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

2012

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012, or tax year beginning

, 2012, and ending

GEORGE L N MEYER FAMILY FOUNDATION INC
C/O ELIZABETH MEYER
8112 W BLUEMOUND RD STE 201
MILWAUKEE, WI 53213-3356

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

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 678,902.** J Accounting method. Cash Accrual
 Other (specify)

(Part I, column (d) must be on cash basis)

A	Employer identification number 39-6043219
B	Telephone number (see the instructions) 414 476-3990
C	If exemption application is pending, check here ► <input type="checkbox"/>
D	1 Foreign organizations, check here ► <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>
E	If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>
F	If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>

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)
R E V E N U E	1 Contributions, gifts, grants, etc. received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments				N/A
	4 Dividends and interest from securities				
	5 a Gross rents b Net rental income or (loss)	20,369.	20,369.		
	6 a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	62,953.	27,517.		
	7 Capital gain net income (from Part IV, line 2)		27,517.		RECEIVED
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	47,886.	47,886.			
13 Compensation of officers, directors, trustees, etc	0.				
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16 a Legal fees (attach schedule) b Accounting fees (attach sch) SEE ST 1 c Other prof fees (attach sch) SEE ST 2	1,300.	625.		625.	
	6,312.	3,112.		3,200.	
17 Interest					
18 Taxes (attach schedule)(see instrs) SEE STM 3	184.	22.			
19 Depreciation (attach sch) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule) SEE STATEMENT 4	130.			130.	
24 Total operating and administrative expenses. Add lines 13 through 23	7,926.	3,759.		3,955.	
25 Contributions, gifts, grants paid PART XV	90,540.			90,540.	
26 Total expenses and disbursements. Add lines 24 and 25	98,466.	3,759.		94,495.	
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-50,580.				
b Net investment income (if negative, enter -0-)		44,127.			
c Adjusted net income (if negative, enter -0-)					

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		33,708.	18,564.	18,564.
	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 sch) ►	40,000.			
	Less: allowance for doubtful accounts		40,000.	40,000.	40,000.
	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) STATEMENT 5	323,287.	287,851.	599,493.	
	c Investments – corporate bonds (attach schedule)				
LIABILITIES	11 Investments – land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule) STATEMENT 6	16,612.	16,612.	20,845.	
	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)	413,607.	363,027.	678,902.	
NET ASSETS	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)	0.	0.		
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ►	<input checked="" type="checkbox"/>			
	24 Unrestricted	413,607.	363,027.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ►	<input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances (see instructions)	413,607.	363,027.		
	31 Total liabilities and net assets/fund balances (see instructions)	413,607.	363,027.		

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	413,607.
2 Enter amount from Part I, line 27a	2	-50,580.
3 Other increases not included in line 2 (itemize) ►	3	
4 Add lines 1, 2, and 3	4	363,027.
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	363,027.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a PUBLICLY HELD SECURITIES			P	VARIOUS	VARIOUS
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 62,953.		35,436.	27,517.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
a			27,517.		
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	27,517.	
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 (column (b) divided by column (c))
2011	57,752.	704,196.	0.082011
2010	64,032.	675,978.	0.094725
2009	46,612.	604,341.	0.077129
2008	46,905.	787,027.	0.059598
2007	96,055.	933,209.	0.102930

2 Total of line 1, column (d)	2	0.416393
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	0.083279
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	665,231.
5 Multiply line 4 by line 3	5	55,400.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	441.
7 Add lines 5 and 6	7	55,841.
8 Enter qualifying distributions from Part XII, line 4	8	94,495.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary – see instrs) 1 441.
Date of ruling or determination letter:	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).	
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	
3 Add lines 1 and 2	2 0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3 441.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4 0.
6 Credits/Payments:	5 441.
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 320.
b Exempt foreign organizations – tax withheld at source	6 b
c Tax paid with application for extension of time to file (Form 8868)	6 c
d Backup withholding erroneously withheld	6 d
7 Total credits and payments Add lines 6a through 6d	7 320.
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	9 121.
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 ►	11
	Refunded

Part VII-A | Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

	Yes	No
1 a		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1 b		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

1 c		X
-----	--	---

c Did the foundation file **Form 1120-POL** for this year?

1 d		0.
-----	--	----

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.

(1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2		X
---	--	---

If 'Yes,' attach a detailed description of the activities.

3		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

4 a		X
-----	--	---

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4 b		N/A
-----	--	-----

b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

5		X
---	--	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6		X
---	--	---

If 'Yes,' attach the statement required by General Instruction T

7		X
---	--	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

8 a		X
-----	--	---

• By language in the governing instrument, or

8 b		X
-----	--	---

• 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?

