



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



00001119300

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

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.

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

POSTMARK DATE MAY 15 2013 ENVELOPE

Name of foundation: FAYE MCBEATH FOUNDATION US BANK, N.A. Employer identification number: 39-6074450. Telephone number: 414-765-6446. City or town, state, and ZIP code: MILWAUKEE, WI 53201. Fair market value of all assets at end of year: \$2,453,272.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (Total: 242,168), Operating and Administrative Expenses (Total: 1,342,734), and Adjusted net income (N/A).

Handwritten notes: 914 21 NE

FAYE MCBEATH FOUNDATION  
US BANK, N.A.

Form 990-PF (2012)

39-6074450 Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		43,488.	105,198.	105,198.
	2	Savings and temporary cash investments		46,760.	21,102.	21,102.
	3	Accounts receivable ▶ 49,834.				
		Less: allowance for doubtful accounts ▶		123,128.	49,834.	49,834.
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,122.	3,294.	3,294.
	10a	Investments - U.S. and state government obligations				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		3,134,167.	2,265,405.	2,265,405.	
14	Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 9 )		6,018.	8,439.	8,439.	
16	<b>Total assets</b> (to be completed by all filers)		3,354,683.	2,453,272.	2,453,272.	
Liabilities	17	Accounts payable and accrued expenses		18,173.	5,983.	
	18	Grants payable		112,740.	117,187.	
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶ STATEMENT 10)		14,420.	9,804.	
23	<b>Total liabilities</b> (add lines 17 through 22)		145,333.	132,974.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted		3,209,350.	2,320,298.	
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	<b>Total net assets or fund balances</b>		3,209,350.	2,320,298.		
31	<b>Total liabilities and net assets/fund balances</b>		3,354,683.	2,453,272.		

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	3,209,350.
2	Enter amount from Part I, line 27a	2	<1,100,566.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	211,514.
4	Add lines 1, 2, and 3	4	2,320,298.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>2,320,298.</b>

**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					
b SEE ATTACHED STATEMENT					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	1,425,224.	1,235,914.	189,310.		
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(f) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e			189,310.		
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	189,310.
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). If (loss), enter -0- in Part I, line 8		{             }		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?  Yes  No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,403,285.	3,990,300.	.351674
2010	1,306,024.	4,243,815.	.307748
2009	1,234,718.	4,740,187.	.260479
2008	1,689,335.	8,015,622.	.210755
2007	1,764,936.	10,277,855.	.171722
2 Total of line 1, column (d)			2 1.302378
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 .260476
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,817,603.
5 Multiply line 4 by line 3			5 733,918.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,990.
7 Add lines 5 and 6			7 735,908.
8 Enter qualifying distributions from Part XII, line 4			8 1,185,659.

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.

FAYE MCBEATH FOUNDATION

Form 990-PF (2012)

US BANK, N.A.

39-6074450

Page 4

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
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	1	1,990.
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	1,990.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	1,990.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,022.
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	4,022.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	2,032.
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> <b>2,000.</b> <b>Refunded</b> <input checked="" type="checkbox"/>	11	32.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.	
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.	
2		X
If "Yes," attach a detailed description of the activities.		
3		X
If "Yes," attach a conformed copy of the changes		
4a		X
4b		X
N/A		
5		X
If "Yes," attach the statement required by General Instruction T.		
6	X	
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?		
7	X	
If "Yes," complete Part II, col. (c), and Part XV.		
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>WI</u>	
8b	X	
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		X
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		X
Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		

Form 990-PF (2012)

**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 ► <u>WWW.FAYEMCBEATH.ORG</u>	13	X	
14	The books are in care of ► <u>US BANK, N.A.</u> Telephone no. ► <u>414-765-5135</u> Located at ► <u>777 E. WISCONSIN AVE., MILWAUKEE, WI</u> ZIP+4 ► <u>53201-9668</u>			
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	
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? <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 checked="" type="checkbox"/> Yes <input 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 ► <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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)?  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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  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). N/A

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?  Yes  No  
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?  Yes  No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 STATEMENT 11		143,013.	5,000.	14,834.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶ 0

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

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
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	2,860,511.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	<b>Total</b> (add lines 1a, b, and c)	1d	2,860,511.
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	2	0.
3	Subtract line 2 from line 1d	3	2,860,511.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,908.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,817,603.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	140,880.

**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	140,880.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,990.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,990.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	138,890.
4	Recoveries of amounts treated as qualifying distributions	4	56.
5	Add lines 3 and 4	5	138,946.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	138,946.

**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	1,185,659.
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	
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,185,659.
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	5	1,990.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	1,183,669.

**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.

FAYE MCBEATH FOUNDATION  
US BANK, N.A.

Form 990-PF (2012)

39-6074450 Page 9

**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				138,946.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	1,273,783.			
b From 2008	1,293,212.			
c From 2009	1,000,237.			
d From 2010	1,097,249.			
e From 2011	1,211,816.			
f Total of lines 3a through e	5,876,297.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 1,185,659.				
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				138,946.
e Remaining amount distributed out of corpus	1,046,713.			
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:	6,923,010.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	1,273,783.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	5,649,227.			
10 Analysis of line 9:				
a Excess from 2008	1,293,212.			
b Excess from 2009	1,000,237.			
c Excess from 2010	1,097,249.			
d Excess from 2011	1,211,816.			
e Excess from 2012	1,046,713.			

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

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

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:  
SEE EXHIBIT 3, 414-272-2626  
101 W. PLEASANT STREET, STE 210, MILWAUKEE, WI 53212

b The form in which applications should be submitted and information and materials they should include:  
SEE EXHIBIT 3

c Any submission deadlines:  
SEE EXHIBIT 3

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
SEE EXHIBIT 4

FAYE MCBEATH FOUNDATION

Form 990-PF (2012)

US BANK, N.A.

39-6074450 Page 11

**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
<p>a <i>Paid during the year</i></p> <p>SEE EXHIBIT 5 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212</p>	N/A	SEE EXHIBIT 5	SEE EXHIBIT 5	997,854.
<b>Total</b>			▶ 3a	997,854.
<p>b <i>Approved for future payment</i></p> <p>SEE EXHIBIT 5 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212</p>	N/A	SEE EXHIBIT 5	SEE EXHIBIT 5	117,187.
<b>Total</b>			▶ 3b	117,187.





**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 SHORT TERM CAPITAL GAIN - EXHIBIT 1	P	01/01/12	12/31/12
b LONG TERM CAPITAL GAIN - EXHIBIT 1	P	01/01/12	12/31/12
c SHORT TERM CAPITAL GAIN - EXHIBIT 2	P	01/01/12	12/31/12
d LONG TERM CAPITAL GAIN - EXHIBIT 2	P	01/01/12	12/31/12
e SHORT TERM - SHARE CLASS CONVERSION - EXHIBIT 2	P	01/01/12	12/31/12
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(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 73,388.		70,018.	3,370.
b 1,319,987.		1,174,274.	145,713.
c 4,119.			4,119.
d 37,936.		<2,247.>	40,183.
e <10,206.>		<6,131.>	<4,075.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,370.
b			145,713.
c			4,119.
d			40,183.
e			<4,075.>
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	189,310.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF

GAIN OR (LOSS) FROM SALE OF ASSETS

STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM CAPITAL GAIN - EXHIBIT 1	73,388.	67,106.	0.	0.	6,282.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
LONG TERM CAPITAL GAIN - EXHIBIT 1	1,319,987.	1,178,535.	0.	0.	141,452.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
SHORT TERM CAPITAL GAIN - EXHIBIT 2	4,119.	0.	0.	0.	4,119.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
LONG TERM CAPITAL GAIN - EXHIBIT 2	37,936.	101.	0.	PURCHASED 0.	01/01/12	12/31/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SHORT TERM - SHARE CLASS CONVERSION - EXHIBIT 2	<10,206.>	0.	0.	PURCHASED 0.	01/01/12	12/31/12

CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						179,482.

