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Form 990-PF

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

OMB No 1545-0052

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 01-01-2012, and ending 12-31-2012

Name of foundation GRAEF ANHALT SCHLOEMER FOUNDATION INC, A Employer identification number 39-2033285, B Telephone number (414) 259-1500, G Check all that apply, H Check type of organization, I Fair market value of all assets at end of year \$ 259,216

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), with totals for 2012.

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

| Part II Balance Sheets | | Beginning of year | | End of year | |
|--|---|----------------------------------|----------------|-----------------------|--|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value | |
| Assets | 1 Cash—non-interest-bearing | 9,855 | 18,107 | 18,107 | |
| | 2 Savings and temporary cash investments | 1,218 | 1,390 | 1,390 | |
| | 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 page 15 of the instructions) | | | | |
| | 7 Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____ | | | | |
| | 8 Inventories for sale or use | | | | |
| | 9 Prepaid expenses and deferred charges | | | | |
| | 10a Investments—U S and state government obligations (attach schedule) | | | | |
| | b Investments—corporate stock (attach schedule) | 75,821 <input type="checkbox"/> | 79,815 | 99,901 | |
| | c Investments—corporate bonds (attach schedule) | 119,231 <input type="checkbox"/> | 131,920 | 139,818 | |
| | 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) | 206,125 | 231,232 | 259,216 | | |
| 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 | | |
| 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 checked="" 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 | 206,125 | 231,232 | | |
| 30 Total net assets or fund balances (see page 17 of the instructions) | 206,125 | 231,232 | | | |
| 31 Total liabilities and net assets/fund balances (see page 17 of the instructions) | 206,125 | 231,232 | | | |

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 | 206,125 |
| 2 | Enter amount from Part I, line 27a | 2 | 23,906 |
| 3 | Other increases not included in line 2 (itemize) ▶ _____ <input type="checkbox"/> | 3 | 1,201 |
| 4 | Add lines 1, 2, and 3 | 4 | 231,232 |
| 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 | 231,232 |

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) |
|--|--|------------------------------------|--------------------------------|
| 1 a BMO HARRIS BANK - SEE ATTACHED | P | | |
| b | | | |
| c | | | |
| d | | | |
| e | | | |

| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|-----------------------|--|---|--|
| a 57,173 | | 56,758 | 415 |
| 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) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | 415 |
| 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 | 415 |
| 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 | |

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col (b) divided by col (c)) |
|--|---------------------------------------|---|--|
| 2011 | | | |
| 2010 | | | |
| 2009 | | | |
| 2008 | | | |
| 2007 | | | |

| | | |
|---|----------|--|
| 2 Total of line 1, column (d). | 2 | |
| 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 | |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. | 4 | |
| 5 Multiply line 4 by line 3. | 5 | |
| 6 Enter 1% of net investment income (1% of Part I, line 27b). | 6 | |
| 7 Add lines 5 and 6. | 7 | |
| 8 Enter qualifying distributions from Part XII, line 4. | 8 | |

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

| | | | |
|-----------|---|-----------|-----|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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 <input type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 183 |
| 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 | 183 |
| 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 | 183 |
| 6 | Credits/Payments | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a | 0 |
| b | Exempt foreign organizations—tax withheld at source | 6b | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | 200 |
| d | Backup withholding erroneously withheld | 6d | |
| 7 | Total credits and payments Add lines 6a through 6d. | 7 | 200 |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 17 |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ▶ 17 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? <input checked="" type="checkbox"/> | | No |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i> | | No |
| c Did the foundation file Form 1120-POL for this year? | | No |
| 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? <i>If "Yes," attach a detailed description of the activities.</i> | | No |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> <input checked="" type="checkbox"/> | | No |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | No |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i> <input checked="" type="checkbox"/> | | No |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | Yes | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i> | Yes | |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WI _____ | | |
| b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i> | Yes | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> | | No |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | No |

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 | | No |
| 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 | | No |
| 13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ _____ | 13 | Yes | |
| 14 The books are in care of ▶ <u>RICHARD BUB</u> Telephone no ▶ <u>(414) 259-1500</u> Located at ▶ <u>125 S 84TH STREET SUITE 401 MILWAUKEE WI</u> ZIP +4 ▶ <u>532141470</u> | | | |
| 15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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? | 16 | | No |

See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶ _____

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

| | | Yes | No |
|---|-----------|------------|-----------|
| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. | | | |
| 1a During the year did the foundation (either directly or indirectly) | | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/> | 1b | | |
| c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | | No |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____ | | | |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) | 2b | | No |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____ | | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>) | 3b | | |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | No |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | | No |

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

| | | |
|--|--|--|
| <p>5a During the year did the foundation pay or incur any amount to</p> <p>(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Provide a grant to an individual for travel, study, or other similar purposes? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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</p> <p>Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/></p> <p>c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</p> <p>6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b</p> <p>If "Yes" to 6b, file Form 8870.</p> <p>7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b</p> | | |
|--|--|--|

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 Additional Data Table | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

Total number of other employees paid over \$50,000.

