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)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d).*		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	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? **7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 13		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
NONE				

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."

(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 N/A	
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	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

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	7,444,576.
b	Average of monthly cash balances	1b	1,834,897.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,279,473.
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	9,279,473.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	139,192.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,140,281.
6	**Minimum investment return.** Enter 5% of line 5	6	457,014.

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	457,014.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,672.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	9,672.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	447,342.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	447,342.
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	447,342.

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	655,682.
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	655,682.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	655,682.

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					447,342.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009	366,753.				
d From 2010	433,737.				
e From 2011	541,208.				
f **Total** of lines 3a through e		1,341,698.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 655,682.					
a Applied to 2011, but not more than line 2a					
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					447,342.
e Remaining amount distributed out of corpus		208,340.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,550,038.			
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					
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		1,550,038.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009	366,753.				
c Excess from 2010	433,737.				
d Excess from 2011	541,208.				
e Excess from 2012	208,340.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 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))

N/A

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

N/A

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

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

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 14				
Total . . . . ▶ **3a**				650,100.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

JSA
2E1491 1 000
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Part XVI-A . **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	91,635.	
4 Dividends and interest from securities			14	119,241.	
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	320,806.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 15				21,006.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				552,688.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 552,688.

(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)

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

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

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee — Date 5/9/2013 — Title President

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	Check ☐ if self-employed	PTIN
E.G. SCHRAMKA	Eugene A. Schramka	5/8/2013		P01398818

Firm's name ▶ SVA CERTIFIED PUBLIC ACCOUNTANTS — Firm's EIN ▶ 39-1203191

Firm's address ▶ 1221 JOHN Q. HAMMONS DRIVE MADISON, WI 53717 — Phone no 608-831-8181

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
							-170,990.	
		PUBLICLY TRADED SECURITIES PROPERTY TYPE: SECURITIES				P		
							491,796.	
TOTAL GAIN(LOSS)							320,806.	

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST - STOCKS, BONDS, MONEY FUNDS	91,635.	91,635.
DIVIDENDS - STOCKS AND BONDS	119,241.	119,241.
TOTAL	210,876.	210,876.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ROYALTY TRUST PAYMENT	21,006.	21,006.
TOTALS	21,006.	21,006.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
KAY AND ANDERSON LLC	867.			867.
TOTALS	867.			867.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVESTMENT ACCOUNTING FEES	100.	100.		
SVA CERTIFIED PUBLIC ACCOUNTANTS, S.C.	3,500.			3,500.
TOTALS	3,600.	100.		3,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MGMT & TRADING FEES	55,844.	55,844.
TOTALS	55,844.	55,844.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX	6,551.	6,551.
TOTALS	6,551.	6,551.

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	1,170.		1,170.
DEP. OF FIN. INST. FILING FEE	10.		10.
MISCELLANEOUS	35.		35.
MISCELLANEOUS - INVESTMENT	6,594.	6,594.	
TOTALS	7,809.	6,594.	1,215.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ASSET BACKED SECURITIES	1,211,215.	1,259,793.
US OBLIGATIONS TOTAL	1,211,215.	1,259,793.

