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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation Wisconsin Eastern Star Foundation		A Employer identification number 39-6059144
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) 262-567-6468
1361 Mockingbird Drive		
City or town, state, and ZIP code Oconomowoc WI 53066-2381		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 287,242	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,823			
	2 Check ☒ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1	1		
	4 Dividends and interest from securities	13,121	13,121		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	-22,341			
	b Gross sales price for all assets on line 6a	284,068			
	7 Capital gain net income (from Part IV, line 2)				
	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 or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	-7,396	13,122	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,025	1,525		500
	c Other professional fees (attach schedule)	1,593	1,593		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	187			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,717	859		858
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,088	520		568
	24 Total operating and administrative expenses. Add lines 13 through 23	6,610	4,497	0	1,926
	25 Contributions, gifts, grants paid	22,071			22,071
	26 Total expenses and disbursements. Add lines 24 and 25	28,681	4,497	0	23,997
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-36,077				
b Net investment income (if negative, enter -0-)		8,625			
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

Form **990-PF** (2012)

Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	12,296	19,522	
	3 Accounts receivable 89			
	Less: allowance for doubtful accounts	247	89	89
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	136,539	120,650	123,390
	c Investments—corporate bonds (attach schedule)	191,540	164,284	163,763
Liabilities	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 f)	340,622	304,545	287,242
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☒			
	24 Unrestricted	340,622	304,545	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here 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			
	30 Total net assets or fund balances (see instructions)	340,622	304,545	
	31 Total liabilities and net assets/fund balances (see instructions)	340,622	304,545	

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	340,622
2 Enter amount from Part I, line 27a	2	-36,077
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	304,545
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	304,545

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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			0
b			0
c			0
d			0
e			0

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			0
b			0
c			0
d			0
e			0

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	-22,341
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	-15,275

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	27,353	333,711	0.081966
2010	23,430	356,716	0.065683
2009	16,236	296,032	0.054845
2008	23,466	277,646	0.084518
2007	50,320	254,457	0.197754

2 Total of line 1, column (d)	2	0.484766
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	0.096953
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	317,326
5 Multiply line 4 by line 3	5	30,766
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	86
7 Add lines 5 and 6	7	30,852
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	23,997

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 ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b _____		1	173
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	0
3 Add lines 1 and 2		3	173
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	173
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		0
8 Enter any penalty for underpayment of estimated tax Check here ☐ 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		173
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		0
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ Refunded ☐	11		0

Part VII-A Statements Regarding Activities

	Yes	No
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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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 N/A	13	X	
14	The books are in care of Ruthann Watts Telephone no (262) 567-6468 Located at 1361 Mockingbird Drive Oconomowoc WI ZIP+4 53066-2381			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

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

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

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

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

6b**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Attached Statement				
	00	0		
	.00	0		
	00	0		
	.00	0		

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Provide financial assistance to persons showing need	
	22,071
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 instructions	
3	
Total. Add lines 1 through 3	0

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	299,713
b	Average of monthly cash balances	1b	22,277
c	Fair market value of all other assets (see instructions)	1c	168
d	Total (add lines 1a, b, and c)	1d	322,158
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	322,158
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	4,832
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	317,326
6	Minimum investment return. Enter 5% of line 5	6	15,866

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	15,866
2a	Tax on investment income for 2012 from Part VI, line 5	2a	173
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	173
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	15,693
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	15,693
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	15,693

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	23,997
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	23,997
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	23,997

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				15,693
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	38,079			
b From 2008	9,699			
c From 2009	1,585			
d From 2010	5,700			
e From 2011	10,854			
f Total of lines 3a through e	65,917			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 23,997				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				15,693
e Remaining amount distributed out of corpus	8,304			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5.	74,221			
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.				
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.			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).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	38,079			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	36,142			
10 Analysis of line 9:				
a Excess from 2008	9,699			
b Excess from 2009	1,585			
c Excess from 2010	5,700			
d Excess from 2011	10,854			
e Excess from 2012	8,304			