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

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

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|---|---------------------|------------------|
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

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 | |
| | |
| | |
| 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 | |
| | |
| | |
| 2 | |
| | |
| | |
| All other program-related investments. See page 24 of the 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 | 236,962 |
| b | Average of monthly cash balances. | 1b | 1,861 |
| c | Fair market value of all other assets (see instructions). | 1c | 0 |
| d | Total (add lines 1a, b, and c). | 1d | 238,823 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). | 1e | |
| 2 | Acquisition indebtedness applicable to line 1 assets. | 2 | 0 |
| 3 | Subtract line 2 from line 1d. | 3 | 238,823 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). | 4 | 3,582 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 235,241 |
| 6 | Minimum investment return. Enter 5% of line 5. | 6 | 11,762 |

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 | 11,762 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. | 2a | 183 |
| b | Income tax for 2012 (This does not include the tax from Part VI). | 2b | |
| c | Add lines 2a and 2b. | 2c | 183 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1. | 3 | 11,579 |
| 4 | Recoveries of amounts treated as qualifying distributions. | 4 | |
| 5 | Add lines 3 and 4. | 5 | 11,579 |
| 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 | 11,579 |

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 | 10,133 |
| b | Program-related investments—total from Part IX-B. | 1b | 0 |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. | 2 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required). | 3a | 0 |
| b | Cash distribution test (attach the required schedule). | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 10,133 |
| 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 | 10,133 |

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 | | | | 11,579 |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only. | | | 921 | |
| b Total for prior years 2010, 2009, 2008 | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007. | | | | |
| b From 2008. | | | | |
| c From 2009. | | | | |
| d From 2010. | | | | |
| e From 2011. | | | | |
| f Total of lines 3a through e. | | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>10,133</u> | | | | |
| a Applied to 2011, but not more than line 2a | | | 921 | |
| 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. | | | | 9,212 |
| e Remaining amount distributed out of corpus | 0 | | | |
| 5 Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i> | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 0 | | | |
| 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. | | | | 2,367 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). | | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. | 0 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008. | | | | |
| b Excess from 2009. | | | | |
| c Excess from 2010. | | | | |
| d Excess from 2011. | | | | |
| e Excess from 2012. | 0 | | | |

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling.

b Check box to indicate whether the organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|--|----------|---------------|----------|----------|-----------|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test—enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. | | | | | |
| c "Support" alternative test—enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

RICHARD BUB
125 S 84th St Suite 401
Milwaukee, WI 532141470
(414) 259-1500

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

SEE ATTACHMENT 11

c Any submission deadlines

OCTOBER 12 EACH YEAR

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

CURRENTLY RESTRICTED TO CIVIL ENGINEERING STUDENTS

Part XV **Supplementary Information** (continued)

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--|---|--------------------------------|---|--------|
| Name and address (home or business) | | | | |
| a <i>Paid during the year</i> University of Wisconsin-Platteville Dept of Civil and Environmental En 1 University Plaza Platteville, WI 53818 | NONE | state university | Scholarship award for student at University of Wisconsin- Platteville | 2,500 |
| Marquette University Department of Civil and Environment Haggerty Engineering Hall PO Box Milwaukee, WI 53201 | NONE | private university | Scholarship award for student at Marquette University | 2,500 |
| University of Wisconsin-Milwaukee College of Engineering and Applied PO box 784 Milwaukee, WI 53201 | NONE | state university | Scholarship award for student at University of Wisconsin- Milwaukee | 2,500 |
| University of Wisconsin-Madison Department of Civil and Environment 1415 Engineering Dr Room 2210 Madison, WI 53706 | NONE | state university | Scholarship award for student at University of Wisconsin- Madison | 2,500 |
| Total 3a | | | | 10,000 |
| b <i>Approved for future payment</i> | | | | |
| Total 3b | | | | |

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

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... a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line No, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

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 Table with 3 columns: (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 or fiduciary) is based on all information of which preparer has any knowledge Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name Preparer's Signature Date Check if self-employed PTIN Firm's name Firm's address Firm's EIN Phone no

