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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

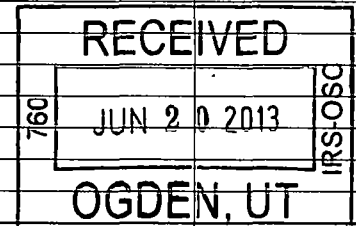
For calendar year 2012 or tax year beginning

02/01, 2012, and ending

01/31, 2013

Name of foundation MELITTA S. PICK CHARITABLE TRUST		A Employer identification number 23-7243490						
C/O GEORGE A. DIONISOPOULOS								
Number and street (or P O box number if mail is not delivered to street address) FOLEY & LARDNER LLP 777 EAST WISCONSIN AVENUE	Room/suite	B Telephone number (see instructions) (414) 271-2400						
City or town, state, and ZIP code MILWAUKEE, WI 53202-5306								
G Check all that apply. <table border="0" style="width:100%;"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ Initial return	☐ Initial return of a former public charity	☐ Final return	☐ Amended return	☐ Address change	☐ Name change	C If exemption application is pending, check here ☐ D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation								
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 21,361,100.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)						

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)
1 Contributions, gifts, grants, etc., received (attach schedule)	1,211,255.			
2 Check ☐ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	92.	92.		ATCH 1
4 Dividends and interest from securities	508,722.	508,722.		ATCH 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	3,453,828.			
b Gross sales price for all assets on line 6a	14,469,218.			
7 Capital gain net income (from Part IV, line 2)		3,453,828.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)	429.			
11 Other income (attach schedule) ATCH 3				
12 Total. Add lines 1 through 11	5,174,326.	3,962,642.		
13 Compensation of officers, directors, trustees, etc.	100,000.	60,000.		40,000.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) ATCH 4	1,685.			1,685.
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule) *	82,978.	82,978.		
17 Interest				
18 Taxes (attach schedule) (see instructions) ATCH 6	30,173.	1,351.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 7	3,823.	1,754.		1,754.
24 Total operating and administrative expenses. Add lines 13 through 23	218,659.	146,083.		43,439.
25 Contributions, gifts, grants paid	1,699,000.			1,699,000.
26 Total expenses and disbursements. Add lines 24 and 25	1,917,659.	146,083.	0	1,742,439.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	3,256,667.			
b Net investment income (if negative, enter -0-)		3,816,559.		
c Adjusted net income (if negative, enter -0-)				



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SCANNED JUN 28 2013

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	1,068,005.	320,635.	320,635.	
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶	101,326.			
	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)	208,238.			
	b	Investments - corporate stock (attach schedule) ATCH 8	10,459,742.	15,349,019.	17,898,439.	
	c	Investments - corporate bonds (attach schedule) ATCH 9	3,432,764.	2,926,506.	3,142,026.	
	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 ▶)	69,419.				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	15,339,494.	18,596,160.	21,361,100.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)	0	0			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	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)	15,339,494.	18,596,160.		
31	Total liabilities and net assets/fund balances (see instructions)	15,339,494.	18,596,160.			

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	15,339,494.
2	Enter amount from Part I, line 27a	2	3,256,667.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	18,596,161.
5	Decreases not included in line 2 (itemize) ▶ ATCH 10	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,596,160.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	3,453,828.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,414,986.	16,569,832.	0.085395
2010	1,446,635.	16,902,370.	0.085588
2009	1,448,975.	16,785,525.	0.086323
2008	1,465,952.	20,025,453.	0.073204
2007	1,508,717.	24,163,728.	0.062437
2 Total of line 1, column (d)			2 0.392947
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 0.078589
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 19,446,732.
5 Multiply line 4 by line 3			5 1,528,299.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 38,166.
7 Add lines 5 and 6			7 1,566,465.
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 1,742,439.

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	38,166.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	38,166.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	38,166.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,100.	
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	6,100.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	567.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	32,633.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
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)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		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?		X
If "Yes," attach a detailed description of the activities		
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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
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) ☐ WI, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 ☐ ATCH 11	X	

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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?	13	X	
Website address N/A				
14	The books are in care of GEORGE A. DIONISOPOULOS Telephone no 414-297-5750 Located at 777 E. WISCONSIN AVENUE MILWAUKEE, WI ZIP+4 53202			
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?	16	Yes	No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

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

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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)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		100,000.	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	19,016,571.
b	Average of monthly cash balances	1b	726,304.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	19,742,875.
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	19,742,875.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	296,143.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,446,732.
6	Minimum investment return. Enter 5% of line 5	6	972,337.