9		X
---	--	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

10		X
----	--	---

8 a 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

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If 'Yes,' complete Part XIV

10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		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? Website address	13	X	
14	The books are in care of ► ELIZABETH MEYER Located at ► 8112 W BLUEMOUND RD STE 201 MILWAUKEE WI	Telephone no. ► (414) 476-3990 ZIP + 4 ► 53213-3356		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	15
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►	16	Yes	No

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
1 a	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 instructions)? Organizations relying on a current notice regarding disaster assistance check here	1 b	N/A
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?	1 c	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? If 'Yes,' list the years ► 20 __ , 20 __ , 20 __ , 20 __	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2 b	N/A
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 __		
3 a	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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3 b	N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	X

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

5 a 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 Nob 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)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here ►

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6 a 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?

6 b X

If 'Yes' to 6b, file Form 8870.

7 a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7 b

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
ELIZABETH J MEYER 8112 W BLUEMOUND RD STE 201 MILWAUKEE, WI 53213	PRESIDENT/TR 1.00	0.	0.	0.
MARY CATHERINE MEYER 8112 W BLUEMOUND RD STE 201 MILWAUKEE, WI 53213	SECRETARY 1.00	0.	0.	0.
BARBARA JOAN MEYER 8112 W BLUEMOUND RD STE 201 MILWAUKEE, WI 53213	ASST TREAS/S 1.00	0.	0.	0.
GEORGE L.N. MEYER JR. 8112 W BLUEMOUND RD STE 201 MILWAUKEE, WI 53213	VICE PRESIDE 1.00	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

0

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		

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.

organizations and other beneficaries served, conferences convened, research papers produced, etc.	
1	<u>N/A</u>
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.

Describe the target program related investments made by the foundation during the last year on lines 1 and 2		Amount
1	<u>N/A</u>	
2		

All other program-related investments See instructions.

3 _____

Total. Add lines 1 through 3

BAA

Form 990-PF (2012)

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 655,064.

1b 20,297.

1c

1d 675,361.

2

3 675,361.

4 10,130.

5 665,231.

6 33,262.

b Average of monthly cash balances

7

c Fair market value of all other assets (see instructions)

8

d **Total** (add lines 1a, b, and c)

9

e Reduction claimed for blockage or other factors reported on lines 1a and 1c
(attach detailed explanation)

1e 0.

2 Acquisition indebtedness applicable to line 1 assets

10

3 Subtract line 2 from line 1d

11

4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3
(for greater amount, see instructions)

12

5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4

13

6 **Minimum investment return.** Enter 5% of line 5

14

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

15

2a Tax on investment income for 2012 from Part VI, line 5

16 441.

17

18

19

20

21

22

23

b Income tax for 2012 (This does not include the tax from Part VI.)

24

25

26

27

c Add lines 2a and 2b

28

3 Distributable amount before adjustments Subtract line 2c from line 1

29

4 Recoveries of amounts treated as qualifying distributions

30

5 Add lines 3 and 4

31

6 Deduction from distributable amount (see instructions)

32

7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1

33

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes.

34

35

36

37

38

39

40

a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26

41

42

43

44

45

46

b Program-related investments – total from Part IX-B

47

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes

48

3 Amounts set aside for specific charitable projects that satisfy the.

49

50

51

a Suitability test (prior IRS approval required)

52

53

54

b Cash distribution test (attach the required schedule)

55

4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

56

5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income

57

Enter 1% of Part I, line 27b (see instructions)

58

6 Adjusted qualifying distributions. Subtract line 5 from line 4

59

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				32,821.
2 Undistributed income, if any, as of the end of 2012:			0.	
a Enter amount for 2011 only		0.		
b Total for prior years. 20 ___, 20 ___, 20 ___,				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	50,709.			
b From 2008	8,276.			
c From 2009	17,222.			
d From 2010	31,067.			
e From 2011	23,106.			
f Total of lines 3a through e.	130,380.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 94,495.			0.	
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				32,821.
e Remaining amount distributed out of corpus	61,674.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	192,054.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount — see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	50,709.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	141,345.			
10 Analysis of line 9				
a Excess from 2008	8,276.			
b Excess from 2009	17,222.			
c Excess from 2010	31,067.			
d Excess from 2011	23,106.			
e Excess from 2012	61,674.			

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

N/A

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))

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.