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|--|--|--|--|
| Luther Graef One Honey Creek Corporate Center Milwaukee, WI 532141470 | Director 0 2 | 0 | | |
| Lenoard Anhalt One Honey Creek Corporate Center Milwaukee, WI 532141470 | Director 0 2 | 0 | | |
| Richard Bub One Honey Creek Corporate Center Milwaukee, WI 532141470 | Director,President,Treasurer 0 2 | 0 | | |
| John Goetter One Honey Creek Corporate Center Milwaukee, WI 532141470 | Director,Secretary 0 2 | 0 | 0 | 0 |
| John Papenfus One Honey Creek Corporate Center Milwaukee, WI 532141470 | Director 0 2 | 0 | | |

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Schedule of Contributors

OMB No 1545-0047

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

2012

Department of the Treasury
Internal Revenue Service

Name of the organization
GRAEF ANHALT SCHLOEMER FOUNDATION INC

Employer identification number
39-2033285

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
 GRAEF ANHALT SCHLOEMER FOUNDATION INC

Employer identification number
 39-2033285

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|---|----------------------------|---|
| 1 | GRAEF 1 Honey Creek Corp Ctr 125 S 84th Milwaukee, WI 532141470 | \$ 25,000 | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |
| _____ | _____ _____ _____ | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution) |

Name of organization
GRAEF ANHALT SCHLOEMER FOUNDATION INC

Employer identification number
39-2033285

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------|---|--|-------------------|
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |
| _____ | _____ _____ _____ | \$ _____ | _____ |

Name of organization
GRAEF ANHALT SCHLOEMER FOUNDATION INC

Employer identification number
39-2033285

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

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|--|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|--|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|--|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---------------------|-------------------------|-------------------------|-------------------------------------|
| _____ | _____ _____ _____ | _____ _____ _____ | _____ _____ _____ |

| (e) Transfer of gift | |
|---------------------------------------|--|
| Transferee's name, address, and ZIP 4 | Relationship of transferor to transferee |
| _____ _____ _____ | _____ _____ _____ |

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

TY 2012 Depreciation Schedule

Name: GRAEF ANHALT SCHLOEMER FOUNDATION INC

EIN: 39-2033285

**TY 2012 Investments Corporate
Bonds Schedule****Name:** GRAEF ANHALT SCHLOEMER FOUNDATION INC**EIN:** 39-2033285

| Name of Bond | End of Year Book Value | End of Year Fair Market Value |
|-----------------------------|-------------------------------|--------------------------------------|
| FEDERATED INSTL HIGH | 9,199 | 9,772 |
| FIDELITY ADVISOR STRAT | 5,414 | 6,161 |
| BMO TCH CORE PLUS | 15,123 | 16,640 |
| BMO GOVNT INCOME FUND | 0 | 0 |
| BMO AGGREGATE BOND FUND | 45,969 | 49,335 |
| PIMCO FDS TOTAL RET | 37,063 | 37,643 |
| PIMCO INVEST GRADE | 6,360 | 6,945 |
| TCW EMERGING MARKETS INCOME | 3,423 | 3,562 |
| BMO MONEGY HIGH YIELD BOND | 9,369 | 9,760 |

**TY 2012 Investments Corporate
Stock Schedule****Name:** GRAEF ANHALT SCHLOEMER FOUNDATION INC**EIN:** 39-2033285

| Name of Stock | End of Year Book Value | End of Year Fair Market Value |
|--------------------------------|-------------------------------|--------------------------------------|
| CREDIT SUISSE COMMODITY | 0 | 0 |
| DAVIS N Y VENTURE FD | 2,813 | 3,304 |
| DODGE&COX INTL STK FD | 4,574 | 5,285 |
| FIDELITY ADVISOR | 0 | 0 |
| HARBOR FD INTL FD | 3,801 | 5,153 |
| HARBOR FD CAP APPREC | 5,833 | 7,749 |
| BMO LARGE-CAP FOCUS FUND | 0 | 0 |
| BMO LLOYD GEORGE EMERGING MARK | 1,868 | 2,113 |
| BMO LARGE CAP GROWTH FUND | 8,096 | 9,318 |
| BMO SMALL-CAP GROWTH FUND | 3,394 | 4,731 |
| BMO MID-CAP VAL | 3,899 | 6,037 |
| BMO MID-CAP GROWTH | 5,237 | 7,285 |
| BMO LARGE-CAP VALUE FUND | 5,176 | 6,910 |
| VANGUARD 500 INDEX | 11,638 | 14,019 |
| WELLS FARGO EMERG MKTS | 1,966 | 2,148 |
| WESTPORT SELECT CAP | 0 | 0 |
| BMO PYFORD INTN STOCK FUND | 4,525 | 5,105 |
| BMO SMALL-CAP VALUE FUND | 3,197 | 3,646 |
| VANGUARD EQUITY INCOME | 3,222 | 3,852 |
| BMO DIV INCOME FUND | 3,600 | 3,818 |
| BMO PYRFORD GLBL STRATEGIC | 1,607 | 1,663 |
| FIDELITY ADVISOR NEW INSIGHTS | 5,369 | 7,765 |