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	972,337.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	38,166.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	38,166.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	934,171.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	934,171.
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	934,171.

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	1,742,439.
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	1,742,439.
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	38,166.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,704,273.

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				934,171.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007 329,519.				
b From 2008 473,191.				
c From 2009 619,993.				
d From 2010 612,472.				
e From 2011 634,738.				
f Total of lines 3a through e	2,669,913.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>1,742,439.</u>				
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				934,171.
e Remaining amount distributed out of corpus	808,268.			
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	3,478,181.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	329,519.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,148,662.			
10 Analysis of line 9				
a Excess from 2008 473,191.				
b Excess from 2009 619,993.				
c Excess from 2010 612,472.				
d Excess from 2011 634,738.				
e Excess from 2012 808,268.				

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

NOT APPLICABLE

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

- b** Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

- 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

[illegible]

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

ATCH 13

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

ATCH 14

- c** Any submission deadlines.

NONE

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

ATCH 15

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 16				
Total			3a	1,699,000.
b Approved for future payment ATCH 17				
Total			3b	845,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Part XVI-A Analysis of Income - Related Activities		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
Enter gross amounts unless otherwise indicated		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	92.	
4	Dividends and interest from securities			14	508,722.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	3,453,828.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a <u>IRS REFUND</u>			01		429.
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				3,962,642.	429.
13	Total. Add line 12, columns (b), (d), and (e)				13	3,963,071.

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

MELITTA S. PICK CHARITABLE TRUST
C/O GEORGE A. DIONISOPOULOS

Employer identification number

23-7243490

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

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

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

Name of organization **MELITTA S. PICK CHARITABLE TRUST**
C/O GEORGE A. DIONISOPOULOS

Employer identification number
23-7243490

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOAN M PICK 1992 TRUST C/O FOLEY & LARDNER LLP, 777 E WISCONSIN MILWAUKEE, WI 53202	\$ 11,986.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	JOAN M PICK 1992 TRUST C/O FOLEY & LARDNER LLP, 777 E WISCONSIN MILWAUKEE, WI 53202	\$ 4,497,770.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer identification number
23-7243490

Part II

[illegible]

Name of organization **MELITTA S. PICK CHARITABLE TRUST**
C/O GEORGE A. DIONISOPOULOS

Employer identification number
23-7243490

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
----- ----- -----		----- ----- -----	

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
REIMB OF ATTY DISBURSEMENTS	3,112.	1,556.	1,556.
ADR FEES	198.	198.	198.
	513.		
TOTALS	3,823.	1,754.	1,754.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,858,288.		SEE ATTACHED SCHEDULE. 5,994,420.					-136,132.	
8,610,930.		SEE ATTACHED SCHEDULE. 5,020,970.					3,589,960.	
TOTAL GAIN (LOSS)							<u>3,453,828.</u>	

MASTER ACCOUNT # M09175
FROM 02/01/2012
TO 01/31/2013
FISCAL YEAR: 01/31

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GAIN AND LOSS DETAIL		DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
CUSIP #/ PROPERTY DESCRIPTION						
SHORT TERM CAPITAL GAIN (LOSS)						
2000 SHARES OF ACCENTURE PLC IRELAND SHS CLASS A ADR		02/07/2012 07/18/2011	115,172.78	119,540.00	(4,367.22)	C
1200 SHARES OF BED BATH & BEYOND INC		02/16/2012 07/19/2011	69,603.19	71,635.44	(2,032.25)	C
669 SHARES OF BED BATH & BEYOND INC		02/16/2012 12/16/2011	38,803.78	41,587.11	(2,783.33)	C
472 SHARES OF CARBO CERAMICS INC		03/01/2012 09/21/2011	41,941.96	72,115.23	(30,173.27)	C
1307 SHARES OF BARRICK GOLD CORPORATION		03/29/2012 09/21/2011	55,650.81	71,745.15	(16,094.34)	C
1301 SHARES OF POTASH CORPORATION SASKATCHEWAN INC.		04/03/2012 10/12/2011	60,414.74	64,355.66	(3,940.92)	C
1461 SHARES OF POTASH CORPORATION SASKATCHEWAN INC.		04/03/2012 02/08/2012	67,844.69	67,377.08	467.61	C
1621 SHARES OF SANDISK CORP		04/26/2012 02/16/2012	60,342.32	77,561.93	(17,219.61)	C
1250 SHARES OF HALLIBURTON COMPANY		05/07/2012 09/13/2011	40,124.49	49,125.00	(9,000.51)	C
2000 SHARES OF NUCOR CORPORATION COMMON STOCK PAR VALUE \$0.40		05/07/2012 09/09/2011	74,956.91	66,100.00	8,856.91	C
1150 SHARES OF MONSTER BEVERAGE CORP		05/10/2012 02/29/2012	84,487.12	65,953.31	18,533.81	C
668 SHARES OF CATERPILLAR INC		05/17/2012 12/14/2011	58,977.47	57,975.99	1,001.48	C
600 SHARES OF CATERPILLAR INC		05/17/2012 04/26/2012	52,973.77	62,103.48	(9,129.71)	C