FORM 990-PF                      DIVIDENDS AND INTEREST FROM SECURITIES                      STATEMENT      2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS ON STOCK	28,558.	0.	28,558.
DIVIDENDS ON TAXABLE BONDS	32,462.	0.	32,462.
TOTAL TO FM 990-PF, PART I, LN 4	61,020.	0.	61,020.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	102.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	102.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	7,260.	1,815.		5,445.
TAX/PAYROLL PREPARATION FEE	1,027.	257.		770.
TO FORM 990-PF, PG 1, LN 16B	8,287.	2,072.		6,215.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	1,901.	0.		0.
FOREIGN TAX - QUALIFIED DIVIDEND	0.	668.		0.
FOREIGN TAXES - NONQUALIFIED DIVIDEND	0.	23.		0.
TO FORM 990-PF, PG 1, LN 18	1,901.	691.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE EXPENSES	30,061.	0.		29,900.	
COMPUTER AND WEBSITE	119.	0.		119.	
INSURANCE - DIRECTOR & OFFICER	1,654.	331.		1,323.	
MEMBERSHIP DUES	3,196.	0.		3,196.	
TO FORM 990-PF, PG 1, LN 23	35,030.	331.		34,538.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
DESCRIPTION		AMOUNT	
UNREALIZED GAIN ON INVESTMENTS		98,718.	
GRANTS REFUNDED FROM PRIOR YEARS - EXHIBIT 5		56.	
2011 GRANTS PAID IN 2012 - EXHIBIT 5		92,500.	
2011 GRANTS CANCELLED IN 2012 - EXHIBIT 5		20,240.	
TOTAL TO FORM 990-PF, PART III, LINE 3		211,514.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
LAUDUS INTL MRKTMASERS INV FUND	FMV	298,356.	298,356.	
GOLDMAN SACHS M C VALUE INST	FMV	47,262.	47,262.	
ROWE T PRICE MID-CAP GROWTH FUND	FMV	47,203.	47,203.	
NUVEEN INTERMEDIATE TERM	FMV	708,123.	708,123.	
NUVEEN SANTA BARBARA DIV GROWTH FUND	FMV	399,852.	399,852.	
OPPENHEIMER DEVELOPMENT MKTS FUNDS	FMV	120,293.	120,293.	
OPPENHEIMER SR FLOAT RATE Y	FMV	118,215.	118,215.	
NUVEEN DIVIDEND VALUE FUND CLASS	FMV	399,512.	399,512.	
PYXIS LONG SHORT EQUITY Z	FMV	126,589.	126,589.	
TOTAL TO FORM 990-PF, PART II, LINE 13		2,265,405.	2,265,405.	

FORM 990-PF	OTHER ASSETS		STATEMENT 9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST INCOME - OTHER	3,686.	2,233.	2,233.
ACCRUED INVESTMENT INTEREST - OTHER	2,332.	6,206.	6,206.
TOTAL TO FORM 990-PF, PART II, LINE 15	6,018.	8,439.	8,439.

FORM 990-PF	OTHER LIABILITIES		STATEMENT 10
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
RETIREMENT BENEFITS	14,420.	9,804.	
TOTAL TO FORM 990-PF, PART II, LINE 22	14,420.	9,804.	



ACCT 2VD2 00001119300  
 FROM 01/01/2012  
 TO 12/31/2012

U.S. BANK, N A.  
 MUTUAL FUND INCOME SCHEDULE  
 FAYE MCBEATH FOUNDATION \*  
 TRUST YEAR ENDING 12/31/2012

PAGE 38  
 RUN 03/06/2013  
 03 21:59 PM

TAX PREPARER 192  
 TRUST ADMINISTRATOR 359  
 INVESTMENT OFFICER 409

MUTUAL (FACTORED) FUNDS

GOLDMAN SACHS M C VALUE CL INST - 38141W398							
DATE OF TRANSACTION	12/04/12						SUB TOTAL
UNITS	1,749 74						
DIVIDENDS-TC 5	856 85						856 85
PYXIS LONG SHORT EQUITY Z - 430070409							
DATE OF TRANSACTION	12/17/12						SUB TOTAL
UNITS	0 00						
DIVIDENDS-TC 5	343 64						343 64
NQ DOM DIVS-TC 502	3,045 29						3045 29
NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639							
DATE OF TRANSACTION	03/29/12	06/28/12	09/27/12	12/27/12		SUB TOTAL	
UNITS	15,993 62	15,993 62	15,993.62	15,059 70			
DIVIDENDS-TC 5	2,131.95	2,323.87	2,095 16	3,490.84		10041.82	
NUVEEN INTERMEDIATE TERM B CL I - 670678630							
DATE OF TRANSACTION	02/01/12	02/29/12	03/31/12	04/30/12	06/01/12	07/02/12	SUB TOTAL
	07/31/12	08/31/12	10/01/12	11/01/12	11/30/12	12/17/12	
	12/31/12						
UNITS	0 00	0 00	0 00	0 00	0 00	0 00	
	0 00	0 00	0 00	0 00	0 00	0 00	
USGI NQ DIV-TC 1	115.12	113 94	107.05	102.97	93 27	96 99	
	95 55	86.19	86 19	72 79	65 62	0 00	1099 29
	63.61						
NQ DOM DIVS-TC 502	2,898 57	2,868 89	2,695 34	2,592.64	2,348 23	2,441 98	
	2,405.84	2,169 99	2,170 11	1,832.78	1,652.18	0 00	27678.11
	1,601.56						
FED GNDIV 15%-TC 507	416.77	412.50	387.55	372.78	368 11	0 00	
	0 00	0 00	0 00	0 00	0 00	23,336.47	25294 18
	0 00						
NUVEEN DIVIDEND VALUE FUND CLASS I - 670678879							
DATE OF TRANSACTION	03/29/12	06/28/12	09/27/12	12/18/12	12/27/12		SUB TOTAL
UNITS	29,851.80	29,851.80	29,851 80	0 00	28,045.01		
DIVIDENDS-TC 5	2,199 78	2,423.67	2,205 75	0 00	2,714 76		9543.96
FED GNDIV 15%-TC 507	95 82	95 82	95 82	11,288.12	0 00		11575.58
OPPENHEIMER SR FLOAT RATE Y - 68381K408							
DATE OF TRANSACTION	11/02/12	11/30/12	12/31/12				SUB TOTAL
UNITS	0 00	0 00	0 00				
NQ DOM DIVS-TC 502	527.20	631.73	568 08				1727.01
OPPENHEIMER DEVELOPING MKTS FDS CL Y - 683974505							
DATE OF TRANSACTION	12/06/12						SUB TOTAL
UNITS	3,448 77						
FOREIGN DIV-TC 3	502.14						502 14
DIVIDENDS-TC 5	498 45						498.45
FOREIGN TAXES-TC 299	-140 71						-140.71
ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109							
DATE OF TRANSACTION	12/19/12						SUB TOTAL
UNITS	0 00						
DIVIDENDS-TC 5	511.68						511.68
NQ DOM DIVS-TC 502	219.30						219 30
FED GNDIV 15%-TC 507	3,312.22						3312 22
LAUDUS INTL MARKETMASTERS FUND SEL - 808509640							
DATE OF TRANSACTION	12/05/12						SUB TOTAL
UNITS	15,053 25						
FOREIGN DIV-TC 3	7,201.47						7201 47
FOREIGN TAXES-TC 299	-527 38						-527 38
FOREIGN TAXES-TC 499	-23.24						-23.24
NQ FORGN DIV-TC 501	317.29						317.29
TOTAL							
USGI NQ DIV-TC 1	1,099 29						
FOREIGN DIV-TC 3	7,703 61						
DIVIDENDS-TC 5	21,796 40						
FOREIGN TAXES-TC 299	-668 09						
FOREIGN TAXES-TC 499	-23.24						
NQ FORGN DIV-TC 501	317 29						

ACCT 2VD2 000011119300  
FROM 01/01/2012  
TO 12/31/2012

U.S. BANK, N.A.  
MUTUAL FUND INCOME SCHEDULE  
FAYE MCBEATH FOUNDATION \*

PAGE 39

RUN 03/06/2013  
03.21 59 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER. 192  
TRUST ADMINISTRATOR 359  
INVESTMENT OFFICER. 409