TY 2012 Land, Etc. Schedule

Name: GRAEF ANHALT SCHLOEMER FOUNDATION INC

EIN: 39-2033285

TY 2012 Other Expenses Schedule

Name: GRAEF ANHALT SCHLOEMER FOUNDATION INC

EIN: 39-2033285

| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|-----------------------------------|--------------------------|---------------------|--|
| INVESTMENT FEES | 2,546 | 2,546 | | |
| PRINTED CHECKS | 79 | | | 79 |
| WI REGISTRATION | 54 | | | 54 |

TY 2012 Other Income Schedule

Name: GRAEF ANHALT SCHLOEMER FOUNDATION INC

EIN: 39-2033285

| Description | Revenue And Expenses Per Books | Net Investment Income | Adjusted Net Income |
|-------------------|--------------------------------|-----------------------|---------------------|
| INCOME TAX REFUND | | | |

TY 2012 Other Increases Schedule

Name: GRAEF ANHALT SCHLOEMER FOUNDATION INC

EIN: 39-2033285

| Description | Amount |
|--------------------------|--------|
| CHANGE IN ACCRUED INCOME | 1,201 |

TY 2012 Taxes Schedule

Name: GRAEF ANHALT SCHLOEMER FOUNDATION INC

EIN: 39-2033285

| Category | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|--------------------------|--------|--------------------------|------------------------|---|
| TAX ON INVESTMENT INCOME | 88 | | | |

Attachment to Form 990-PF
Graef, Anhalt, Schloemer Foundation, Inc.
EIN: 39-2033285

On December 28, 2000, the Articles of Incorporation of Graef, Anhalt, Schloemer Foundation, Inc. (hereafter "Foundation") were filed with the State of Wisconsin Department of Financial Institutions, thus creating a nonstock corporation under Chapter 181 of the Wisconsin Statutes. Pursuant to Article III of said Articles of Incorporation, the purpose of the Corporation was and continues to be:

The corporation is organized and operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

From the date of the creation of the above-referenced corporation through the present date the corporation was and continues to be in good standing.

Although the purpose of the Foundation is stated broadly, at the time the Form 1023, Application for Recognition of Exemption, was filed with the Internal Revenue Service, the focus of the officers and directors was to provide scholarships for post-secondary engineering students at a college or university that qualifies as an educational institution under Section 170(b)(1)(A)(ii) of the Internal Revenue Code. On January 13, 2004, the Internal Revenue Service issued a determination letter indicating that the Foundation was a private foundation and was exempt from federal income tax under Section 501 of the Internal Revenue Code as an organization described in Section 501(c)(3). The determination letter indicated in part that [the] "determination is based on evidence that your funds are dedicated to the purposes listed in Section 501(c)(3) of the Code."

Since its inception, the Foundation has made scholarships to individual students based on the criteria set forth in the Form 1023 and pursuant to the requirements set forth in the above-referenced determination letter. Funds of the Foundation have grown considerably over the years. The Foundation will continue to dedicate all funds to the purposes listed in Section 501(c)(3) of the Code as set forth in the Articles of Incorporation, but make charitable distributions in addition to the scholarships as described in the Form 1023. All such distributions are and shall continue to be used exclusively for charitable, religious, educational and scientific purposes to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code. Examples of use of the Foundation's funds, in addition to direct scholarships, are the following:

- 1) Continue with the mission of awarding scholarships, but not to individual students directly. Donations shall be made to scholarship funds at engineering schools within colleges and universities that qualify as the educational institutions under Section 170(b)(1)(A)(ii) of the Internal Revenue Code. The staff at the schools shall select the recipients. Examples of such engineering schools include, without limitation, Marquette University, Milwaukee, Wisconsin; Milwaukee School of Engineering, Milwaukee, Wisconsin; University of Wisconsin, Milwaukee, Wisconsin; University of Wisconsin-Madison, Madison, Wisconsin; and other colleges and universities within the University of Wisconsin System. In addition, donations may be made to scholarship funds created through professional organizations, including, without limitation, The American Society of Civil Engineers, The Construction Specifications Institute, and other

professional engineering societies. Professional organizations were referenced in the Form 1023.