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GAIN AND LOSS DETAIL						
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED	

SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED						

197 SHARES OF VALERO ENERGY CORP	09/04/2012 12/02/2011	6,094.33	4,506.55	1,587.78	C	
2367 SHARES OF VALERO ENERGY CORP	09/04/2012 02/08/2012	73,224.82	59,920.37	13,304.45	C	
1513 SHARES OF BRISTOL-MYERS SQUIBB CO	10/03/2012 07/12/2012	50,547.29	52,940.17	(2,392.88)	C	
4955 SHARES OF INTEL CORPORATION	10/12/2012 12/15/2011	106,133.71	115,850.38	(9,716.67)	C	
627 SHARES OF BRISTOL-MYERS SQUIBB CO	11/12/2012 07/12/2012	20,029.94	21,938.86	(1,908.92)	C	
1761 SHARES OF BRISTOL-MYERS SQUIBB CO	11/12/2012 08/24/2012	56,256.34	57,485.38	(1,229.04)	C	
193 SHARES OF CERNER CORPORATION	12/06/2012 06/04/2012	15,135.72	14,731.67	404.05	C	
89 SHARES OF VISA INC CL A	12/06/2012 09/04/2012	13,233.11	11,457.85	1,775.26	C	
265 SHARES OF BLACKROCK INC	12/21/2012 12/28/2011	54,476.70	46,840.74	7,635.96	C	
900 SHARES OF RAYTHEON COMPANY	02/02/2012 04/13/2011	43,694.16	44,118.00	(423.84)	C	
900 SHARES OF RAYTHEON COMPANY	02/02/2012 07/14/2011	43,694.16	42,102.00	1,592.16	C	
150 SHARES OF RAYTHEON COMPANY	02/02/2012 09/20/2011	7,282.36	6,273.29	1,009.07	C	
500 SHARES OF MARATHON PETE CORP	02/01/2012 11/16/2011	20,465.66	17,324.25	3,141.41	C	
820 SHARES OF MARATHON PETE CORP	02/01/2012 12/20/2011	33,563.67	26,248.20	7,315.47	C	

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GAIN AND LOSS DETAIL						
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED	

SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED						

850 SHARES OF RAYTHEON COMPANY	02/06/2012 08/19/2011	41,777.80	34,211.86	7,565.94	C	
650 SHARES OF RAYTHEON COMPANY	02/06/2012 09/20/2011	31,947.73	27,184.23	4,763.50	C	
950 SHARES OF TORONTO DOMINION BK ONT COMMON STOCK	02/14/2012 03/16/2011	74,222.07	79,672.49	(5,450.42)	C	
900 SHARES OF TORONTO DOMINION BK ONT COMMON STOCK	02/14/2012 08/19/2011	70,315.65	65,790.00	4,525.65	C	
500 SHARES OF RAYTHEON COMPANY	02/23/2012 08/19/2011	25,176.55	20,124.63	5,051.92	C	
1300 SHARES OF ANALOG DEVICES INC	02/23/2012 07/14/2011	51,843.06	46,657.00	5,186.06	C	
3000 SHARES OF OCH ZIFF CAP MGMT GROUP CL A	03/30/2012 02/13/2012	27,465.28	29,423.10	(1,957.82)		
1200 SHARES OF NEWMONT MINING CORP. COMMON STOCK	04/09/2012 01/11/2012	57,610.71	75,049.56	(17,438.85)	C	
1200 SHARES OF NEWMONT MINING CORP. COMMON STOCK	04/09/2012 01/25/2012	57,610.71	69,440.88	(11,830.17)	C	
750 SHARES OF NEWMONT MINING CORP. COMMON STOCK	04/09/2012 02/01/2012	36,006.69	46,337.78	(10,331.09)	C	
7500 SHARES OF OCH ZIFF CAP MGMT GROUP CL A	04/10/2012 01/13/2012	68,525.20	69,418.50	(893.30)		
2500 SHARES OF OCH ZIFF CAP MGMT GROUP CL A	04/10/2012 02/13/2012	22,841.74	24,519.25	(1,677.51)		
1400 SHARES OF ANNALY CAP MGMT INC	04/25/2012 09/13/2011	22,665.49	24,948.00	(2,282.51)	C	