MUTUAL (FACTORED) FUNDS

TOTAL (CONT)

NQ DOM DIVS-TC 502	32,669 71
FED GNDIV 15%-TC 507	40,181.98

ACCT 2VD2 00001119300  
 FROM 01/01/2012  
 TO 12/31/2012

U.S BANK, N A  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 FAYE MCBEATH FOUNDATION \*

PAGE 40  
 RUN 03/06/2013  
 03 21 59 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 192  
 TRUST ADMINISTRATOR 359  
 INVESTMENT OFFICER 409

LEGEND F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
0000 A O L TIME WARNER INC REF 887317105 - 00184A105 - MINOR = 42							
SOLD		04/11/2012	15 51				
ACQ	0000		15 51	0 00	15.51	LT15	Y
**CHANGED** 01/17/13 DWR							
644.4930 ABERDEEN FDS EMRGN - 003021714 - MINOR = 98							
SOLD		03/27/2012	9486 94				
ACQ	644 4930	06/10/2011	9486.94	9312.92	174 02	ST	Y
8679 7280 ABERDEEN FDS EMRGN - 003021714 - MINOR = 98							
SOLD		08/15/2012	125856 06				
ACQ	8679 7280	06/10/2011	125856 06	125422 08	433 98	LT15	Y
341 6760 AMERICAN CENTY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		02/17/2012	4913 30				
ACQ	341 6760	06/08/2009	4913 30	4793 71	119.59	LT15	Y
111 9050 AMERICAN CENTY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		03/02/2012	1612 55				
ACQ	111 9050	06/08/2009	1612 55	1570 03	42.52	LT15	Y
101 0760 AMERICAN CENTY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		03/14/2012	1425 17				
ACQ	101 0760	06/08/2009	1425 17	1418 10	7 07	LT15	Y
361 1030 AMERICAN CENTY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		05/08/2012	5261 27				
ACQ	361 1030	06/08/2009	5261 27	5066 27	195 00	LT15	Y
1395 6730 AMERICAN CENTY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		05/29/2012	19999 99				
ACQ	1395 6730	06/08/2009	19999 99	19581 29	418 70	LT15	Y
4930 1900 AMERICAN CENTY INTL BOND FD INSTL - 025082306 - MINOR = 99							
SOLD		06/01/2012	71241 25				
ACQ	4930 1900	06/08/2009	71241 25	69170 57	2070 68	LT15	Y
1645.0270 AMERICAN CENTY SMALL CP GROWTH INSTL - 025083320 - MINOR = 98							
SOLD		01/27/2012	14213 03				
ACQ	1645 0270	06/08/2009	14213 03	8693.53	5519 50	LT15	Y
700 0710 AMERICAN CENTY SMALL CP GROWTH INSTL - 025083320 - MINOR = 98							
SOLD		03/14/2012	6328 64				
ACQ	700 0710	06/08/2009	6328 64	3699 69	2628 95	LT15	Y
99 5080 AMERICAN CENTY SMALL CP GROWTH INSTL - 025083320 - MINOR = 98							
SOLD		05/01/2012	908 51				
ACQ	99 5080	06/08/2009	908 51	525 07	382 64	LT15	Y
357 2350 AMERICAN CENTY SMALL CP GROWTH INSTL - 025083320 - MINOR = 98							
SOLD		07/02/2012	3072 22				
ACQ	357 2350	06/08/2009	3072 22	1887.89	1184.33	LT15	Y
4764 4410 AMERICAN CENTY SMALL CP GROWTH INSTL - 025083320 - MINOR = 98							
SOLD		07/05/2012	41784 15				
ACQ	4764 4410	06/08/2009	41784 15	25178 79	16605 36	LT15	Y
420 0080 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		03/14/2012	15767 10				
ACQ	420 0080	12/10/2010	15767 10	14838 88	928 22	LT15	Y
499 5880 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		03/27/2012	18969 36				
ACQ	499 5880	12/10/2010	18969 36	17650 45	1318.91	LT15	Y
33 8210 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		05/01/2012	1278 43				
ACQ	33 8210	12/10/2010	1278 43	1194 90	83.53	LT15	Y
181 9350 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		07/02/2012	6595 14				
ACQ	181 9350	12/10/2010	6595 14	6427 76	167 38	LT15	Y
128 4320 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		10/02/2012	4929 22				
ACQ	128 4320	12/10/2010	4929 22	4537 50	391 72	LT15	Y
372 2820 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		10/05/2012	14451 99				
ACQ	372 2820	12/10/2010	14451 99	13152 72	1299 27	LT15	Y
48 3570 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		10/31/2012	1851 59				
ACQ	48 3570	12/10/2010	1851 59	1708 45	143 14	LT15	Y
463 6430 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		12/20/2012	18360 26				
ACQ	463 6430	12/10/2010	18360 26	16380 51	1979 75	LT15	Y
83 1940 GOLDMAN SACHS M C VALUE CL INST - 38141W398 - MINOR = 98							
SOLD		12/24/2012	3266 20				
ACQ	83 1940	12/10/2010	3266 20	2939.24	326 96	LT15	Y
696.3430 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98							
SOLD		10/02/2012	18975 35				
ACQ	696 3430	12/22/2011	18975 35	16969 88	2005.47	ST	Y
237 5840 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98							
SOLD		12/20/2012	6531 18				
ACQ	237 5840	12/22/2011	6531 18	5789 92	741 26	ST	Y
239 3970 NUVEEN SANTA BARBARA DIV GROWTH FD I - 67065W639 - MINOR = 98							
SOLD		12/28/2012	6365 57				
ACQ	239 3970	12/22/2011	6365 57	5834 10	531 47	LT15	Y
2863 5120 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		02/16/2012	30238 69				
ACQ	2863 5120	06/08/2009	30238 69	26458 85	3779.84	LT15	Y
4542 2680 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		03/02/2012	48284 31				
ACQ	4542 2680	06/08/2009	48284 31	41970 56	6313 75	LT15	Y

ACCT 2VD2 00001119300  
 FROM 01/01/2012  
 TO 12/31/2012

U.S. BANK, N.A.  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 FAYE MCBETH FOUNDATION \*

PAGE 41

RUN 03/06/2013  
 03:21:59 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 192  
 TRUST ADMINISTRATOR: 359  
 INVESTMENT OFFICER 409