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
Andrea Hraban 304 River Ave Ladysmith, WI 54848	None		Assistance	555
Ann Haskins 501 Center St Baraboo, WI 53913	None		Assistance	157
Bruce Christianson Compass Point 365 Sunset Dr Dousman, WI 53118	None		Assistance	100
Charlotte Roggenback Compass Point 365 Sunset Dr Dousman, WI 53118	None		Assistance	100
Dawn Viegut 111 Pond St Ellsworth, WI 54011	None		Assistance	1,384
Dorene Krueger Compass Point 365 Sunset Dr Dousman, WI 53118	None		Assistance	100
Doris Angelroth Compass Point 365 Sunset Dr Dousman, WI 53118	None		Assistance	100
Gerald Beier Compass Point 365 Sunset Dr Dousman, WI 53118	None		Assistance	100
Glenn Hall Compass Point 365 Sunset Dr Dousman, WI 53118	None		Assistance	75
Jeanne Moses 2841 N 82nd St Milwaukee, WI 53202	None		Assistance	942
June Beier Compass Point 365 Sunset Dr Dousman, WI 53118	None		Assistance	100
Total See Attached Statement			3a	22,071
b Approved for future payment				
Total			3b	0

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 described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

- 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
Grand Chapter Order of the Eastern Star of W	501(c)(10)	Appoints Goundation Board

**Sign
Here**

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

Signature of officer or trustee: Ruthann Watts Date: 4/9/13 Title: Grand Treasurer

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Barbra R Lasky	<i>Barbra R Lasky CPA</i>	4/6/13		P00090499
Firm's name ▶ Hafner Lasky & Loewen SC			Firm's EIN ▶ 39-1172767	
Firm's address ▶ 11575 W Theo Trecker Way, Milwaukee, WI 53214-1139			Phone no. (414) 258-1007	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