- 2) Donations to an engineering school at a qualified college or university through which all engineering students may benefit. For example, a donation may be made to the University of Wisconsin-Madison Fund for the construction of a structural laboratory.
- 3) Donations to a public foundation at an institution of higher learning, such as the UW Foundation, to help construct an educational facility.
- 4) Donations to fund professorial chairs and other professorial positions at qualified engineering schools in order to provide the best education possible for the engineering students at large.
- 5) Other donations within the scope of the Foundation's broad charitable purpose including, without limitation, the following:
 - A. Milwaukee Zoological Society for use or construction and maintenance of exhibits at the Milwaukee County Zoo.
 - B. Engineers Without Borders to assist in its non-profit work for the benefit of mankind.
 - C. Habitat for Humanity to assist with the construction of housing that would otherwise not be available to a population.
 - D. Rotary Foundation for the purpose of purchasing of eradicating polio throughout the world.

All such distributions shall be made within the purpose set forth in the Articles of Incorporation of the Foundation and pursuant to the requirements of the Internal Revenue Code. The Foundation shall maintain records of distributions as required by the Internal Revenue Service and report all such distributions on its Form 990-PF.



GRAEF ANHALT & SCHLOEMER FOUND INC

Account Number:
Statement Period:

64-2695-01-9
01/01/12 - 11/30/12

Sale Activity

| | Date | Proceeds | Realized Gain/Loss |
|--|-------------|-----------------|---------------------------|
| Common Stocks | | | |
| Credit Suisse Commodity Return Strategy Fund - Instl #2156 Sold 154.577 Shs 01/06/12 @ 8.28 | 01/09/12 | 1,279.90 | -72.64 |
| Davis N Y Venture Fd Inc Cl Y #909 Sold 87.285 Shs 01/06/12 @ 33.48 | 01/09/12 | 2,922.30 | -159.15 |

GRAEF ANHALT & SCHLOEMER FOUND INC

**Account Number:
Statement Period:**

**64-2695-01-9
01/01/12 - 11/30/12**

| Sale Activity | | | |
|--|----------|----------|--------------------|
| | Date | Proceeds | Realized Gain/Loss |
| Sold 45.256 Shs 08/13/12 @ 35.88 | 08/14/12 | 1,623.79 | 527.92 |
| Sold .950 Shs 09/25/12 @ 36.64 | 09/26/12 | 34.79 | 4.98 |
| Dodge & Cox International Stock Fd #1048 | | | |
| Sold 33.576 Shs 01/06/12 @ 29.22 | 01/09/12 | 981.09 | -534.48 |
| Sold 7.616 Shs 08/13/12 @ 31.38 | 08/14/12 | 238.99 | -11.59 |
| Sold 1.585 Shs 09/25/12 @ 33.02 | 09/26/12 | 52.35 | 1.64 |
| Fidelity Advisor New Insights Fund Class I #1281 | | | |
| Sold 16.145 Shs 01/06/12 @ 20.25 | 01/09/12 | 326.94 | 41.28 |
| Sold 2.468 Shs 05/23/12 @ 21.71 | 05/24/12 | 53.58 | 3.15 |
| Sold 3.756 Shs 08/13/12 @ 22.55 | 08/14/12 | 84.70 | 8.79 |
| Sold 3.566 Shs 09/25/12 @ 23.49 | 09/26/12 | 83.76 | 11.69 |
| Harbor Fd Intl Fd Inst #2011 | | | |
| Sold 20.433 Shs 01/06/12 @ 52.83 | 01/09/12 | 1,079.48 | -209.80 |
| Sold 2.582 Shs 08/13/12 @ 57.82 | 08/14/12 | 149.29 | 8.41 |
| Sold .865 Shs 09/25/12 @ 59.54 | 09/26/12 | 51.49 | 5.20 |
| Harbor Fd Cap Appreciation Fd Inst #2012 | | | |
| Sold 11.204 Shs 01/06/12 @ 37.6 | 01/09/12 | 421.27 | -1.24 |
| Sold 3.069 Shs 05/23/12 @ 40.97 | 05/24/12 | 125.74 | 11.08 |
| Sold 1.937 Shs 09/25/12 @ 43.16 | 09/26/12 | 83.61 | 11.63 |
| BMO Pyrford International Stock Fund CI Y #1045 | | | |
| Sold 16.550 Shs 08/13/12 @ 10.65 | 08/14/12 | 176.26 | 10.76 |
| Sold 4.671 Shs 09/25/12 @ 11.12 | 09/26/12 | 51.94 | 5.23 |
| BMO Pyrford Global Strategic Return Fund CI Y #1043 | | | |
| Sold 1.700 Shs 09/25/12 @ 10.3 | 09/26/12 | 17.51 | 0.26 |



GRAEF ANHALT & SCHLOEMER FOUND INC

Account Number:
Statement Period:

64-2695-01-9
01/01/12 - 11/30/12

| Sale Activity | | | |
|---|----------|----------|--------------------|
| | Date | Proceeds | Realized Gain/Loss |
| BMO Dividend Income Fund CI Y #1039 Sold 3.718 Shs 09/25/12 @ 10.95 | 09/26/12 | 40.71 | 0.07 |
| BMO Small-Cap Value Fund CI Y # 1037 Sold 23.184 Shs 01/06/12 @ 9.35 | 01/09/12 | 216.77 | -12.98 |
| Sold 17.143 Shs 08/13/12 @ 10.24 | 08/14/12 | 175.54 | 5.65 |
| Sold 3.385 Shs 09/25/12 @ 10.81 | 09/26/12 | 36.59 | 3.04 |
| BMO Large-Cap Focus Fund CI Y # 1034 Sold 60.683 Shs 01/06/12 @ 11.5 | 01/09/12 | 697.85 | 76.46 |
| Long Term Capital Gains Dist of \$ 1.282 Per Sh on 278 Sh | 08/13/12 | 357.56 | 357.56 |
| Sold 278.821 Shs 08/13/12 @ 10.87 | 08/14/12 | 3,030.78 | -66.11 |
| Sold 33.407 Shs 08/14/12 @ 10.87 | 08/15/12 | 363.13 | 8.55 |
| BMO Lloyd George Emerging Markets Equity Fund CI Y # 752 Sold 7.120 Shs 08/13/12 @ 13.93 | 08/14/12 | 99.18 | -25.81 |
| Sold 1.502 Shs 09/25/12 @ 13.99 | 09/26/12 | 21.01 | -5.30 |
| BMO Large-Cap Growth Fund CI Y # 206 Sold 53.537 Shs 01/06/12 @ 12.49 | 01/09/12 | 668.68 | -112.96 |
| Sold 1.649 Shs 05/23/12 @ 13.3 | 05/24/12 | 21.93 | -2.15 |
| Sold 6.877 Shs 09/25/12 @ 14.51 | 09/26/12 | 99.78 | -0.62 |
| BMO Small-Cap Growth Fund CI Y # 612 Sold 2.583 Shs 08/13/12 @ 17.98 | 08/14/12 | 46.44 | 5.01 |
| Sold 2.636 Shs 09/25/12 @ 18.87 | 09/26/12 | 49.75 | 10.81 |
| BMO Mid-Cap Value Fund CI Y # 262 Sold 25.533 Shs 01/06/12 @ 12.1 | 01/09/12 | 308.95 | 71.88 |
| Sold 14.211 Shs 08/13/12 @ 13.14 | 08/14/12 | 186.73 | 72.76 |
| Sold 4.593 Shs 09/25/12 @ 13.44 | 09/26/12 | 61.73 | 10.01 |

GRAEF ANHALT & SCHLOEMER FOUND INCAccount Number:
Statement Period:64-2695-01-9
01/01/12 - 11/30/12**Sale Activity**

| | Date | Proceeds | Realized Gain/Loss |
|---|----------|----------|--------------------|
| BMO Mid-Cap Growth Fund CI Y # 261 | | | |
| Sold 39.284 Shs 01/06/12 @ 18.74 | 01/09/12 | 736.18 | 3.17 |
| Sold .934 Shs 08/13/12 @ 19.9 | 08/14/12 | 18.59 | 1.40 |
| Sold 3.641 Shs 09/25/12 @ 20.62 | 09/26/12 | 75.08 | 8.09 |
| BMO Large-Cap Value Fund CI Y # 260 | | | |
| Sold 47.176 Shs 01/06/12 @ 11.05 | 01/09/12 | 521.29 | 56.85 |
| Sold 24.697 Shs 08/13/12 @ 12.07 | 08/14/12 | 298.09 | 56.56 |
| Sold 5.844 Shs 09/25/12 @ 12.38 | 09/26/12 | 72.35 | 13.33 |
| Vanguard Equity Income Fd #65 | | | |
| Sold 12.271 Shs 01/06/12 @ 22.11 | 01/09/12 | 271.31 | 25.73 |
| Sold 8.062 Shs 08/13/12 @ 24.01 | 08/14/12 | 193.57 | 11.82 |
| Sold 1.670 Shs 09/25/12 @ 24.49 | 09/26/12 | 40.89 | 7.67 |
| Vanguard 500 Index Fund - Sign #1340 | | | |
| Sold .639 Shs 01/06/12 @ 97.25 | 01/09/12 | 62.14 | -13.05 |
| Sold 1.367 Shs 09/25/12 @ 109.76 | 09/26/12 | 149.99 | -10.87 |
| Wells Fargo Advantage Emerging Markets Equity Fund Class I #4146 | | | |
| Sold 3.030 Shs 08/13/12 @ 20.91 | 08/14/12 | 63.36 | 0.94 |
| Sold 1.005 Shs 09/25/12 @ 21.6 | 09/26/12 | 21.71 | -0.51 |
| Westport Select Cap Fund Inst Long Term Capital Gains Dist of \$ 1.621 Per Sh on 27 Sh | | | |
| Sold 29.295 Shs 01/06/12 @ 23.8 | 01/09/12 | 697.22 | 208.03 |
| Fixed Income | | | |
| Federated Institutional High Yield Bond Fund - Ins #900 | | | |
| Sold 192.649 Shs 01/06/12 @ 9.63 | 01/09/12 | 1,855.21 | 3.40 |
| Sold 12.040 Shs 08/13/12 @ 10.06 | 08/14/12 | 121.12 | -1.21 |