LEGEND F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
2836 8470 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		03/14/2012	29900 37				
ACQ	2836 8470	06/08/2009	29900 37	26212 47	3687 90	LT15	Y
2924 7980 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		03/27/2012	30973 61				
ACQ	2924 7980	06/08/2009	30973 61	27025 13	3948 48	LT15	Y
1886 3180 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		05/08/2012	20089 29				
ACQ	1886 3180	06/08/2009	20089 29	17429 58	2659 71	LT15	Y
2203 5920 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		06/01/2012	23446 22				
ACQ	2203 5920	06/08/2009	23446 22	20361 19	3085 03	LT15	Y
9398 4960 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		06/04/2012	99718 04				
ACQ	9398 4960	06/08/2009	99718 04	86842 10	12875 94	LT15	Y
16297 4920 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		10/02/2012	176664 31				
ACQ	16297 4920	06/08/2009	176664 31	150588 83	26075 98	LT15	Y
6560 4550 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		12/20/2012	69015 99				
ACQ	2214 0860	12/14/2012	23292 19	23336 47	-44 28	ST-W	Y
	4346 3690	06/08/2009	45723 80	40160 45	5563 35	LT15	Y
5668 3730 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		12/24/2012	59687 97				
ACQ	5668 3730	06/08/2009	59687 97	52375 77	7312 20	LT15	Y
4660 8700 NUVEEN INTERMEDIATE TERM B CL I - 670678630 - MINOR = 99							
SOLD		12/28/2012	49218 79				
ACQ	4660 8700	06/08/2009	49218 79	43066 44	6152 35	LT15	Y
1806 7820 NUVEEN DIVIDEND VALUE FUND CLASS I - 670678879 - MINOP = 98							
SOLD		10/02/2012	26812 64				
ACQ	1806 7820	06/08/2011	26812 64	24427 69	2384 95	LT15	Y
511 4220 NUVEEN DIVIDEND VALUE FUND CLASS I - 670678879 - MINOR = 98							
SOLD		12/28/2012	7303 11				
ACQ	511 4220	06/08/2011	7303 11	6914 43	388 68	LT15	Y
6352.3000 NUVEEN INTL SELECT FD CL I - 670690437 - MINOR = 98							
SOLD		11/06/2012	57488 32				
ACQ	16 0930	03/16/2011	145 64	151 76	-6 12	LT15	Y
	3245 7310	03/30/2011	29373 87	33074 00	-3700 13	LT15	Y
	3090 4760	12/07/2009	27968 81	27937 91	30 90	LT15	Y
7405 3420 NUVEEN INTL SELECT FD CL I - 670690437 - MINOR = 98							
SOLD		12/14/2012	68499 41				
ACQ	6473 1770	12/07/2009	59876 89	58517 52	1359 36	LT15	Y
	765 1650	08/30/2010	7077 78	6511 55	566 23	LT15	Y
	167 0000	12/16/2011	1544 75	1357 71	187 04	ST	Y
316 6610 OPPENHEIMER SR FLOAT RATE Y - 68381K408 - MINOR = 99							
SOLD		12/20/2012	2621 95				
ACQ	316 6610	10/25/2012	2621 95	2621 95	0 00	ST	Y
1068 9660 OPPENHEIMER SR FLOAT RATE Y - 68381K408 - MINOR = 99							
SOLD		12/24/2012	8851 04				
ACQ	287 2040	10/25/2012	2378 05	2378 05	0 00	ST	Y
	781 7620	10/02/2012	6472 99	6472 99	0 00	ST	Y
743.5280 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		01/27/2012	41838 32				
ACQ	0010	12/14/2010	0 06	0 06	0 00	LT15	Y
	743 5270	09/29/2010	41838 26	39815 86	2022 40	LT15	Y
161 1670 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		03/27/2012	9666 80				
ACQ	161 1670	09/29/2010	9666 80	8630 49	1036 31	LT15	Y
21 4220 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		05/01/2012	1285 75				
ACQ	21 4220	09/29/2010	1285 75	1147 15	138 60	LT15	Y
114 6980 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		07/02/2012	6529 76				
ACQ	114 6980	09/29/2010	6529 76	6142 08	387 68	LT15	Y
42 9560 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		10/02/2012	2532 26				
ACQ	42 9560	09/29/2010	2532 26	2300 29	231 97	LT15	Y
232 5740 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		10/05/2012	13782 34				
ACQ	232 5740	09/29/2010	13782 34	12454 34	1328 00	LT15	Y
31.5650 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		10/31/2012	1822 56				
ACQ	31 5650	09/29/2010	1822 56	1690 31	132 25	LT15	Y
246 8400 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		12/20/2012	14060 01				
ACQ	246 8400	09/29/2010	14060 01	13218 28	841 73	LT15	Y
132 1640 ROWE T PRICE MID-CAP GROWTH FD #64 - 779556109 - MINOR = 98							
SOLD		12/24/2012	7458 01				
ACQ	132 1640	09/29/2010	7458 01	7077 38	380 63	LT15	Y
357 9600 T ROWE PRICE SM CAP VAL - 77957Q103 - MINOR = 98							
SOLD		01/27/2012	13273 16				
ACQ	29 3370	12/14/2010	1087 82	1040 78	47 04	LT15	Y
	329 6230	06/08/2009	12185 34	8210 96	3974 38	LT15	Y

ACCT 2VD2 000011119300  
 FROM 01/01/2012  
 TO 12/31/2012

U S BANK, N A.  
 STATEMENT OF CAPITAL GAINS AND LOSSES  
 PAYE MCBEATH FOUNDATION \*

PAGE 42  
 RUN 03/06/2013  
 03 21-59 PM

TRUST YEAR ENDING 12/31/2012

TAX PREPARER 192  
 TRUST ADMINISTRATOR 359  
 INVESTMENT OFFICER 409

LEGEND F - FEDERAL S - STATE I - INHERITED  
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
43 5170 T ROWE PRICE SM CAP VAL - 77957Q103 - MINOR = 98							
SOLD		03/14/2012	1649.73				
ACQ	43 5170	06/08/2009	1649.73	1087.31	562.42	LT15	Y
23 7270 T ROWE PRICE SM CAP VAL - 77957Q103 - MINOR = 98							
SOLD		05/01/2012	904.24				
ACQ	23 7270	06/08/2009	904.24	592.84	311.40	LT15	Y
85 1810 T ROWE PRICE SM CAP VAL - 77957Q103 - MINOR = 98							
SOLD		07/02/2012	3189.18				
ACQ	85 1810	06/08/2009	3189.18	2128.33	1060.85	LT15	Y
1136 0490 T ROWE PRICE SM CAP VAL - 77957Q103 - MINOR = 98							
SOLD		07/05/2012	43022.18				
ACQ	1082.1720	06/08/2009	40981.86	27039.10	13942.76	LT15	Y
	53 8770	12/14/2011	2040.32	1778.12	262.20	ST	Y
0000 SECURITIES LITIGATION PROCEEDS FROM INITIAL PUBLIC OFFERING - SEC LIT IPO							
SOLD		12/06/2012	86.57				
ACQ	0000		86.57	0.00	86.57	LT15	Y
**CHANGED** 01/17/13 RJP							
TOTALS			1393375.41	1244292.13			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	3369.99	0.00	145757.57	-44.28	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	40181.98			0.00
	3369.99	0.00	185939.55	-44.28	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	3369.99	0.00	145757.57	-44.28	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	0.00
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	40181.98			0.00
	3369.99	0.00	185939.55	-44.28	0.00	0.00

\* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
WISCONSIN	0.00	0.00

	Cost	Proceeds
S/T	70,018.01	73,388.00
L/T	1,174,274.12	1,319,987.41
Total	1,244,292.13	1,393,375.41

FAYE McBEATH FOUNDATION  
December 31, 2012

NET GAIN OR (LOSS) FROM SALE OF ASSETS NO ON LINE 10			
	BOOK COST	PROCEEDS	BOOK GAIN(LOSS)
A/C # 000011119300 - pg 34 of 34	2,289,705	2,437,338	147,633
Short Term Capital Gain - pg 32&33 of 34		4,119	
Short Term - Share Class Conversion - pg 24-25 or 34		(10,206)	
Short Term			(6,087)
Long Term Capital Gain - pg 29 of 34		23,336	
Long Term Capital Gain - pg 31 of 34		11,288	
Long Term Capital Gain - pg 33 of 34		3,312	
Long Term			37,936
<b>Capital Gain Net Income - Book</b>			<b>179,482</b>

CAPITAL GAIN NET INCOME			
	TAX COST	PROCEEDS	TAX GAIN(LOSS)
Realized Gain - Exhibit 1 page 46	1,244,292	1,393,375	149,083
Short Term Capital Gain/(loss) - per above			(6,087)
Short Term - Share Class Conversion - nontaxable			6,131
GN DIST 1250	-		
Current Year Accrual	-		
Prior Year Accrual	-		
Total GN DIST 1250		-	
GN DIST 15%	40,182		
Current Year Accrual			
Prioy Year Accrual			
Adjustment	-		
Total GN DIST 15%		40,182	
Total Long Term Capital Gain			40,182
<b>Capital Gain Net Income - Tax</b>			<b>189,310</b>

ACCOUNT NUMBER: 000011119300  
FAYE MCBEATH FOUNDATIONThis statement is for the period from  
January 1, 2012 to December 31, 2012**RECEIPTS AND DELIVERIES IN KIND AND ADJUSTMENTS**