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GAIN AND LOSS DETAIL					
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED

SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					

1800 SHARES OF ANNALY CAP MGMT INC	04/25/2012 10/03/2011	29,141.35	29,574.00	(432.65)	C
2000 SHARES OF ANALOG DEVICES INC	05/01/2012 08/19/2011	78,107.25	62,456.00	15,651.25	C
1200 SHARES OF ANALOG DEVICES INC	05/01/2012 09/15/2011	46,864.35	41,538.00	5,326.35	C
191 SHARES OF NORFOLK SOUTHERN CORP	05/02/2012 01/05/2012	14,075.26	14,318.12	(242.86)	C
1608 SHARES OF HERBALIFE LTD USD SHS	05/15/2012 05/02/2012	67,984.72	85,703.34	(17,718.62)	C
670 SHARES OF OCCIDENTAL PETROLEUM CORPORATION	05/23/2012 10/28/2011	52,629.60	64,963.20	(12,333.60)	C
350 SHARES OF FREEPORT-MCMORAN COPPER & GOLD CLASS B	05/31/2012 05/31/2011	11,140.25	18,189.50	(7,049.25)	C
1000 SHARES OF FREEPORT-MCMORAN COPPER & GOLD CLASS B	05/31/2012 08/19/2011	31,829.28	43,071.00	(11,241.72)	C
200 SHARES OF FREEPORT-MCMORAN COPPER & GOLD CLASS B	05/31/2012 09/13/2011	6,365.86	8,299.00	(1,933.14)	C
1500 SHARES OF KLA-TENCOR CORP	06/01/2012 02/14/2012	66,643.50	73,874.55	(7,231.05)	C
1500 SHARES OF KLA-TENCOR CORP	06/01/2012 04/12/2012	66,643.51	79,722.00	(13,078.49)	C
2500 SHARES OF JOHNSON CONTROLS INC.	06/08/2012 02/23/2012	72,537.37	83,668.25	(11,130.88)	C
400 SHARES OF FREEPORT-MCMORAN COPPER & GOLD CLASS B	06/12/2012 09/13/2011	13,323.70	16,598.00	(3,274.30)	C

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CUSIP #/ PROPERTY DESCRIPTION		DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	GAIN OR LOSS	COVERED
GAIN AND LOSS DETAIL					
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					
800 SHARES OF FREEPOR-T-MCMORAN COPPER & GOLD CLASS B		06/12/2012 11/03/2011	26,647.40	31,509.04 (4,861.64)	C
800 SHARES OF FREEPOR-T-MCMORAN COPPER & GOLD CLASS B		06/12/2012 12/08/2011	26,647.40	30,720.00 (4,072.60)	C
400 SHARES OF GENERAL MILLS, INC.		06/20/2012 08/19/2011	15,459.69	14,536.00 923.69	C
1000 SHARES OF QUALCOMM INC INC		06/22/2012 02/15/2012	55,338.75	62,020.00 (6,681.25)	C
1750 SHARES OF REYNOLDS AMERICAN INC COMMON STOCK		07/24/2012 06/12/2012	79,518.40	72,114.35 7,404.05	C
1200 SHARES OF QUALCOMM INC INC		07/26/2012 02/02/2012	69,844.55	73,509.00 (3,664.45)	C
200 SHARES OF QUALCOMM INC INC		07/26/2012 02/15/2012	11,640.76	12,404.00 (763.24)	C
1100 SHARES OF NORFOLK SOUTHERN CORP		07/26/2012 08/19/2011	79,680.01	70,773.00 8,907.01	C
309 SHARES OF NORFOLK SOUTHERN CORP		07/26/2012 01/05/2012	22,382.84	23,163.88 (781.04)	C
1000 SHARES OF BAXTER INTERNATIONAL INC.		07/26/2012 06/07/2012	57,118.82	50,546.00 6,572.82	C
1000 SHARES OF MARATHON PETE CORP		07/26/2012 05/01/2012	46,049.07	42,375.10 3,673.97	C
800 SHARES OF WALGREEN COMPANY		07/26/2012 06/20/2012	27,951.45	23,375.92 4,575.53	C
600 SHARES OF AT&T INC		07/26/2012 08/19/2011	21,755.57	17,022.00 4,733.57	C

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CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
-----	-----	-----	----	-----	-----
SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					