June Bjorklund

Street

Compass Point 365 Sunset Dr

City

Dousman

State

WI

Zip Code

53118

Foreign Country

Relationship

None

Foundation Status

Purpose of grant/contribution

Assistance

Amount

100

Name

June Rozga

Street

720 Oak St

City

Baraboo

State

WI

Zip Code

53913

Foreign Country

Relationship

None

Foundation Status

Purpose of grant/contribution

Assistance

Amount

2,147

Name

Lauren Twardy

Street

5737 N Milwaukee River Pkwy

City

Glendale

State

WI

Zip Code

Foreign Country

Relationship

None

Foundation Status

Purpose of grant/contribution

Assistance

Amount

1,831

Name

Linda Howes

Street

6716 Lake Rd

City

Windsor

State

WI

Zip Code

53598

Foreign Country

Relationship

None

Foundation Status

Purpose of grant/contribution

Assistance

Amount

1,200

Name

Lorene Philbrook

Street

Compass Point 365 Sunset Dr

City

Dousman

State

WI

Zip Code

53118

Foreign Country

Relationship

None

Foundation Status

Purpose of grant/contribution

Assistance

Amount

100

Name

Lynell Carlton

Street

4915 Schoen Rd #56

City

Union Grove

State

WI

Zip Code

53182

Foreign Country

Relationship

None

Foundation Status

Purpose of grant/contribution

Assistance

Amount

40,010.80

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Martha Hansen

Street

Compass Point 365 Sunset Dr

City

Dousman

State

WI

Zip Code

53118

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Assistance

Amount

25

Name

Mary Lungren

Street

Compass Point 365 Sunset Dr

City

Dousman

State

WI

Zip Code

53118

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Assistance

Amount

25

Name

Paul Twardy

Street

5201 Broadhead St

City

McFarland

State

WI

Zip Code

53558

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Assistance

Amount

1,204

Name

Robert Mehle

Street

501 W Beutel Rd

City

Port Washington

State

WI

Zip Code**Foreign Country****Relationship**

None

Foundation Status**Purpose of grant/contribution**

Assistance

Amount

2,138

Name

Rosalie Ruck

Street

Compass Point 365 Sunset Dr

City

Dousman

State

WI

Zip Code

53118

Foreign Country**Relationship**

None

Foundation Status**Purpose of grant/contribution**

Assistance

Amount

75

Name

Roxanne Gantzig

Street

935 Pine Grove Dr

City

Reedsburg

State

WI

Zip Code**Foreign Country****Relationship**

None

Foundation Status**Purpose of grant/contribution**

Assistance

Amount

3,508

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name Shirley DeCaluwe			
Street Compass Point 365 Sunset Dr			
City Dousman	State WI	Zip Code 53118	Foreign Country
Relationship None	Foundation Status		
Purpose of grant/contribution Assistance			Amount 100

Name Teresa Grosse			
Street Compass Point 365 Sunset Dr			
City Dousman	State WI	Zip Code 53118	Foreign Country
Relationship None	Foundation Status		
Purpose of grant/contribution Assistance			Amount 100

Name Wayne Budwick			
Street 7847 49th Ave			
City Kenosha	State WI	Zip Code 53142	Foreign Country
Relationship None	Foundation Status		
Purpose of grant/contribution Assistance			Amount 4,800

Name Willa Christianson			
Street Compass Point 365 Sunset Dr			
City Dousman	State WI	Zip Code 53118	Foreign Country
Relationship None	Foundation Status		
Purpose of grant/contribution Assistance			Amount 100

Name Order of the Eastern Star of Wisconsin			
Street 36275 Sunset Dr			
City Dousman	State WI	Zip Code 53118	Foreign Country
Relationship Common Membership	Foundation Status		
Purpose of grant/contribution Member Lunch			Amount 95

Name			
Street			
City	State	Zip Code	Foreign Country
Relationship	Foundation Status		
Purpose of grant/contribution			Amount

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV		Amount		Long Term CG Distributions		Short Term CG Distributions		CUSIP #		Purchaser		Check "X" if Purchaser is a Business		Date Acquired		Acquisition Method		Date Sold		Gross Sales Price		Cost or Other Basis		Valuation Method		Expense of Sale and Cost of Improvements		Depreciation		Adjustments		Net Gain or Loss	
1	X																																
2	X																																
3	X																																
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Part I, Line 16b (990-PF) - Accounting Fees

		2,025	1,525	0	500
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Hafner, Lasky & Loewen, S.C.	2,025	1,525		500

Part I, Line 16c (990-PF) - Other Professional Fees

		1,593	1,593	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Wells Fargo Investments	1,593	1,593		

001000

Part I, Line 18 (990-PF) - Taxes

		187	0	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Tax on Investment Income	187			

Part I, Line 23 (990-PF) - Other Expenses

		1,088	520	0	568
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Bond	100	100		
2	Insurance	840	420		420
3	Office Expense	148			148