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORP STOCKS & OTHER SECURITIES		
ALCOA INC ISIN #US0138171014	89,174.	52,080.
ALLIANCE RESOURCE PARTNERS LP	53,245.	58,058.
ALPS ETF ALERIAN MLP ETF	30,506.	31,900.
ALTRIA GROUP INC		
ARCH COAL INC		
ATLAS PIPELINE PARTNERS LP UT	16,278.	31,570.
BANK OF AMERICA CORP		
BARCLAYS BANK PLC IPATH	39,532.	7,953.
BOARDWALK PIPELINE PARTNERS LP	114,375.	124,500.
BROADWIND ENERGY INC COM	73,243.	1,728.
BUCKEYE PARTNERS LP UNIT LTD	374,535.	408,690.
CANADIAN IMPERIAL BANK OF		
CANADIAN NATURAL RESOURCES LTD		
CINCINNATI BELL INC NEW	90,942.	86,620.
CREDIT SUISSE NASSAU ETN LKD		
CROSSTEX ENERGY LP COM UNITS	92,528.	87,300.
CUSHING MLP TOTAL RETURN FD	138,982.	114,720.
DEERE & COMPANY		
DISNEY WALT CO		
DNP SELECT INCOME FD INC	54,971.	53,278.
DUKE ENERGY CORP NEW COM		
EL PASO PIPELINE PARTNERS LP	118,288.	184,850.
ENBRIDGE ENERGY PARTNERS LP	114,760.	195,300.
ENBRIDGE INCOME FD HLDGS INC	75,473.	145,405.
ENERGY TRANSFER PARTNERS LP UT	165,828.	171,720.
ENERPLUS CORPORATION COM NPV		
ENTERPRISE PRODUCTS PPTNS LP	73,425.	200,320.
EXTERRAN PARTNERS LP COM UNITS	130,253.	121,620.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
FORD MTR CO DEL COM	85,843.	77,700.
FORD MTC CO DEL NT FIXED RATE	51,157.	51,800.
FREEPORT MCMORAN COPPER & GOLD		
GENERAL ELECTRIC CO		
GENERAL MOTORS CO COM USD0.01		
GENTEX CORP		
INERGY LP		
INTELLI CHECK MOBILISA INC COM	12,484.	1,950.
INTREPID POTASH INC COM		
ISHARES SILVER TR ISHARES	77,150.	58,740.
ISHARES TR S&P US PFD STK		
JP MORGAN CHASE & CO ALERIAN		
KAYDON CORP		
KINDER MORGAN ENERGY PARTNERS	154,171.	319,160.
MAGELLAN MIDSTREAM PARTNERS LP	67,478.	86,380.
MANITOWOC INC		
MARTIN MIDSTREAM PARTNERS LP		
NATURAL RESOURCE PARTNERS LP	37,847.	37,080.
NORDIC AMERICAN TANKERS LTD	54,718.	17,500.
NUSTAR ENERGY LP UNIT	183,795.	169,920.
OILSANDS QUEST INC COM		
ONEOK PARTNERS L P UNIT LTD	63,185.	215,960.
PAA NATURAL GAS STORAGE L.P.		
PEMBINA PIPELINE CORPORATION	117,644.	257,760.
PVR PARTNERS LP	26,186.	51,960.
PETROBAKKEN ENERGY LTD COM NPV	92,083.	41,177.
PETROBANK ENERGY & RESOURCES		
PLAINS ALL AMERICAN PIPELINE	5,885.	45,240.
PROSPECT CAP CORP	86,946.	54,350.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
RARE ELEMENT RESOURCES LTD COM		
RBC BEARINGS INC		
ROYAL BANK OF CANADA COM NPV		
SANDRIDGE ENERGY INC COM	38,517.	19,050.
SAUER-DANFOSS INC		
SILVERBIRCH ENERGY CORPORATION		
SPDR GOLD TR GOLD SHS		
STRATA OIL & GAS INC COM NPV	18,794.	2,200.
T C PIPELINES VALUE REFLECTS		
TITAN MACHY INC COM		
UBS AG JERSEY BRH E TRACS LKD	91,007.	77,100.
UNITED STS NAT GAS FD LP UNIT		
WESTSHORE TERMINALS INVESTMENT		
WILLIAMS PARTNERS LP COM UNIT	95,028.	97,320.
ZIONS CAP TR B CAP SECS 8.00%	51,629.	50,880.
AT&T INC COM	5,056.	6,742.
BANK OF MONTREAL COM NPV ISIN		
CANADIAN OIL SANDS LIMITED COM		
DNP SELECT INCOME FD INC	6,005.	5,332.
ENTERPRISE PRODUCTS PPTNS LP		
KINDER MORGAN ENERGY PARTNERS		
T C PIPELINES VALUE REFLECTS		
ZION CAP TR B CAP SECS 8.00%	7,725.	7,632.
ALLIANT ENERGY CORP	10,555.	17,564.
BANK OF MONTREAL COM NPV ISIN		
BOARDWALK PIPELINE PARTNERS LP	13,212.	9,960.
CHURCH & DWIGHT INC	6,411.	10,714.
CLOROX CO DEL	6,235.	7,322.
COCA COLA CO	9,850.	14,500.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DUKE ENERGY CORP NEW COM	9,776.	12,760.
EL PASO PIPELINE PARTNERS LP	11,146.	22,182.
ENERGY INCOME & GROWTH FD		
ENERPLUS CORPORATION COM NPV	11,001.	5,184.
ENTERPRISE PRODUCTS PPTNS LP	12,437.	15,024.
HEINZ H J CO	7,477.	11,536.
INERGY LP		5,457.
JOHNSON CTLS INC		
KELLOGG COMPANY	11,017.	11,170.
KIMBERLY CLARK CORP	6,338.	8,443.
FIRST TR ENERGY INCOME & GRWTH	8,225.	12,260.
NUSTAR ENERGY LP UNIT	11,112.	8,496.
PETOBAKKEN ENERGY LTD COM NPV	16,651.	10,294.
PROCTER & GAMBLE CO	12,347.	13,578.
SOUTHERN CO	9,956.	12,843.
TARGA RES PARTNERS LP COM UNIT		14,952.
TORTOISE ENERGY INFRASTRUCTURE	12,077.	11,370.
WESTERN GAS PARTNERS LP COM	9,098.	19,052.
WESTSHORE TERMINALS INVESTMENT	7,865.	8,301.
ATLAS PIPELINE PARTNERS LP		
CUSHING MLP TOTAL RETURN FD	14,447.	14,340.
DUKE ENERGY CORP NEW COM		
ENGRIDGE ENERGY PARTNERS LP	66,864.	55,800.
ENBRIDGE INCOME FD HLDGS INC	32,902.	72,703.
ENTERPRISE PRODUCTS PPTNS LP		
INERGY LP		
INTREPID POTASH INC COM		
KINDER MORGAN ENERGY PARTNERS	46,837.	79,790.
ONEOK PARTNERS L P UNIT LTD		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
PEMBINA PIPELINE CORPORATION	20,455.	57,280.
PETOBAKKEN ENERGY LTD COM NPV	19,195.	10,294.
SANDRIDGE ENERGY INC COM		
SECTOR SPDR TR SHS BEN INT		
SUNCORE ENERGY COM NPV NEW		
VERIZON COMMUNICATIONS		
ZIONS CAP TR B CAP SECS 8.00%	12,875.	12,720.
EL PASO PIPELINE PARTNERS	17,627.	18,485.
MCDONALDS CORP	8,887.	8,821.
NUSTAR ENERGY LP UNIT	26,544.	21,240.
SUBURBAN PROPANE PARTNERS, LP	2,171.	1,244.
ENBRIDGE ENERGY PARTNERS	9,568.	8,370.
BUCKEYE PARTNERS LP UNIT	56,500.	45,410.
JPMORGAN CHASE CAP XXIX GTD CA	26,093.	25,550.
MERGE HEALTHCARE INC	6,080.	2,223.
QUALITY SYSTEMS	18,016.	17,360.
TELEPHONE HLDGS INC COM	23,089.	22,140.
US SILICA HLDGS INC COM	17,485.	16,730.
ALLSCRIPTS HEALTHCARE SOLUTION	40,386.	18,840.
AAPLE INC	125,424.	106,435.
BROWN FORMAN CORP CL B NON VTG	69,412.	63,250.
BUCKLE INC	50,410.	44,640.
CLEAN ENERGY FUELS CORP	40,425.	24,900.
DCP MIDSTREAM PARTNERS LP	90,629.	83,500.
FUEL SYS SOLUTIONS INC COM	27,235.	14,711.
HOLLY ENERGY PARTNERS LP COM	110,760.	131,560.
JOY GLOBAL INC	57,130.	63,780.
JPMORGAN CHASE CAP XXIX GTD	26,097.	25,550.
KINDER MORGAN INC DELAWARE COM	104,100.	105,990.