Date Posted	Description	Cash	Book Value	Market Value
<b>Assets Received</b>				
	<b>American Centy Small Cp Growth Instl #336 ANONX</b>			
01/18/12	Received 7,566.282 Shares Market Value Of 62,573.15 USD Share Class Conversion		39,985.77	62,573.15
	<b>T Rowe Price Sm Cap Val #46 PRSVX</b>			
01/20/12	Received 1,563.22 Shares Market Value Of 56,197.76 USD Share Class Conversion		39,058.54	56,197.76
01/20/12	Received 29 337 Shares Market Value Of 1,054.67 USD Share Class Conversion		1,040.78	1,054.67
01/20/12	Received 53 877 Shares Market Value Of 1,936.88 USD Share Class Conversion		1,778.12	1,936.88
	<b>Total T Rowe Price Sm Cap Val</b>	<b>\$ .00</b>	<b>\$41,877.44</b>	<b>\$59,189.31</b>
	<b>Total Assets Received</b>	<b>\$ .00</b>	<b>\$81,863.21</b>	<b>\$121,762.46</b>

**Assets Delivered**

	<b>American Centy Small Cap Growth Inv #136 ANOIX</b>			
01/18/12	Distributed 7,630.872 Shares Valued At 62,573.15 USD Market Value Of 62,573.15 USD Share Class Conversion		- 45,018.04	- 62,573.15
	<b>T Rowe Price Sm Cap Val Adv #246 PASVX</b>			
01/20/12	Distributed 1,656.108 Shares Valued At 59,189.30 USD Market Value Of 59,189.30 USD Share Class Conversion		- 47,050.78	- 59,189.30



This statement is for the period from  
January 1, 2012 to December 31, 2012

**RECEIPTS AND DELIVERIES IN KIND AND ADJUSTMENTS (continued)**

Date Posted	Description	Cash	Book Value	Market Value
	Total Assets Delivered	\$ .00	- \$92,068.82	- \$121,762.45



This statement is for the period from  
 January 1, 2012 to December 31, 2012

**SALE/MATURITY SUMMARY**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
<b>Cash and Equivalents</b>				
	<b>First Amer Prime Oblig Fund CI Y FAIXX</b>			
	Combined Sales For The Period 1/ 1/12 - 12/31/12	- 1,044,064.44	1,044,064.44	
	<b>Total Cash and Equivalents</b>	<b>- \$1,044,064.44</b>	<b>\$1,044,064.44</b>	<b>\$0.00</b>

**Taxable Bonds**

	<b>American Centy Intl Bond Fd Instl #392 AIDIX</b>			
02/21/12	Sold 341.676 Shares Trade Date 2/17/12 341 676 Shares At 14.38 USD	- 4,793.69	4,913.30	119.61
03/05/12	Sold 111.905 Shares Trade Date 3/2/12 111.905 Shares At 14.41 USD	- 1,570.02	1,612.55	42.53
03/15/12	Sold 101.076 Shares Trade Date 3/14/12 101.076 Shares At 14.10 USD	- 1,418.09	1,425.17	7.08
05/09/12	Sold 361.103 Shares Trade Date 5/8/12 361.103 Shares At 14.57 USD	- 5,066.25	5,261.27	195.02
05/30/12	Sold 1,395.673 Shares Trade Date 5/29/12 1,395.673 Shares At 14.33 USD	- 19,581.21	19,999.99	418.78
06/04/12	Sold 4,930.19 Shares Trade Date 6/1/12 4,930.19 Shares At 14.45 USD	- 69,170.28	71,241.25	2,070.97
	<b>Total American Centy Intl Bond Fd Instl</b>	<b>- \$101,599.54</b>	<b>\$104,453.53</b>	<b>\$2,853.99</b>

**Nuveen Intermediate Term B CI I FINIX**

02/17/12	Sold 2,863.512 Shares Trade Date 2/16/12 2,863.512 Shares At 10.56 USD	- 26,582.84	30,238.69	3,655.85
03/05/12	Sold 4,542.268 Shares Trade Date 3/2/12 4,542.268 Shares At 10.63 USD	- 42,167.24	48,284.31	6,117.07



This statement is for the period from  
 January 1, 2012 to December 31, 2012

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
03/15/12	Sold 2,836.847 Shares Trade Date 3/14/12 2,836.847 Shares At 10.54 USD	- 26,335.30	29,900.37	3,565.07
03/28/12	Sold 2,924.798 Shares Trade Date 3/27/12 2,924.798 Shares At 10.59 USD	- 27,151.78	30,973.61	3,821.83
05/09/12	Sold 1,886.318 Shares Trade Date 5/8/12 1,886.318 Shares At 10.65 USD	- 17,511.26	20,089.29	2,578.03
06/04/12	Sold 2,203.592 Shares Trade Date 6/1/12 2,203.592 Shares At 10.64 USD	- 20,456.61	23,446.22	2,989.61
06/05/12	Sold 9,398.496 Shares Trade Date 6/4/12 9,398.496 Shares At 10.61 USD	- 87,249.07	99,718.04	12,468.97
10/03/12	Sold 16,297.492 Shares Trade Date 10/2/12 16,297.492 Shares At 10.84 USD	- 151,294.52	176,664.81	25,370.29
12/17/12	Lt Capital Gains		23,336.47	23,336.47
12/21/12	Sold 6,560.455 Shares Trade Date 12/20/12 6,560.455 Shares At 10.52 USD	- 61,119.96	69,015.99	7,896.03
12/26/12	Sold 5,668.373 Shares Trade Date 12/24/12 5,668.373 Shares At 10.53 USD	- 52,808.95	59,687.97	6,879.02
12/31/12	Sold 4,660.87 Shares Trade Date 12/28/12 4,660.87 Shares At 10.56 USD	- 43,422.63	49,218.79	5,796.16
<b>Total Nuveen Intermediate Term B C I I</b>		<b>- \$556,100.16</b>	<b>\$660,574.56</b>	<b>\$104,474.40</b>

**Oppenheimer Sr Float Rate Y  
 OOSYX**

12/21/12	Sold 316.661 Shares Trade Date 12/20/12 316.661 Shares At 8.28 USD	- 2,621.95	2,621.95	
----------	--	------------	----------	--



This statement is for the period from  
 January 1, 2012 to December 31, 2012

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
12/26/12	Sold 1,068.966 Shares Trade Date 12/24/12 1,068.966 Shares At 8 28 USD	- 8,851.04	8,851.04	
	<b>Total Oppenheimer Sr Float Rate Y</b>	<b>- \$11,472.99</b>	<b>\$11,472.99</b>	<b>\$0.00</b>
	<b>Total Taxable Bonds</b>	<b>- \$669,172.69</b>	<b>\$776,501.08</b>	<b>\$107,328.39</b>

**Stocks**

**Aberdeen Fds Emrgn Mkt Instl  
 #5840  
 ABEMX**

03/28/12	Sold 644.493 Shares Trade Date 3/27/12 644.493 Shares At 14.72 USD	- 9,312.92	9,486.94	174.02
08/16/12	Sold 8,679 728 Shares Trade Date 8/15/12 8,679.728 Shares At 14.50 USD	- 125,422.08	125,856.06	433.98
	<b>Total Aberdeen Fds Emrgn Mkt Instl</b>	<b>- \$134,735.00</b>	<b>\$135,343.00</b>	<b>\$608.00</b>

**American Centy Small Cp Growth Instl  
 #336  
 ANONX**

01/30/12	Sold 1,645 027 Shares Trade Date 1/27/12 1,645.027 Shares At 8.64 USD	- 8,693.53	14,213.03	5,519.50
03/15/12	Sold 700.071 Shares Trade Date 3/14/12 700.071 Shares At 9.04 USD	- 3,699.69	6,328.64	2,628.95
05/02/12	Sold 99.508 Shares Trade Date 5/1/12 99.508 Shares At 9.13 USD	- 525.87	908.51	382.64
07/03/12	Sold 357.235 Shares Trade Date 7/2/12 357 235 Shares At 8.60 USD	- 1,887.89	3,072.22	1,184.33
07/06/12	Sold 4,764 441 Shares Trade Date 7/5/12 4,764.441 Shares At 8.77 USD	- 25,178.79	41,784.15	16,605.36
	<b>Total American Centy Small Cp Growth</b>	<b>- \$39,985.77</b>	<b>\$66,306.55</b>	<b>\$26,320.78</b>