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

SEE STATEMENT 7

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

SEE STATEMENT FOR LINE 2A

c. Any submission deadlines

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 8				
Total			► 3a	90,540.
<i>b Approved for future payment</i>				
Total			► 3b	

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) Exclu- sion 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		
4 Dividends and interest from securities			14	20,369.	
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	27,517.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				47,886.	
13 Total Add line 12, columns (b), (d), and (e)				13	47,886.
(See worksheet in line 13 instructions to verify calculations.)					

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	

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

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
- (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 solicitat**

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1 a (1)		X
1 a (2)		X
1 b (1)		X
1 b (2)		X
1 b (3)		X
1 b (4)		X
1 b (5)		X
1 b (6)		X
1 c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

**Sign
Here**

Elizabeth G Meyer 5/10/10

PRESIDENT

May the IRS discuss this return with the preparer shown below (see instructions)?

Signature of officer or trustee		Date	Title	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No	
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	KATY L. SOMMER		<i>Katy L. Sommer</i>	5/3/13		P00273273
	Firm's name	► RITZ HOLMAN LLP			Firm's EIN	►
Firm's address	► 330 E. KILBOURN STE. 550 MILWAUKEE, WI 53202-3144			Phone no	(414) 271-1451	

BAA

Form 990-PF (2012)

2012

FEDERAL STATEMENTS
GEORGE L N MEYER FAMILY FOUNDATION INC
C/O ELIZABETH MEYER

PAGE 1

39-6043219

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RITZ HOLMAN LLP	\$ 1,300.	\$ 625.	\$ 625.	\$ 625.
TOTAL	<u>\$ 1,300.</u>	<u>\$ 625.</u>	<u> </u>	<u>\$ 625.</u>

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES	\$ 500.			\$ 500.
INVESTMENT EXP	3,112.	\$ 3,112.		
MANAGEMENT FEES	2,700.			2,700.
TOTAL	<u>\$ 6,312.</u>	<u>\$ 3,112.</u>	<u> </u>	<u>\$ 3,200.</u>

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2011 ESTIMATED TAX	\$ 162.			
FOREIGN TAX PAID	22.	\$ 22.		
TOTAL	<u>\$ 184.</u>	<u>\$ 22.</u>	<u> </u>	<u>\$ 0.</u>

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	\$ 130.			\$ 130.
TOTAL	<u>\$ 130.</u>	<u>\$ 0.</u>	<u> </u>	<u>\$ 130.</u>

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
500 SH ANGLOGOLD ASHANTI LTD	COST	\$ 16,629.	\$ 15,685.
1200 SH BRISTOL MYERS	COST	16,510.	39,108.
575 SH CAMPBELL SOUP COMPANY	COST	17,172.	20,062.
500 SH CHEVRONTEXACO CORP	COST	19,426.	54,070.
642 SH EQUITY RESDNTL	COST	13,078.	36,382.
500 SH ESTEE LAUDER CO	COST	9,823.	29,930.
500 SH GATX CORP	COST	14,145.	21,650.
450 SH GENUINE PARTS COMPANY	COST	19,219.	28,611.
400 SH HILL ROM HOLDINGS INC	COST	6,733.	11,400.
1000 SH INTL GAME TECHNOLOGY	COST	4,483.	14,170.
300 SH KIMBERLY CLARK CORP	COST	19,643.	25,329.
150 SH LOCKHEED MARTIN CORP	COST	5,613.	13,844.
550 SH MERCK & COMPANY INC	COST	19,499.	22,517.
400 SH OMNICOM GROUP	COST	16,394.	19,983.
1083 SH PFIZER INC	COST	19,126.	27,161.
438 SH PROCTER & GAMBLE CO	COST	16,591.	29,736.
335 SH STERICYCLE INC	COST	4,119.	31,249.
425 SH TRAVELERS COMPANIES INC	COST	16,659.	30,523.
800 SH TUPPERWARE CORP	COST	13,834.	51,280.
1600 SH WELLS FARGO	COST	0.	54,688.
575 SH JPMORGAN CHASE & CO	COST	19,155.	22,115.
	TOTAL	\$ 287,851.	\$ 599,493.

STATEMENT 6
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

<u>OTHER SECURITIES</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
550 SH TORTOISE ENERGY INFRASTRUCTURE CO	COST	\$ 16,612.	\$ 20,845.
	TOTAL	\$ 16,612.	\$ 20,845.