ATTACHMENT 9 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
KINDER MORGAN MGMT LLC SHS	142,799.	155,749.
KNIGHT TRANSPORTATION INC	15,477.	14,630.
LIQUIDITY SVCS INC COM	49,377.	40,860.
MARKWEST ENERGY PARTNERS LP	55,270.	51,010.
MERGE HEALTHCARE INC	13,013.	4,940.
NAVISTAR INTL CORP	36,784.	21,770.
PROTO LABS INC COM	38,228.	39,420.
QR ENERGY LP UNIT LTD	19,255.	16,580.
QUALITY SYSTEMS	79,501.	52,080.
REGENCY ENERGY PARTNERS LP	23,410.	21,680.
STATOIL ASA SPON ADR	25,448.	25,040.
TEUCRIUM COMMODITY TRUST SOYBE	26,095.	24,070.
US SILICA HLDGS INC COM	21,824.	16,730.
WESPORT INNOVATIONS	41,800.	26,709.
OTHER SECURITIES		
WEYERHAEUSER CO COM		
MESABI TRUST CTF BEN INT	68,222.	50,900.
MESABI TRUST DTF BEN INT	145,834.	101,800.
PLUMB CREEK TIMBER CO	42,768.	44,370.
MUTUAL FUNDS		
VANGUARD GNMA INVESTOR CL	51,110.	50,284.
TOTALS	5,543,315.	6,025,785.