This statement is for the period from  
 January 1, 2012 to December 31, 2012

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
	<b>Goldman Sachs M C Value Cl Inst #864 GSMCX</b>			
03/15/12	Sold 420.008 Shares Trade Date 3/14/12 420.008 Shares At 37.54 USD	- 14,838.88	15,767.10	928.22
03/28/12	Sold 499.588 Shares Trade Date 3/27/12 499.588 Shares At 37.97 USD	- 17,650.45	18,969.36	1,318.91
05/02/12	Sold 33.821 Shares Trade Date 5/1/12 33.821 Shares At 37.80 USD	- 1,194.90	1,278.43	83.53
07/03/12	Sold 181.935 Shares Trade Date 7/2/12 181.935 Shares At 36.25 USD	- 6,427.76	6,595.14	167.38
10/03/12	Sold 128.432 Shares Trade Date 10/2/12 128.432 Shares At 38.38 USD	- 4,537.50	4,929.22	391.72
10/09/12	Sold 372.282 Shares Trade Date 10/5/12 372.282 Shares At 38.82 USD	- 13,152.72	14,451.99	1,299.27
11/01/12	Sold 48.357 Shares Trade Date 10/31/12 48.357 Shares At 38.29 USD	- 1,708.45	1,851.59	143.14
12/21/12	Sold 463.643 Shares Trade Date 12/20/12 463.643 Shares At 39.60 USD	- 16,380.51	18,360.26	1,979.75
12/26/12	Sold 83.194 Shares Trade Date 12/24/12 83.194 Shares At 39.26 USD	- 2,939.24	3,266.20	326.96
	<b>Total Goldman Sachs M C Value Cl Inst</b>	<b>- \$78,830.41</b>	<b>\$85,469.29</b>	<b>\$6,638.88</b>

**Nuveen Dividend Value Fund Class I  
 FAQIX**

10/03/12	Sold 1,806.782 Shares Trade Date 10/2/12 1,806.782 Shares At 14.84 USD	- 24,427.69	26,812.64	2,384.95
12/18/12	Lt Capital Gains		11,288.12	11,288.12
12/31/12	Sold 511.422 Shares Trade Date 12/28/12 511.422 Shares At 14.28 USD	- 6,914.43	7,303.11	388.68



This statement is for the period from  
 January 1, 2012 to December 31, 2012

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
	<b>Total Nuveen Dividend Value Fund Class I</b>	<b>- \$31,342.12</b>	<b>\$45,403.87</b>	<b>\$14,061.75</b>
	<b>Nuveen Intl Select Fd CI I ISYCX</b>			
11/07/12	Sold 6,352.3 Shares Trade Date 11/6/12 6,352.3 Shares At 9.05 USD	- 59,449.68	57,488.32	- 1,961.36
12/17/12	Sold 7,405.342 Shares Trade Date 12/14/12 7,405.342 Shares At 9.25 USD	- 69,304.85	68,499.41	- 805.44
	<b>Total Nuveen Intl Select Fd CI I</b>	<b>- \$128,754.53</b>	<b>\$125,987.73</b>	<b>- \$2,766.80</b>
	<b>Nuveen Santa Barbara Div Growth Fd I #1799 NSBRX</b>			
10/03/12	Sold 696.343 Shares Trade Date 10/2/12 696.343 Shares At 27.25 USD	- 16,969.88	18,975.35	2,005.47
12/21/12	Sold 237.584 Shares Trade Date 12/20/12 237.584 Shares At 27.49 USD	- 5,789.92	6,531.18	741.26
12/31/12	Sold 239.397 Shares Trade Date 12/28/12 239.397 Shares At 26.59 USD	- 5,834.10	6,365.57	531.47
	<b>Total Nuveen Santa Barbara Div Growth Fd</b>	<b>- \$28,593.90</b>	<b>\$31,872.10</b>	<b>\$3,278.20</b>
	<b>Pyxis Long Short Equity Z HEOZX</b>			
12/17/12	ST Capital Gains		3,388.93	3,388.93
	<b>Rowe T Price Mid-Cap Growth Fd #64 RPMGX</b>			
01/30/12	Sold 743.528 Shares Trade Date 1/27/12 743.528 Shares At 56.27 USD	- 39,739.99	41,838.32	2,098.33
03/28/12	Sold 161.167 Shares Trade Date 3/27/12 161.167 Shares At 59.98 USD	- 8,614.03	9,666.80	1,052.77
05/02/12	Sold 21.422 Shares Trade Date 5/1/12 21.422 Shares At 60.02 USD	- 1,144.96	1,285.75	140.79



This statement is for the period from  
 January 1, 2012 to December 31, 2012

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
07/03/12	Sold 114.698 Shares Trade Date 7/2/12 114.698 Shares At 56.93 USD	- 6,130.36	6,529.76	399.40
10/03/12	Sold 42.956 Shares Trade Date 10/2/12 42.956 Shares At 58.95 USD	- 2,295.91	2,532.26	236.35
10/09/12	Sold 232.574 Shares Trade Date 10/5/12 232.574 Shares At 59.26 USD	- 12,430.59	13,782.34	1,351.75
11/01/12	Sold 31.565 Shares Trade Date 10/31/12 31.565 Shares At 57.74 USD	- 1,687.08	1,822.56	135.48
12/19/12	Lt Capital Gains		3,312.22	3,312.22
12/19/12	ST Capital Gains		730.97	730.97
12/21/12	Sold 246.84 Shares Trade Date 12/20/12 246.84 Shares At 56.96 USD	- 13,224.59	14,060.01	835.42
12/26/12	Sold 132.164 Shares Trade Date 12/24/12 132.164 Shares At 56.43 USD	- 7,080.76	7,458.01	377.25
<b>Total Rowe T Price Mid-Cap Growth Fd #64</b>		<b>- \$92,348.27</b>	<b>\$103,019.00</b>	<b>\$10,670.73</b>

**T Rowe Price Sm Cap Val  
 #46  
 PRSVX**

01/30/12	Sold 357.96 Shares Trade Date 1/27/12 357.96 Shares At 37.08 USD	- 9,104.80	13,273.16	4,168.36
03/15/12	Sold 43.517 Shares Trade Date 3/14/12 43.517 Shares At 37.91 USD	- 1,106.87	1,649.73	542.86
05/02/12	Sold 23.727 Shares Trade Date 5/1/12 23.727 Shares At 38.11 USD	- 603.50	904.24	300.74
07/03/12	Sold 85.181 Shares Trade Date 7/2/12 85.181 Shares At 37.44 USD	- 2,166.60	3,189.18	1,022.58
07/06/12	Sold 1,136.049 Shares Trade Date 7/5/12 1,136.049 Shares At 37.87 USD	- 28,895.67	43,022.18	14,126.51
<b>Total T Rowe Price Sm Cap Val</b>		<b>- \$41,877.44</b>	<b>\$62,038.49</b>	<b>\$20,161.05</b>



THE  
PRIVATE CLIENT  
RESERVE  


00-F-A -H-OH -004-01 00306301 3063  
0209323-00-00359-01 Page 34 of 34  
ACCOUNT NUMBER: 000011119300 Exhibit 2  
FAYE MCBEATH FOUNDATION

This statement is for the period from  
January 1, 2012 to December 31, 2012

**SALE/MATURITY SUMMARY (continued)**

Date Posted	Description	Book Value	Proceeds	Estimated Gain/Loss
	<b>Total Stocks</b>	<b>- \$576,467.44</b>	<b>\$658,828.96</b>	<b>\$82,361.52</b>
	<b>Total Sales &amp; Maturities</b>	<b>- \$2,289,704.57</b>	<b>\$2,479,394.48</b>	<b>\$189,689.91</b>

**SALE/MATURITY SUMMARY MESSAGES**

Estimates should not be used for tax purposes



## Grant Application Procedures 2012 - 13

---

**Applicants should note that this is a companion to the Funding Interests that the Foundation updates each year. These annual updates will continue until our sunset date of 2014, as determined by our founder.**

### **Grant qualifications**

Grants are awarded to nonprofit, tax-exempt 501(c)(3) organizations organized under the laws of the State of Wisconsin. The Foundation does not consider direct applications from nonprofits incorporated outside the state of Wisconsin. Grants are made within the state of Wisconsin and principally to support programs having primary focus on the residents of the greater Milwaukee community including Milwaukee, Waukesha, Ozaukee and Washington counties.