1200 SHARES OF US BANCORP DEL	07/26/2012 12/05/2011	40,247.22	31,317.72	8,929.50	C
500 SHARES OF AMERICAN ELECTRIC POWER CO., INC.	07/26/2012 06/04/2012	20,999.53	19,239.95	1,759.58	C
500 SHARES OF BAXTER INTERNATIONAL INC.	08/01/2012 01/05/2012	29,414.34	24,952.60	4,461.74	C
500 SHARES OF BAXTER INTERNATIONAL INC.	08/01/2012 06/07/2012	29,414.34	25,273.00	4,141.34	C
5 SHARES OF APPLE INC.	08/02/2012 04/16/2012	3,013.38	2,936.70	76.68	C
75 SHARES OF APPLE INC.	08/02/2012 07/11/2012	45,200.73	45,180.75	19.98	C
1000 SHARES OF BAXTER INTERNATIONAL INC.	08/17/2012 01/05/2012	58,608.79	49,905.20	8,703.59	C
500 SHARES OF TIMKEN COMPANY	08/23/2012 09/09/2011	20,849.58	17,601.65	3,247.93	C
1000 SHARES OF TIMKEN COMPANY	08/23/2012 10/28/2011	41,699.17	43,651.00	(1,951.83)	C
1500 SHARES OF LOWES COMPANIES	08/30/2012 05/23/2012	42,494.20	38,727.15	3,767.05	C
1900 SHARES OF WALGREEN COMPANY	09/06/2012 06/20/2012	66,935.50	55,517.81	11,417.69	C
2300 SHARES OF ASTRAZENECA PLC ADR	10/05/2012 04/10/2012	108,455.91	101,154.00	7,301.91	C
.666 SHARES OF KRAFT FOODS GROUP INC	10/10/2012 09/11/2012	31.08	27.75	3.33	C
700 SHARES OF DEERE & COMPANY	10/18/2012 01/12/2012	60,376.94	59,153.08	1,223.86	C

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GAIN AND LOSS DETAIL

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SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					
1600 SHARES OF UMB FINL CORP	10/31/2012 06/08/2012	70,513.94	73,558.40	(3,044.46)	C
1000 SHARES OF NORFOLK SOUTHERN CORP	11/07/2012 09/04/2012	60,214.55	70,989.00	(10,774.45)	C
1305 SHARES OF LOWES COMPANIES	11/19/2012 05/23/2012	44,389.92	33,692.62	10,697.30	C
2000 SHARES OF LOWES COMPANIES	11/19/2012 07/17/2012	68,030.54	51,091.40	16,939.14	C
500 SHARES OF DEERE & COMPANY	11/21/2012 12/02/2011	41,428.77	38,936.80	2,491.97	C
100 SHARES OF DEERE & COMPANY	11/21/2012 01/12/2012	8,285.75	8,450.44	(164.69)	C
600 SHARES OF DEERE & COMPANY	11/21/2012 08/15/2012	49,714.53	45,002.58	4,711.95	C
2000 SHARES OF EATON CORPORATION	11/30/2012 06/26/2012	103,890.00	75,077.00	28,813.00	C
1000 SHARES OF EATON CORPORATION	11/30/2012 09/14/2012	51,945.00	47,944.50	4,000.50	C
1800 SHARES OF SOUTHERN COMPANY	12/13/2012 08/23/2012	77,549.10	82,583.82	(5,034.72)	C
1100 SHARES OF ABBOTT LABORATORIES	12/18/2012 11/19/2012	71,707.39	69,184.50	2,522.89	C
5500 SHARES OF PEOPLES UNITED FINANCIAL INC	12/21/2012 11/26/2012	66,980.79	65,940.60	1,040.19	C
3000 SHARES OF SPECTRA ENERGY CORP	12/21/2012 07/19/2012	82,226.05	90,764.10	(8,538.05)	C
1500 SHARES OF SPECTRA ENERGY CORP	12/21/2012 08/03/2012	41,113.03	44,472.45	(3,359.42)	C

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		GAIN AND LOSS DETAIL			
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED

SHORT TERM CAPITAL GAIN (LOSS) - CONTINUED					

2000 SHARES OF MONDELEZ INTL INC CL A	01/10/2013 09/11/2012	54,448.77	51,758.17	2,690.60	C
300 SHARES OF MCDONALD'S CORPORATION	01/15/2013 04/23/2012	27,374.38	28,470.00	(1,095.62)	C
400 SHARES OF INTERNATIONAL BUSINESS MACHINES CORP.	01/23/2013 10/23/2012	82,354.15	76,713.00	5,641.15	C
800 SHARES OF ATHENAHEALTH INC	06/21/2012 06/13/2012	62,752.67	65,782.40	(3,029.73)	C
1800 SHARES OF VODAFONE GROUP PLC NEW SPONS ADR NEW	09/10/2012 06/05/2012	50,866.85	48,420.00	2,446.85	C
1800 SHARES OF VODAFONE GROUP PLC NEW SPONS ADR NEW	09/10/2012 06/13/2012	50,866.86	49,330.98	1,535.88	C
2510 SHARES OF MSCI INC CL A	10/04/2012 06/05/2012	67,626.67	83,512.72	(15,886.05)	C
2510 SHARES OF MSCI INC CL A	10/04/2012 06/13/2012	67,626.66	80,422.66	(12,796.00)	C
980 SHARES OF ATHENAHEALTH INC	11/13/2012 06/05/2012	57,238.85	71,208.96	(13,970.11)	C
180 SHARES OF ATHENAHEALTH INC	11/13/2012 06/13/2012	10,513.26	14,801.04	(4,287.78)	C
950 SHARES OF STRYKER CORPORATION	12/03/2012 06/05/2012	51,850.21	47,878.39	3,971.82	C
950 SHARES OF STRYKER CORPORATION	12/03/2012 06/13/2012	51,850.22	49,398.01	2,452.21	C
TOTAL SHORT TERM CAPITAL GAIN (LOSS)		5,858,287.84	5,994,420.12	(136,132.28)	

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GAIN AND LOSS DETAIL						
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED	
-----	-----	-----	----	-----	-----	
LONG TERM CAPITAL GAIN (LOSS)						

6000 SHARES OF CSX CORPORATION	02/16/2012 09/15/2010	128,713.88	111,312.60	17,401.28		
2700 SHARES OF HALLIBURTON COMPANY	05/07/2012 12/21/2010	86,668.89	108,471.69	(21,802.80)		
740 SHARES OF AMETEK INC NEW	06/12/2012 03/23/2011	38,156.28	30,926.75	7,229.53		C
335 SHARES OF DANAHER CORPORATION	06/12/2012 02/15/2011	17,165.08	17,192.77	(27.69)		C
738 SHARES OF DIRECTV CL A	06/19/2012 01/07/2011	33,659.50	31,042.05	2,617.45		C
726 SHARES OF AMETEK INC NEW	06/19/2012 03/23/2011	38,102.82	30,341.64	7,761.18		C
228.813559 SHARES OF CHEVRON CORP NEW	06/18/2012 04/12/2011	23,674.85	23,757.71	(82.86)		C
686.440678 SHARES OF CHEVRON CORP NEW	06/18/2012 04/29/2011	71,024.56	75,131.85	(4,107.29)		C
137.288136 SHARES OF CHEVRON CORP NEW	06/18/2012 05/31/2011	14,204.91	14,308.97	(104.06)		C
2762 SHARES OF DIRECTV CL A	06/26/2012 01/07/2011	128,029.36	116,176.35	11,853.01		C
5200 SHARES OF E M C CORPORATION (MASS)	06/22/2012 02/10/2011	127,756.97	140,899.72	(13,142.75)		C
914 SHARES OF WHOLE FOODS MARKET INC	06/28/2012 04/11/2011	84,678.65	57,459.42	27,219.23		C
1190 SHARES OF NORDSTROM INC	08/01/2012 04/12/2011	63,159.73	55,094.03	8,065.70		C
2257 SHARES OF BAXTER INTERNATIONAL INC.	08/21/2012 06/21/2011	133,196.12	135,325.66	(2,129.54)		C

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GAIN AND LOSS DETAIL				
CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS

LONG TERM CAPITAL GAIN (LOSS) - CONTINUED				COVERED
-----				-----
77 SHARES OF GOOGLE INC	09/04/2012 01/26/2009	52,483.57	24,811.11	27,672.46
1451 SHARES OF COCA-COLA COMPANY	10/03/2012 09/29/2011	55,572.05	50,029.75	5,542.30
700 SHARES OF CUMMINS INC	10/31/2012 05/18/2011	65,789.35	75,884.90	(10,095.55)
220 SHARES OF DIAGEO PLC SPONS ADR NEW	12/06/2012 10/25/2011	26,186.01	18,383.05	7,802.96
290 SHARES OF CELGENE CORP	12/06/2012 10/27/2011	22,915.28	19,106.71	3,808.57
563 SHARES OF COCA-COLA COMPANY	12/12/2012 09/29/2011	21,165.28	19,411.96	1,753.32
1464 SHARES OF COCA-COLA COMPANY	12/12/2012 10/10/2011	55,037.25	48,806.17	6,231.08
225 SHARES OF AUTOZONE INC	12/21/2012 09/09/2011	79,758.98	70,555.75	9,203.23
760 SHARES OF DANAHER CORPORATION	12/21/2012 02/15/2011	42,338.35	39,004.49	3,333.86
1098 SHARES OF COACH INC	01/22/2013 09/13/2011	66,311.23	62,160.30	4,150.93
250 SHARES OF INTERNATIONAL BUSINESS MACHINES CORP.	04/16/2012 06/05/2008	51,031.39	32,036.77	18,994.62
800 SHARES OF NORFOLK SOUTHERN CORP	04/23/2012 03/16/2011	54,982.77	52,368.16	2,614.61
2600 SHARES OF ANNALY CAP MGMT INC	04/25/2012 01/13/2011	42,093.05	46,150.00	(4,056.95)
1500 SHARES OF US BANCORP DEL	05/01/2012 04/26/2011	48,373.91	37,830.00	10,543.91

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CUSIP #/ PROPERTY DESCRIPTION		DATE SOLD/ ACQUIRED	GAIN AND LOSS DETAIL			COVERED
-----		-----	PROCEEDS OF SALE	COST	GAIN OR LOSS	-----
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED						
400 SHARES OF NORFOLK SOUTHERN CORP		05/02/2012 03/16/2011	29,476.98	26,184.08	3,292.90	C
1000 SHARES OF WAL-MART STORES INC.		05/22/2012 05/06/2011	63,558.57	55,420.00	8,138.57	C
1000 SHARES OF NOVARTIS AG ADR		05/25/2012 03/16/2011	52,020.83	53,358.70	(1,337.87)	C
750 SHARES OF FREEPORT-MCMORAN COPPER & GOLD CLASS B		05/31/2012 04/27/2011	23,871.96	40,945.50	(17,073.54)	C
700 SHARES OF DEERE & COMPANY		06/12/2012 12/09/2010	50,812.84	56,667.59	(5,854.75)	
2000 SHARES OF GENERAL MILLS, INC.		06/20/2012 03/23/2011	77,298.47	72,438.00	4,860.47	C
1500 SHARES OF PFIZER INC		06/20/2012 05/02/2011	33,854.39	31,680.00	2,174.39	C
400 SHARES OF CHEVRON CORP NEW		06/26/2012 04/29/2011	40,143.78	43,780.53	(3,636.75)	C
1000 SHARES OF E. I. DU PONT DE NEMOURS & CO		06/29/2012 02/10/2011	50,148.98	54,203.00	(4,054.02)	C
1000 SHARES OF MATTEL INC. COMMON STOCK PAR VALUE \$1.00		07/17/2012 04/12/2011	34,299.23	25,700.00	8,599.23	C
400 SHARES OF INTERNATIONAL BUSINESS MACHINES CORP.		07/19/2012 06/05/2008	78,000.41	51,258.84	26,741.57	
2000 SHARES OF BRISTOL-MYERS SQUIBB CO		07/26/2012 03/13/2009	71,058.61	41,616.80	29,441.81	
800 SHARES OF ENSCO PLC SHS CLASS A ADR		07/26/2012 02/01/2011	41,487.07	42,797.52	(1,310.45)	C

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PROCEEDS
OF SALE

COST

COVERED

LONG TERM CAPITAL GAIN (LOSS)

07/26/2012
05/24/2011

(1,156.58)