ATTACHMENT 10

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS		
BORALEX INC SB DB CV 6.75000%		10,646.
TOTALS		10,646.

ATTACHMENT 11

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
NONDIVIDEND DISTRIBUTIONS		17,744.
	TOTAL	17,744.

ATTACHMENT 12

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CUMULATIVE ADJUSTMENT TO BASIS		489,287.
	TOTAL	489,287.

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

ATTACHMENT 13

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MICHAEL R. HEALD C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	DIRECTOR 1.00	0	0	0
GRAHAM L. JOHNSON C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	PRESIDENT 1.00	0	0	0
ROBERT W. ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	VICE-PRESIDENT 1.00	0	0	0
AUBREY R. FOWLER C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	SECRETARY 1.00	0	0	0
LAURIE A. ANDERSON C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	TREASURER 1.00	0	0	0

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MEGAN C WESTRUM C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	DIRECTOR 1.00	0	0	0
ERIK S JOHNSON C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	DIRECTOR 1.00	0	0	0
KYLE P JOHNSON C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	DIRECTOR 1.00	0	0	0
COURTNEY JOHNSON C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	DIRECTOR 1.00	0	0	0
MICHAEL R ANDERSON C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	DIRECTOR 1.00	0	0	0

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

ATTACHMENT 13 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RANDALL J ANDERSON C/O ROBERT ANDERSON 701 DEMING WAY, SUITE 100 MADISON, WI 53717	DIRECTOR 1.00	0	0	0
	GRAND TOTALS	0	0	0