### **Application process**

- Submittal of a letter of intent
- Communication with and from Foundation staff
- Formal invitation by Foundation staff to submit a full proposal
- Submittal and review of a full proposal
- Notification of the Trustees' decision

#### *Submittal of a letter of intent*

Prepare a 1-2 page letter of intent that includes a brief description of the applicant organization, the program to be funded, the corresponding match between the Foundation's guidelines and the request, the amount requested and the estimated total project budget. Include the name and address of the organization, and the name, phone number and email address for a contact person. There are no deadlines for letters of intent. Letters will be considered as they are received; timing of actual response and any scheduling of a full proposal may vary. Please consult the Foundation's funding priorities prior to your submittal.

Send the letter of intent to:

Scott Gelzer, Executive Director  
The Faye McBeath Foundation  
101 W. Pleasant Street, Suite 210, Milwaukee, WI 53212  
[info@fayemcbeath.org](mailto:info@fayemcbeath.org)

*Communication with and from Foundation staff*

Upon receipt of a letter of intent, Foundation staff will formally acknowledge receipt by e-mail or letter. Staff may contact you to discuss the project and in some cases, may schedule a site visit. If the request is clearly outside the current program or geographical focus of the Foundation, a decline letter will be promptly sent informing you of this determination.

*Formal invitation by Foundation staff to submit a full proposal*

Generally, applicants can expect a response to a letter of intent within **60 days** of a letter's receipt. **It is possible for a letter's review to be deferred, and notification will be provided in writing or via email.** The final response will either be a decline of the letter or a formal invitation to submit a full proposal.

*Submittal and review of a full proposal*

**If you are formally invited by McBeath Foundation staff to submit a full proposal, you will use a format supplied by the Faye McBeath Foundation.** The Foundation requires that a volunteer serving on the Board sign the application. Staff will inform you of the deadline for submitting the full proposal. Meetings are scheduled with most applicants at this stage of review. **It is preferred that a volunteer serving on the Board of Directors of the applicant nonprofit should participate in the meeting.**

*Notification of the Trustees' decision*

The Trustees meet four times each year to consider grant proposals. Written notification of the Trustees' decision regarding a grant proposal will be sent within ten days of the Trustee meeting. Organizations awarded grants will receive written notification of grant conditions, payment dates and reporting requirements.

**Types of grants**

The majority of grants support specific programs. On occasion, operating and capacity-building grants are awarded. Capital grants are limited to projects with community-wide impact that reflect the program interests of the Foundation. Any invited requests for operating or capacity-building support must include an organization's results-oriented annual plan, covering both programs and management.

**Proposal review criteria**

Generally, the Foundation supports programs for children, aging & elders, health, health education, and civic and governmental affairs. See the Foundation's funding priorities for further guidance.

**Benchmarks that will be applied to projects and organizations in all five interest areas are the following:**

- ↳ Strength of proposal - Foundation guidelines match
- ↳ Quality and creativity in project design, implementation and evaluation
- ↳ Quality of the applicant nonprofit's leadership and organizational capacity
- ↳ Potential to stretch or leverage McBeath funds
- ↳ Specific interests of Trustees and/or staff

In addition to the above benchmarks, the Foundation may request that those organizations submitting full proposals for established projects include a two-year outline covering potential enhancement and sustainability as part of the application. Staff will provide guidance for such outlines.

**Other grant-related information**

- The Foundation does not award grants for annual fund drives, scholarships, support of individuals, sponsorship of fundraising events, or emergency funds.
- The Foundation does not consider or acknowledge general solicitation letters.
- Basic health sciences research is not funded by the Foundation.
- Single disease or condition organizations are typically not funded by the Foundation. An exception may be made for a creative project involving one or more of the following: service to multiple populations, collaboration, and/or creation of a replicable model.
- There are no published deadlines for letters of intent or grant proposals. Proposal deadlines are established based upon discussion with Foundation staff.
- Letters and proposals are to be submitted to staff at the Foundation offices.
- Any discussion of the availability of funding in a subsequent year should be initiated by the grantee and discussed with staff at least 60 days in advance of a project anniversary.
- **The Foundation will periodically consider additional funds for expanded evaluation of promising projects.**



## Funding Priorities 2012-13

The Foundation's Trustees are interested in promising or established programs, operated by well-managed organizations. The priorities described below are reviewed and approved by the Board each year.

New applicants, including organizations which have not been funded in the last 4-5 years, should be aware that with limited funds and the Foundation's scheduled 2014 sunset, the number of such applications selected for grants will be limited.

### **CHILDREN**

The Foundation supports promising programs or established approaches promoting the welfare of children, particularly those living in poverty. **The top priority in the children's area is student achievement oriented education programs serving ages 1-13.** Specifically, the Foundation supports the following:

- ↳ Improving or maintaining reading skills, year round;
- ↳ Enhancing professional development of education students, teachers and administrators with a focus on instructional improvements;
- ↳ Providing substantive enrichment programs that build student achievement in-school, before school, after school and during the summer;
- ↳ Improving parent involvement and build family engagement in education, as well as family literacy;
- ↳ Enhancing high-potential and high-performing-schools, both private and public. School enhancement will be implemented through grantmaking involving Foundation-identified schools.

Other interests are:

- ↳ Expanding opportunities for older adolescents through results-oriented programs that build upon youth talent and initiative in education, employment, community service and careers;
- ↳ Building or renovating community playgrounds in Milwaukee; and
- ↳ Strengthening parenting skills and resources for parents.

**AGING & ELDERS**

The Foundation supports promising programs or proven approaches regarding challenges and opportunities involving adults aged 60 and older. Specifically, the Foundation supports the following:

- ⇒ Enabling elders to remain in the community of choice to the greatest extent possible, with a particular interest in settings and services that help older adults *age in community*; and
- ⇒ Expanding opportunities for older adults, including projects that engage elders in civic improvement, improve access to and use of technology, encourage inter-generational support and promote healthy aging.

**HEALTH**

The Foundation supports promising programs that will improve access to basic and preventive health services for underserved populations. The Foundation will place a higher priority on projects that integrate health and health education efforts. Specifically, the Foundation supports the following:

- ⇒ Expanding and enhancing the quality and scope of community-based primary and rehabilitative services, including medical, dental and mental health;
- ⇒ Helping individuals and families move beyond basic needs; and
- ⇒ Promoting healthy family life and protecting children and adults from abuse and neglect.

**HEALTH EDUCATION**

The Foundation supports promising programs and fresh approaches in health education that lead to improved public health. Specifically, the Foundation supports the following:

- ⇒ Enhancing community programs that promote healthy outcomes among children, adults, and families; and
- ⇒ Supporting creative solutions addressing worker shortages and education of professionals in health care, community and public health, with an emphasis on nursing.

**CIVIC AND GOVERNMENTAL AFFAIRS**

The Foundation is interested in building the capacity of nonprofit organizations and underwriting efforts to improve the effectiveness of community services and public policy. Specifically, the Foundation supports the following:

- ☞ Improving the capacity of nonprofit and civic organizations through;
  - ↳ The Nonprofit Management Fund of Milwaukee, Ozaukee and Washington Counties;
  - ↳ Other projects of interest to the Trustees that are of timely importance.
- ☞ Underwriting planning, research, collaboration and other consensus-building strategies likely to improve community services and policies in Foundation priority areas.