GRAEF ANHALT & SCHLOEMER FOUND INC

Account Number:
Statement Period:

64-2695-01-9
01/01/12 - 11/30/12

Sale Activity

| | Date | Proceeds | Realized Gain/Loss |
|---|-------------|-----------------|---------------------------|
| Sold 9.921 Shs 09/25/12 @ 10.17 | 09/26/12 | 100.90 | 0.10 |
| Fidelity Advisor Floating Rate High Income Fund Class I #279 Sold .005 Shs 01/06/12 @ 9.69 | 01/09/12 | 0.05 | |
| Fidelity Advisor Strategic Real Return Fund CI-I #1490 Sold 3.961 Shs 08/13/12 @ 9.59 | 08/14/12 | 37.99 | -3.88 |
| Sold 6.656 Shs 09/25/12 @ 9.78 | 09/26/12 | 65.10 | -5.25 |
| BMO Money High Yield Bond Fund CI Y #1041 Sold 6.649 Shs 08/13/12 @ 10.29 | 08/14/12 | 68.42 | 0.23 |
| Sold 9.686 Shs 09/25/12 @ 10.43 | 09/26/12 | 101.02 | 1.81 |
| BMO Tch Core Plus Bond Fund CI Y # 756 Sold 10.119 Shs 08/13/12 @ 11.84 | 08/14/12 | 119.81 | 3.35 |
| Sold 14.309 Shs 09/25/12 @ 11.99 | 09/26/12 | 171.56 | 8.10 |
| BMO Government Income Fund CI Y # 207 Sold 350.425 Shs 01/06/12 @ 9.62 | 01/09/12 | 3,371.09 | 191.54 |
| BMO Aggregate Bond Fund CI Y # 989 Sold 170.296 Shs 05/23/12 @ 11 | 05/24/12 | 1,873.26 | -10.72 |
| Sold 45.938 Shs 09/25/12 @ 11.24 | 09/26/12 | 516.34 | 8.73 |
| PIMCO Fds Total Return Fd Inst #35 Sold 92.020 Shs 05/23/12 @ 11.23 | 05/24/12 | 1,033.38 | -20.25 |
| Sold 33.824 Shs 09/25/12 @ 11.59 | 09/26/12 | 392.02 | 4.74 |
| PIMCO Investment Grade Corp Bd Fd I #56 Sold 314.681 Shs 01/06/12 @ 10.35 | 01/09/12 | 3,256.95 | -20.95 |
| Sold 24.598 Shs 05/23/12 @ 10.73 | 05/24/12 | 263.94 | -1.23 |
| Sold 7.866 Shs 08/13/12 @ 11.09 | 08/14/12 | 87.23 | 2.21 |

GRAEF ANHALT & SCHLOEMER FOUND INC

Account Number:
Statement Period:

64-2695-01-9
01/01/12 - 11/30/12

| Sale Activity | | | |
|--|----------|---------------------|--------------------|
| | Date | Proceeds | Realized Gain/Loss |
| Sold 6.348 Shs 09/25/12 @ 11.26 | 09/26/12 | 71.48 | 3.05 |
| TCW Emerging Markets Income Fund Class I #4721 | | | |
| Sold 329.880 Shs 01/06/12 @ 8.3 | 01/09/12 | 2,738.00 | -150.97 |
| Sold 711.874 Shs 05/23/12 @ 8.59 | 05/24/12 | 6,115.00 | -78.30 |
| Sold 13.936 Shs 08/13/12 @ 9.11 | 08/14/12 | 126.96 | 5.72 |
| Sold 3.975 Shs 09/25/12 @ 9.19 | 09/26/12 | 36.53 | 1.95 |
| Cash & Equivalents | | | |
| BMO Prime Money Market Cl Y # 200 Sales (14) 01/01/12 To 11/30/12 | 11/30/12 | 15,061.76 | |
| Total Sales | | \$ 57,173.19 | \$ 414.73 |