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Alger Inst Fd Small Cap	0	1,913	0	2,158	0
2	Blackrock Large Cap Value	0	6,688	0	6,162	0
3	Calamos Growth Fd	0	6,469	0	6,165	0
4	Columbia Marisco 21st Century	0	8,457	0	7,469	0
5	Columbia Mid Cap Value	0	5,562	0	6,181	0
6	Davis NY Venture	0	5,034	0	4,937	0
7	Dodge & Cox Intl Stock	0	14,517	0	12,532	0
8	DWS Dreman Sm Cap Value	0	2,213	0	2,156	0
9	Fidelity Advisor Ser 1 Leveraged	0	2,964	0	3,086	0
10	Hartford Mutual Growth Opportunity	0	6,001	0	6,030	0
11	Kinetics Small Cap Opportunity	0	5,226	0	4,186	0
12	Nuveen Tradewinds Value Opportunity	0	13,885	0	12,359	0
13	Oakmark Intl	0	36,946	0	31,178	0
14	Royce Premier	0	10,036	0	8,647	0
15	RS Invty Tr Global Natural Resources	0	2,869	0	3,091	0
16	Goldman Sachs Money Market	0	1,261	0	1,261	0
17	PIMCO All Asset	0	6,498	0	6,219	0
18	Russell Invnt Multi-Strategy Alternative	369	0	3,688	0	3,744
19	Russell Invnt Global Infrastructure	337	0	3,647	0	3,702
20	Russell Invnt Commodity strategies	381	0	3,629	0	3,549
21	Russell Invnt Global Opportunistic	235	0	2,459	0	2,461
22	Russell Emerging Mkts	198	0	3,382	0	3,744
23	Russell Invnt Global Real Estate Sec	95	0	3,624	0	3,720
24	Russell Global Equity	1,080	0	9,134	0	9,882
25	Russell US Small Cap Equity	152	0	3,548	0	3,760
26	Russell Intl Developed Markets	439	0	12,364	0	13,591
27	Russell Strategic Bond	3,924	0	44,458	0	44,302
28	Russell Inv Grade Bond	554	0	12,647	0	12,384
29	Russell Invnt US Strategic Equity	1,806	0	18,070	0	18,551

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		191,540		164,284		188,455		163,763	
Description		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year		
1	General Motors Acceptance Corp	7.25%	8/15/2012	20,000	0	19,965	0		
2	NII Holdings	3.13%	6/15/2012	33,405	0	34,170	0		
3	SLM Corp	5.13%	8/27/2012	51,321	0	50,194	0		
4	Intl Lease Finance Corp	6.38%	3/25/2013	31,548	31,548	29,793	30,254		
5	Edison Mission Energy	7.50%	6/15/2013	30,230	0	29,188	0		
6	Bank of America	4.88%	1/15/2013	25,036	25,035	25,145	25,043		
7	Morgan Stanley Sub Global Notes	4.75%	4/1/2014	0	25,761	0	25,877		
8	Telecom Italia Capital	5.25%	11/15/2013	0	30,970	0	30,783		
9	Abbey Natl Treasury Serv	2.88%	4/25/2014	0	30,287	0	30,610		
10	Telecom Italia Capital	6.18%	6/18/2014	0	20,683	0	21,196		