FAYE MCBEATH FOUNDATION  
Grants Made/Paid in 2012 and Commitments Outstanding

Request Number	Agency/Purpose	Unpaid Balance 12/31/11	Grants Approved 2012	Grants Paid 2012	Grants Cancelled 2012	Grant Refunds 2012	Unpaid Balance 12/31/12	Payment Dates
2980	Public Policy Forum PIN Staffing	20,240			20,240			19,760 12/11 20,240 12/12
3264	UW - Milwaukee, College of Nursing PIN Staffing		20,240	18,853			1,387	18,853 12/12 1,387 6/13
3099	Bread of Healing, Inc. Free Clinic Collaborative	50,000		50,000				50,000 6/12
3059	Milwaukee Urban Soccer Collaborative Urban Soccer League	5,000		5,000				10,000 12/11 5,000 12/12
3073	Northwest Side Community Development Corporation GrandFamily Milwaukee	7,500		7,500				20,000 12/11 7,500 6/12
3075	UW - Milwaukee Foundation Nurse Scholars in Residence	20,000		20,000				20,000 1/12
3100	Medical College of Wisconsin PIN Project Evaluation Grant split between National and FMB Funds	10,000		7,500			2,500	7,000 12/11 7,500 12/12
3013	Center for Resilient Cities Brown Street Playground		15,000	15,000				15,000 3/12
3068	Interfaith Senior Programs, Inc. Faith In Action		25,000	25,000				25,000 2/12
3102	Milwaukee Public Library Foundation Summer Reading Outreach Program		35,000	35,000				35,000 2/12
3101	Marquette University Community Impact Journalism Project		23,200	23,200				23,200 3/12
3104	Donors Forum of Wisconsin Regional Forums to build Capacity		12,500	12,500				12,500 2/12
2133.05	Greater Milwaukee Foundation Nonprofit Management Fund of Milwaukee, Ozaukee & Washington Co's		65,000	65,000				65,000 3/12
3113	Penfield Children's Center Behavior Clinic & Evaluation		100,000	50,000				50,000 4/12 50,000 11/12
3152	Grand Avenue Club Education Collaborative with MATC		40,000	40,000				40,000 6/12
3079	Holton Youth & Family Center Programming Collaborative		35,000	35,000			-	35,000 6/12

FAYE MCBEATH FOUNDATION  
Grants Made/ Paid in 2012 and Commitments Outstanding

Request Number	Agency/Purpose	Unpaid Balance 12/31/11	Grants Approved 2012	Grants Paid 2012	Grants Cancelled 2012	Grant Refunds 2012	Unpaid Balance 12/31/12	Payment Dates
3157	<b>Interfaith Older Adult Programs, Inc</b> ReServe Southeast Wisconsin		25,000	25,000				25,000 6/12
3153	<b>Partners Advancing Values in Education</b> Summer School		40,000	40,000				40,000 6/12
3045	<b>PEARLS for Teen Girls</b> Alumni Program		20,000	20,000				20,000 6/12
3150	<b>Seeds of Health</b> Summer School, Grades 1 - 8		30,000	30,000				30,000 6/12
3105	<b>Urban Day School</b> Summer School		40,000	40,000				40,000 6/12
3187	<b>Malaika Early Learning Center</b> Refurbish Playground		1,500	1,500				1,500 8/12
3188	<b>Milwaukee Academy of Science</b> Transition to School Uniforms Fund		1,500	1,500				1,500 8/12
3179	<b>Wisconsin Center for Nursing, Inc.</b> Action Coalition Project		10,000				10,000	10,000 9/12
3089	<b>Froedtert Hospital Foundation, Inc.</b> Pathway to Parenthood		25,000	25,000				25,000 10/12
3193	<b>Greater Milwaukee Foundation</b> Benchmarking Milwaukee		5,000	5,000				5,000 10/12
3192	<b>Greater Milwaukee Foundation</b> Camps for Kids		5,000	5,000				5,000 10/12
3211	<b>Greater Milwaukee Foundation</b> Match Day		25,000				25,000	25,000 9/12
3189	<b>Milwaukee Public Schools Foundation, Inc.</b> Project Lead the Way Evaluation		10,000	10,000				10,000 10/12
3191	<b>Planned Parenthood of Wisconsin</b> Cervical Cancer Prevention Project - Colposcopies		25,000	25,000				25,000 10/12
3181	<b>Planning Council for Health &amp; Human Services</b> Evaluation Capacity Building		25,000	25,000				25,000 10/12
3190	<b>Public Policy Forum</b> Nursing's Voice		20,000				20,000	20,000 9/12
3149	<b>Teach for America - Milwaukee (fiscal agent MMAC - see below)</b> Teach for America - Milwaukee							

FAYE MCBEATH FOUNDATION  
Grants Made/Paid in 2012 and Commitments Outstanding

Request Number	Agency/Purpose	Unpaid Balance 12/31/11	Grants Approved 2012	Grants Paid 2012	Grants Cancelled 2012	Grant Refunds 2012	Unpaid Balance 12/31/12	Payment Dates
3263	Metropolitan Milwaukee Association of Commerce Teach for America - Milwaukee		50,000	50,000				50,000 12/12
3194	UWM Foundation ENTECH		15,000	15,000				15,000 12/12
3242	Housing Authority of the City of Milwaukee Milwaukee Fatherhood Initiative		1,000	1,000				1,000 11/12
3238	Greater Milwaukee Foundation Patricia Cole Memorial		250	250				250 11/12
3217	Neighborhood House of Milwaukee National Association for the Education of Young Children Accreditation		20,000	20,000				20,000 12/12
3222	The Guest House of Milwaukee, Inc. Housing First Program Redesign		40,000	40,000				40,000 12/12
3186	Schools That Can Milwaukee, Inc. Leadership Development Program Planning		15,000	15,000				15,000 12/12
3266	NAMI Waukesha, Inc. Housing Program		1,500	1,500				1,500 12/12
3250	Aurora Sinai Medical Center Bread of Healing Partnership		50,000	25,000			25,000	25,000 12/12 25,000 12/13
3223	Silver Spring Neighborhood Center Early Childhood Planning Grant		7,500				7,500	7,500 1/13
3267	Parenting Network Family Links Program		1,500	1,500				1,500 12/12
3269	Donor's Forum of Wisconsin Research Project		800				800	800 1/13
3268	Grantmakers in Health Funding Partnership & Membership		2,500	2,500				2,500 12/12
3215	Next Door Foundation, Inc. Beyond the Walls		40,000	40,000				40,000 12/12
3230	YMCA of Metropolitan Milwaukee Young Leaders Academy Accelerated Reading & Math Program		23,000	23,000				23,000 12/12
3254	Columbia St. Mary's Foundation Milwaukee Health Care Partnership Free Clinic Inventory		4,000	4,000				4,000 12/12
3180	La Causa, Inc. Procure Child Care Management Software Implementation		7,500	7,500				7,500 12/12

FAYE MCBEATH FOUNDATION  
Grants Made/Paid in 2012 and Commitments Outstanding

Request Number	Agency/Purpose	Unpaid Balance 12/31/11	Grants Approved 2012	Grants Paid 2012	Grants Cancelled 2012	Grant Refunds 2012	Unpaid Balance 12/31/12	Payment Dates
3251	Milwaukee Partnership Academy (fiscal agent MAWIB - see below) Academy of Deans of Education							
3270	Milwaukee Area Workforce Investment Board, Inc. Academy of Deans of Education		25,000				25,000	25,000 1/13
	<b>FAYE MCBEATH GRANTS SUBTOTAL</b>	112,740	98,740	98,803	20,240		117,187	
2442	Medical College of Wisconsin PIN Project Evaluation					(56)		
3100	Medical College of Wisconsin PIN Project Evaluation (National Funds) Grant split between National and FMB Funds		9,500	9,500		(199)		9,500 12/12
3265	UW - Milwaukee, College of Nursing Staffing (National Funds)		20,000	20,000				20,000 12/12
3054	Public Policy Forum Nursing's Voice (National Funds)		9,750	9,750				9,750 12/12
	<b>PIN GRANTS SUBTOTAL</b>		39,250	39,250		(255)		
	<b>TOTAL FAYE MCBEATH GRANTS</b>	112,740	1,022,740	998,053	20,240	(255)	117,187	
	QuickBooks Balances Difference	112,740	1,022,740	998,053	20,240	(255)	117,187	

2011 Grants unpaid at 12/31/11 \$ 112,740

2011 Grants cancelled in 2011 (20,240)

Total 2011 Grants paid in 2012 \$ 92,500

Grants Paid in 2012 \$ 998,053

2012 Grants refunded in 2012 (199)

Total Grants paid in 2012 \$ 997,854