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EDGEWOOD COLLEGE 100 EDGEWOOD COLLEGE DRIVE MADISON, WI 53711	NONE PUBLIC CHARITY	TUITION	25,000.
NAPERVILLE LOAVES & FISHES 1871 HIGH GROVE LANE NAPERVILLE, IL 60540	NONE PUBLIC CHARITY	GENERAL OPERATIONS	87,500.
MIDDLETON OUTREACH MINISTRY 7432 HUBBARD AVENUE MIDDLETON, WI 53562	NONE PUBLIC CHARITY	FOOD PANTRY AND GENERAL OPERATIONS.	15,000.
NW COUNCIL BOY SCOUTS OF AMERICA 600 WHEELING ROAD MOUNT PROSPECT, IL 60056	NONE PUBLIC CHARITY	SCHOLARSHIPS FOR NEEDY CHILDREN.	20,000.
3 FIRES COUNCIL BOY SCOUTS OF AMERICA 415 NORTH 2ND ST ST CHARLES, IL 60174	NONE PUBLIC CHARITY	SCHOLARSHIPS FOR NEEDY CHILDREN.	30,000.
FRAXA RESEARCH FOUNDATION 45 PLEASANT ST NEWBURYPORT, MA 01950	NONE PUBLIC CHARITY	ONGOING RESEARCH.	60,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GUARDIAN ANGEL BASSET RESCUE INC 108 E MAIN STREET DWIGHT, IL 60420	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
THE SALVATION ARMY 615 SLATERS LANE PO BOX 269 ALEXANDRIA, VA 22313	NONE PUBLIC CHARITY	GENERAL OPERATIONS - DONATIONS MADE IN IA, IL, WI, AND MN	125,000.
TIMOTHY'S MINISTRY BOX 0421 PROSPECT HEIGHTS, IL 60070	NONE PUBLIC CHARITY	BENEFIT OF THE HOMELESS	15,000.
MID-CONTINENT RAILWAY HISTORICAL SOCIETY PO BOX 358 NORTH FREEDOM, WI 53951	COMMON BOARD MEMBERS PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
REEDSBURG AREA FOOD PANTRY 134 S LOCUST STREET REEDSBURG, WI 53959	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
RAWHIDE BOYS RANCH E 7475 RAWHIDE ROAD NEW LONDON, WI 54961	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MR. THANKSGIVING 3716 35TH STREET MOLINE, IL 61265	NONE PUBLIC CHARITY	ASSISTANCE TO HOMELESS AND OTHERS IN NEED.	5,000.
LODI FOOD PANTRY 507 CLARK STREET LODI, WI 53555	NONE PUBILC CHARITY	GENERAL OPERATIONS	5,000.
COMMUNITY EMERGENCY SERVICES 1900 11TH AVENUE SOUTH MINNEAPOLIS, MN 55404	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
FIRST UNITED METHODIST CHURCH 207 GROVE AVENUE HAMPSHIRE, IL 60140	NONE CHURCH	GENERAL OPERATIONS	11,000.
DODGEVILLE SCHOOL DISTRICT 307 N. IOWA ST. DODGEVILLE, WI 53533	NONE SCHOOL	GENERAL OPERATIONS	20,000.
OPERATION SUPPORT OUR TROOPS 1807 S. WASHINGTON ST, SUITE 110 NAPERVILLE, IL 60565	NONE PUBLIC CHARITY	GENERAL OPERATIONS	45,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICARES FOUNDATION 88 HAMILTON AVENUE STAMFORD, CT 06902-3111	NONE PUBLIC CHARITY	GENERAL OPERATIONS	30,000.
UI MUSEUM OF ART 1375 HIGHWAY ONE WEST 1840 STUDIO ARTS BUILDING IOWA CITY, IA 52242	NONE PUBLIC CHARITY	GENERAL OPERATIONS	6,000.
VESTERHEIM NORWEGIAN AMERICAN MUSEUM PO BOX 379 DECORAH, IA 52101	NONE PUBLIC CHARITY	GENERAL OPERATIONS	12,000.
OZARKS FOOD HARVEST PO BOX 5746 SPRINGFIELD, MO 65801-5746	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
BIG BROTHERS AND BIG SISTERS OF DANE COUNTY 2059 ATWOOD AVE #2 MADISON, WI 53704	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
SEARCH DOG FOUNDATION 501 EAST OJAI AVENUE OJAI, CA 93023	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHRISTMAS SHOP WITH A COP 2732 W PRESERVE LANE MUNCIE, IN 47304	NONE PUBLIC CHARITY	GENERAL OPERATIONS	4,600.
PENNINGTON COUNTY HUMANE SOCIETY PO BOX 64 THIEF RIVER FALLS, MN 56701	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
HUNTINGTON'S DISEASE OF AMERICA 2041 N 107TH STREET WAUWAUTOSA, WI 53226	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
ALZHEIMER'S ASSOCIATION 2208 E 52ND STREET DAVENPORT, IA 52807	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
WISCONSIN DENTAL ASSOCIATION FOUNDATION 6737 W WASHINGTON STREET WEST ALLIS, WI 53214	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
THE DANE COUNTY PARENT COUNCIL 2096 RED ARROW TRAIL MADISON, WI 53711	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GREEN BAY POLICE DEPARTMENT - BARK N' BLUE 1023 DOTY STREET GREEN BAY, WI 54301	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000
SUNSHINE PLACE 18 RICKEL ROAD SUN PRAIRIE, WI 53590	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
ELROY AREA FOOD PANTRY 226 ERICKSON STREET ELROY, WI 53929	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
RIVER BEND FOOD PANTRY 309 12TH STREET MOLINE, IL 61265	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
HACKETT-HEMWALL FOUNDATION 4606 SHORE ACRES ROAD MONONA, WI 53716	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
ILLINOIS HORSE RESCUE OF WILL COUNTY PO BOX 1019 PEOTONE, IL 60468	NONE PUBLIC CHARITY	GENERAL OPERATIONS	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 14 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BADGER HONOR FLIGHT PO BOX 258066 MADISON, WI 53717	NONE PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
NW DANE SENIOR SERVICES 2133 CENTER STREET BLACK EARTH, WI 53515	NONE	GENERAL OPERATIONS	5,000.
COMBAT BLINDNESS FOUNDATION PO BOX 5332 MADISON, WI 53717	NONE PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
MARINE TOYS FOR TOTS 18251 QUANTICO GATEWAY DRIVE TRIANGLE, VA 22172	NONE PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
BOSCOBEL AREA SCHOOLS 300 BRINDLEY STREET BOSCOBEL, WI 53805	NONE PUBLIC CHARITY	GENERAL OPERATIONS	1,500.
		TOTAL CONTRIBUTIONS PAID	650,100.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 15

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
ROYALTY TRUST INCOME			15	21,006.	
TOTALS				21,006.	