Long Term CG Distributions										Short Term CG Distributions										Amount	
CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of F.M.V. Over Adj. Basis	Gain/Loss Excess of F.M.V. Over Adjusted Basis or Losses									
1	P	various	9/2/2012	26			26														
2	P	various	9/1/2012	7,374			7,374														
3	P	various	9/1/2012	153			148														
4	P	various	9/2/2012	101			100														
5	P	various	9/2/2012	121			121														
6	P	various	9/2/2012	245			245														
7	P	various	9/2/2012	1,229			1,222														
8	P	various	9/2/2012	394			374														
9	P	various	9/2/2012	478			444														
10	P	various	9/2/2012	1,228			1,220														
11	P	various	9/2/2012	704			680														
12	P	various	9/2/2012	872			795														
13	P	various	9/2/2012	96			95														
14	P	various	9/2/2012	83			80														
15	P	various	9/2/2012	80			80														
16	P	various	9/2/2012	81			80														
17	P	various	9/2/2012	123			123														
18	P	various	9/2/2012	235			230														
19	P	various	9/2/2012	9,221			9,207														
20	P	various	9/2/2012	654			629														
21	P	various	9/2/2012	455			438														
22	P	various	9/2/2012	149			148														
23	P	various	9/2/2012	583			585														
24	P	various	9/2/2012	508			510														
25	P	various	9/2/2012	9,221			9,198														
26	P	various	9/2/2012	187			175														
27	P	various	9/2/2012	104			100														
28	P	various	9/2/2012	68			62														
29	P	various	9/2/2012	284			250														
30	P	various	9/2/2012	73			67														
31	P	various	9/2/2012	48			44														
32	P	various	9/2/2012	49			44														
33	P	various	9/2/2012	638			631														
34	P	various	9/2/2012	53			48														
35	P	various	9/2/2012	131			118														
36	P	various	9/2/2012	1,281			1,271														
37	P	various	9/2/2012	3,018			2,877														
38	P	various	9/2/2012	81			73														
39	P	various	9/2/2012	1,028			1,150														
40	P	various	9/2/2012	444			456														
41	P	various	9/2/2012	752			6,042														
42	P	various	9/2/2012	20			20														
43	P	various	9/2/2012	2,133			1,813														
44	P	various	9/2/2012	673			6,028														
45	P	various	9/2/2012	406			500														
46	P	various	9/2/2012	5,627			5,719														
47	P	various	9/2/2012	6,117			5,495														
48	P	various	9/2/2012	495			534														
49	P	various	9/2/2012	7,278			7,880														
50	P	various	9/2/2012	5,185			4,888														
51	P	various	9/2/2012	443			407														
52	P	various	9/2/2012	11,998			12,876														
53	P	various	9/2/2012	2,187			2,165														
54	P	various	9/2/2012	18,688			30,230														
55	P	various	9/2/2012	91			104														
56	P	various	9/2/2012	3,228			2,742														
57	P	various	9/2/2012	20,000			2,218														
58	P	various	9/2/2012	2,303			31,851														
59	P	various	9/2/2012	27,314			825														
60	P	various	9/2/2012	8,121			5,075														
61	P	various	9/2/2012	4,703			546														
62	P	various	9/2/2012	3,400			4,607														
63	P	various	9/2/2012	10,122			3,405														
64	P	various	9/2/2012	1,038			12,736														
65	P	various	9/2/2012	1,061			9,787														
66	P	various	9/2/2012	50,000			3,051														
67	P	various	9/2/2012				2,650														
68	P	various	9/2/2012				51,322														
69	P	various	9/2/2012																		
70	P	various	9/2/2012																		

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
	Ray Radtke		W251 N9188 Crestwood Dr	Sussex	WI	53089		President	1 00	0	0	0
1	Jerry Bristol		138 W grove St	Ellsworth	WI	54011		Past President	1 00	0	0	0
2	Winona Olson		11779 Assembly Rd	Grantsburg	WI	54840		WGM	1 00	0	0	0
3	Mary Rasmussen		PO Box 523	Spring Green	WI	53588		Past WGM	1 00	0	0	0
4	Craig Wepprecht		3621 16th Ave	Kenosha	WI	53140		Vice President	1 00	0	0	0
5	Kristen Schovelle		409 Moundview St	Cobb	WI	53526		Board	1 00	0	0	0
6	Ruthann Wotts		1361 Mockingbird Dr	Oconomowoc	WI	53066		Treasurer	2 00	0	0	0
7	Karen Carpenter		908 Hillpoint Ct	Poyntette	WI	53955		Secretary	2 00	0	0	0
8	Barbara Inech		10660 W Grantsosa Dr	Milwaukee	WI	53222		Past Board	1 00	0	0	0
9	Roberta Sindelar		PO Box 587	Friendship	WI	53934		Board	1 00	0	0	0
10	Rae Canfield		2601 Chippewa Dr	Flower	WI	54467		Past Board	1 00	0	0	0
11	Jane Blackwood		937 Euclid Ave	Beloit	WI	53511		Board	1 00	0	0	0
12	Wallace Lindholm		PO Box 174	Glenwood City	WI	54013		Board	1 00	0	0	0
13	Mark Nelson		590 Scott St	Oregon	WI			Board	1 00	0	0	0
14	Don Jensen		563 W35554 Piper Rd	Eagle	WI	53119		Board	1 00	0	0	0
15	Joanne Freiman		1885 Smart Rd	Gordon	WI	54838		Board	1 00	0	0	0
16												