STATEMENT 7
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: GEORGE L N MEYER FAMILY FOUNDATION INC
 NAME:
 CARE OF: ELIZABETH MEYER
 STREET ADDRESS: 8112 W BLUEMOUND RD STE 201
 CITY, STATE, ZIP CODE: WAUWATOSA, WI 53213-3356
 TELEPHONE: (414) 476-3990
 E-MAIL ADDRESS:
 FORM AND CONTENT: NO FORMAL APPLICATION - REQUESTS MUST BE IN WRITING
 SUBMISSION DEADLINES: NONE
 RESTRICTIONS ON AWARDS: NONE

STATEMENT 8
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
LITERACY SERVICES OF WISCONSIN, INC. 555 N PLANKINTON AVE MILWAUKEE, WI 53203	NONE	501(C) (3)	LITERACY	\$ 500.
MILWAUKEE ART MUSEUM, INC 700 N ART MUSEUM DR MILWAUKEE, WI 53202	NONE	501(C) (3)	CULTURAL	2,500.
FIRST STAGE MILWAUKEE, INC. 325 W WALNUT ST MILWAUKEE, WI 53212	NONE	501(C) (3)	YOUTH THEATER	7,000.
UNITED PERFORMING ARTS FUND, INC. 929 N WATER ST STE 4 MILWAUKEE, WI 53202	NONE	501(C) (3)	CULTURAL	2,500.
WISCONSIN HISTORICAL FOUNDATION, INC. 816 STATE ST MADISON, WI 53706	NONE	501(C) (3)	CULTURAL	1,000.
DISCOVERY WORLD, LTD. 500 N HARBOR DR MILWAUKEE, WI 53202	NONE	501(C) (3)	SCIENCE MUSEUM	5,000.
UNITED WAY OF GREATER MILWAUKEE, INC. 225 W VINE ST MILWAUKEE, WI 53212	NONE	501(C) (3)	SOCIAL SERVICE	50.
GRANDMOTHERS BEYOND BORDERS, INC. PO BOX 383 WALES, WI 53183	NONE	501(C) (3)	INTERNATIONAL	100.
BOYS & GIRLS CLUBS OF GREATER MILWAUKEE 1558 N 6TH ST MILWAUKEE, WI 53212	NONE	501(C) (3)	YOUTH DEVELOPMENT	10,275.
FRIENDS OF HOYT PARK & POOL, INC. 6222 WASHINGTON CIR WAUWATOSA, WI 53213	NONE	501(C) (3)	COMMUNITY POOL	25,000.
MILWAUKEE COUNTY HISTORICAL SOCIETY 910 N OLD WORLD 3RD ST MILWAUKEE, WI 53203	NONE	501(C) (3)	HISTORICAL SOCIETY	3,100.

2012

FEDERAL STATEMENTS
GEORGE L N MEYER FAMILY FOUNDATION INC
C/O ELIZABETH MEYER

PAGE 4

39-6043219

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MILWAUKEE YOUTH SYMPHONY ORCHESTRA, INC. 325 W WALNUT ST MILWAUKEE, WI 53212	NONE	501(C) (3)	CULTURAL	\$ 250.
ST. JOSAPHAT BASILICA FOUNDATION, INC. 620 W LINCOLN AVE MILWAUKEE, WI 250	NONE	501(C) (3)	HISTORIC PRESERVATION	250.
WORLDWIDE FISTULA FUND, INC. 1036 DAUTEL LN SAINT LOUIS, MO 63146	NONE	501(C) (3)	HEALTH CHARITY	100.
JDRF 26 BROADWAY 14 FLOOR NEW YORK, NY 10004	NONE	501(C) (3)	HEALTH CHARITY	100.
NSCDA-WI RESTORATIONS PERSHING 1200 GREENWAY TERRACE ELM GROVE, WI 53122	NONE	501(C) (3)	HISTORIC PRESERVATION	5,900.
PABST MANSION 2000 W WISCONSIN AVE MILWAUKEE, WI 53233	NONE	501(C) (3)	HISTORIC PRESERVATION	100.
PEARLS FOR GIRLS 2100 N PALMER STREET MILWAUKEE, WI 53212	NONE	501(C) (3)	YOUTH DEVELOPMENT	250.
ST. BARTHOLOMEW'S EPISCOPAL CHURCH 204 W. SALISBURY STREET PITTSBORO, NC 57312	NONE	501(C) (3)	RELIGIOUS	500.
MILWAUKEE JEWISH FEDERATION 1360 NORTH PROSPECT AVE MILWAUKEE, WI 53202	NONE	501(C) (3)	JEWISH CHARITIES	40.
CINCINNATI CHAMBER ORCHESTRA 105 W 4TH ST # 810 CINCINNATI, OH 45202	NONE	501(C) (3)	CULTURAL	5,000.
COLONIAL DAMES 1200 GREENWAY TERRACE ELM GROVE, WI 53122	NONE	501(C) (3)	HISTORIC PRESERVATION	5,000.