FM
 UPDATED PROSPECTUSES FOR THE UNDERLYING MUTUAL FUNDS ARE AVAILABLE BY VISITING OUR WEBSITE AT WWW.BMOHARRIS.COM/FINANCIALADVISORS, OR BY CALLING 1-800-282-3220 TO REQUEST A COPY
 YOUR ACCOUNT MAY BE INVESTED IN SHARES OF BMO FUNDS OR OTHER MUTUAL FUNDS FOR WHICH BMO HARRIS N.A. AND/OR ITS AFFILIATES PROVIDE INVESTMENT ADVISORY, CUSTODIAL, SHAREHOLDER SERVICING AND/OR SIMILAR ADMINISTRATIVE SERVICES FOR FEES THAT MAY BE BASED ON A PERCENTAGE OF ASSETS, OR OTHER REASONABLE COMPENSATION ***EFFECTIVE AUGUST 15TH, FRACTIONAL SHARES OF PUBLICLY TRADED SECURITIES HELD IN CLIENT ACCOUNTS WILL BE COMBINED WITH OTHER FRACTIONAL SHARES OF LIKE SECURITIES HELD IN OTHER CLIENTS' ACCOUNTS TO CREATE WHOLE SHARES THOSE WHOLE SHARES WILL BE SOLD ON THE MARKET AND EACH CLIENT'S ACCOUNT WILL BE CREDITED WITH ITS PROPORTIONATE SHARE OF THE PROCEEDS IF A FRACTIONAL SHARE REMAINS AFTER THESE ACTIONS, BMO WILL PURCHASE THAT FRACTION BASED ON THE AVERAGE VALUE ACHIEVED FOR THE SOLD SHARES BMO WILL THEN RETAIN THAT SHARE UNTIL IT MAY BE LATER COMBINED WITH OTHER FRACTIONAL SHARES AND SOLD ON THE MARKET *** AS YOU MAY KNOW, M&I AND HARRIS JOINED TO CREATE BMO HARRIS BANK N.A. LAST YEAR EFFECTIVE FOLLOWING CLOSE OF BUSINESS AUGUST 31, 2012 MARSHALL & ILSLEY TRUST COMPANY N.A. WAS MERGED INTO BMO HARRIS BANK N.A.

Graef, Anhalt, Schloemer Foundation, Inc.

Since 1961, when the three founding engineers opened the doors of Graef, Anhalt, Schloemer & Associates, Inc. (GASAI), the firm has been providing design services with integrity, quality, and service as the core values.

GASAI provides consulting services in a wide range of engineering fields including civil engineering specialties such as structural, municipal, transportation, and environmental, and mechanical, electrical, and plumbing. We endeavor to provide a high level of technical expertise to assist our clients as they develop their projects.

To provide assistance in continuing the entry of new engineers into the industry, the GAS Foundation is awarding a \$2500 scholarship to a deserving engineering student. If interested, please fill out the application and return it with the other required information.

**Scholarship Applicant
 Contact Information**

Name: _____
 Address: _____

 Telephone No.: _____
 Email Address: _____
 University Attended: _____
 Current Year in College: _____
 Years Completed Toward Degree: _____

Application Checklist

Education
 Each applicant must have completed at least one year of post-secondary education, and such student's principal field of study shall be civil engineering.

Academic Performance
 Students must provide a certified copy of their college transcripts. An applicant must have a minimum of a 3.0 grade point average based on a 4.0 scale.

Essay
 Each applicant shall submit an essay, no more than two pages, double-spaced and typewritten, indicating what segment of civil engineering is of interest and what the applicant would like to be doing in the first 5 or 10 years following graduation. The applicant may include any special interest in the field of engineering and/or any particular achievements in engineering course work.

Recommendation Letter
 The applicant may, but is not required to, provide a letter of recommendation from a college instructor in the field of engineering.

Selection
 In the event the Graef, Anhalt, Schloemer Foundation Selection Committee determines that more equally qualified candidates have applied for scholarships than are available, the Committee may require a personal interview to determine each applicant's motivation, ability, and potential in the field of engineering.

All application forms, essays, and letters of recommendation must be postmarked on or before October 3, 2007 and sent to:

Mr. John Goetter
 c/o Graef, Anhalt, Schloemer & Associates, Inc.
 125 South 84th Street, Suite 403
 Milwaukee, WI 53214

It is anticipated that the university will be notified of an awarded scholarship before November 30, 2007. Scholarship funds are awarded with the stipulation that they will be used for tuition, books, or room and board expenses.