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
CREATIVE ALLIANCE MILWAUKEE 648 N. PLANKINTON AVE. SUITE 425 MILWAUKEE, WI 53203	NONE	501 (C) (3)	CULTURAL	\$ 100.
FRIENDS OF GUNSTON HALL 10709 GUNSTON RD LORTON, VA 22079	NONE	501 (C) (3)	HISOTRIC PRESERVATION	25.
GETTYSBURG P.O. BOX 4622 GETTYBURG, PA 17325	NONE	501 (C) (3)	HISTORIC PRESERVATION	100.
GREENDALE LIBRARY 5647 BROAD STREET GREENDALE, WI 53129	NONE	501 (C) (3)	PUBLIC LIBRARY	250.
HIAH RESTORATION FUND PERSHING 1200 GREENWAY TERRACE ELM GROVE, WI 53122	NONE	501 (C) (3)	HISTORIC PRESERVATION	5,000.
HISTORIC MILWAUKEE 828 N. BROADWAY, SUITE 110 MILWAUKEE, WI 53202	NONE	501 (C) (3)	HISTORIC PRESERVATION	250.
HOUSE OF PEACE 1702 W. WALNUT STREET MILWAUKEE, WI 53205	NONE	501 (C) (3)	SOCIAL SERVICE	250.
HUNGER TASK FORCE 201 S. HAWLEY COURT MILWAUKEE, WI 53214	NONE	501 (C) (3)	HUNGER RELIEF	500.
MEDICAL COLLEGE OF WISCONSIN P.O. BOX 26509 MILWAUKEE, WI 53226	NONE	501 (C) (3)	MEDICAL EDUCATION	400.
MILWAUKEE PUBLIC LIBRARY FOUNDATION 814 WEST WISCONSIN AVENUE MILWAUKEE, WI 53233	NONE	501 (C) (3)	PUBLIC LIBRARY	450.
MILWAUKEE PUBLIC MUSEUM 800 WEST WELLS STREET MILWAUKEE, WI 53233	NONE	501 (C) (3)	MUSEUM	500.
NEW THREADS OF HOPE 2959 N. 112TH STREET - WAUWATOSA, WI 53222	NONE	501 (C) (3)	CLOTHES DISTRIBUTOR TO POOR	200.

2012

FEDERAL STATEMENTS
GEORGE L N MEYER FAMILY FOUNDATION INC
C/O ELIZABETH MEYER

PAGE 6

39-6043219

STATEMENT 8 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
SALVATION ARMY 11315 W. WATERTOWN PLANK ROAD WAUWATOSA, WI 53226	NONE	501 (C) (3)	SOCIAL SERVICE	\$ 500.
SCHOOL CHOICE OF WISCONSIN 219 N MILWAUKEE STREET, 1ST FLOOR MILWAUKEE, WI 53202	NONE	501 (C) (3)	EDUCATION	100.
SHARP LITERACY 5775 N GLEN PARK RD #202 MILWAUKEE, WI 53209	NONE	501 (C) (3)	LITERACY	250.
ST. PIUS X - SUMMER OUTREACH 2506 WAUWATOSA AVENUE WAUWATOSA, WI 53213	NONE	501 (C) (3)	RELIGIOUS	50.
TALIESEN 5607 COUNTY ROAD C SPRING GREEN, WI 5358	NONE	501 (C) (3)	HISTORIC PRESERVATION	250.
THE FRANK LLOYD WRIGHT WISCONSIN P.O. BOX 6339 MADISON, WI 53716	NONE	501 (C) (3)	HISTORIC PRESERVATION	5,000.
WAUWATOSA PUBLIC LIBRARY 7635 W. NORTH AVENUE WAUWATOSA, WI 53213	NONE	501 (C) (3)	PUBLIC LIBRARY	1,100.
WISCONSIN EXECUTIVE RESIDENCE FOUNDATION 99 CAMBRIDGE RD, MADISON, WI 53704	NONE	501 (C) (3)	HISTORIC PRESERVATION	500.
ZOOLOGICAL SOCIETY 10005 W. BLUEMOUND ROAD MILWAUKEE, WI 53226	NONE	501 (C) (3)	CULTURAL	250.
TOTAL \$ <u>90,540.</u>				