U

07/26/2012
04/20/2011

2,347.72

0

07/26/2012
04/26/2011

2,495.80

6

08/03/2012
05/02/2011

4.042.29

C

08/08/2012
01/13/2011

3,269.27

○

08/23/2012
01/13/2011

2,909.44

0

09/04/2012
08/19/2011

9,448.93

0

09/05/2012
04/12/2011

7,199.46

0

09/05/2012
08/19/2011

4,279.73

○

09/11/2012
08/19/2011

8.019.14

0

09/18/2012
03/16/2011

3,412.22

0

09/18/2012
09/16/2011

4,107.15

0

09/19/2012
06/05/2008

37,338.12

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CUSIP #/ PROPERTY DESCRIPTION		DATE SOLD/ ACQUIRED	GAIN AND LOSS DETAIL			COVERED
-----		-----	PROCEEDS OF SALE	COST	GAIN OR LOSS	-----
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED						
500 SHARES OF DEERE & COMPANY		10/18/2012 12/09/2010	43,126.38	40,476.85	2,649.53	
700 SHARES OF MATTEL INC. COMMON STOCK PAR VALUE \$1.00		10/22/2012 08/19/2011	25,969.42	16,800.00	9,169.42	C
1100 SHARES OF MATTEL INC. COMMON STOCK PAR VALUE \$1.00		10/22/2012 10/03/2011	40,809.08	28,017.00	12,792.08	C
200 SHARES OF PFIZER INC		10/25/2012 05/02/2011	5,107.89	4,224.00	883.89	C
800 SHARES OF PFIZER INC		10/25/2012 09/14/2011	20,431.54	14,576.00	5,855.54	C
1300 SHARES OF J.P.MORGAN CHASE & CO		11/26/2012 01/05/2005	52,635.81	50,388.26	2,247.55	
800 SHARES OF TIMKEN COMPANY		12/04/2012 09/09/2011	35,808.23	28,162.64	7,645.59	C
400 SHARES OF ENSCO PLC SHS CLASS A ADR		12/04/2012 02/01/2011	23,598.38	21,398.76	2,199.62	C
100 SHARES OF ENSCO PLC SHS CLASS A ADR		12/04/2012 09/13/2011	5,899.60	4,767.00	1,132.60	C
300 SHARES OF PFIZER INC		12/06/2012 08/19/2011	7,700.62	5,337.00	2,363.62	C
1200 SHARES OF PFIZER INC		12/06/2012 09/14/2011	30,802.46	21,864.00	8,938.46	C
300 SHARES OF BLACKROCK INC		01/10/2013 01/07/2011	65,507.13	56,741.14	8,765.99	C
75 SHARES OF BLACKROCK INC		01/10/2013 04/18/2011	16,376.78	14,244.60	2,132.18	C
1400 SHARES OF INTEL CORPORATION		01/10/2013 07/26/2011	30,365.87	32,319.00	(1,953.13)	C

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GAIN AND LOSS DETAIL		DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
CUSIP #/ PROPERTY DESCRIPTION						
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED						
399.763033 SHARES OF E. I. DU PONT DE NEMOURS & CO		01/15/2013 02/01/2011	18,484.63	20,618.22	(2,133.59)	C
300.236967 SHARES OF E. I. DU PONT DE NEMOURS & CO		01/15/2013 02/10/2011	13,882.64	16,273.75	(2,391.11)	C
500 SHARES OF EXXON MOBIL CORP		01/15/2013 08/10/2011	44,544.00	34,852.10	9,691.90	C
2000 SHARES OF BRISTOL-MYERS SQUIBB CO		01/15/2013 08/19/2011	68,518.46	56,209.20	12,309.26	C
300 SHARES OF CATERPILLAR INC		01/18/2013 12/14/2011	28,853.35	26,037.12	2,816.23	C
400 SHARES OF PROCTER & GAMBLE COMPANY		01/18/2013 08/19/2011	27,863.37	24,447.66	3,415.71	C
400 SHARES OF PNC FINANCIAL SERVICES GROUP INC		01/18/2013 07/21/2011	24,564.44	22,560.00	2,004.44	C
300 SHARES OF CATERPILLAR INC		01/28/2013 12/14/2011	29,275.35	26,037.12	3,238.23	C
200000 UNITS OF FHLB CONS 5.75% 05/15/2012		05/15/2012 11/16/2006	200,000.00	208,238.00	(8,238.00)	
250000 UNITS OF BANK OF AMERICA FDIC GTD TLGP 3.125% 06/15/2012		06/15/2012 12/10/2008	250,000.00	252,695.00	(2,695.00)	
250000 UNITS OF GOLDMAN SACHS GP INC FDIC TLGP 3.25% 06/15/2012		06/15/2012 12/10/2008	250,000.00	253,562.50	(3,562.50)	
3000 SHARES OF 3M COMPANY		06/05/2012 05/07/1981	247,412.25	21,764.68	225,647.57	N
3900 SHARES OF PROCTER & GAMBLE COMPANY		06/05/2012 01/18/1989	238,185.59	21,274.79	216,910.80	N
2800 SHARES OF NORTHERN TRUST CORP		06/05/2012 12/15/1993	115,563.20	28,831.25	86,731.95	N

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GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION	DATE SOLD/ ACQUIRED	PROCEEDS OF SALE	COST	GAIN OR LOSS	COVERED
-----	-----	-----	----	-----	-----
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED					
28500 SHARES OF PFIZER INC	06/05/2012 10/31/1996	612,191.89	394,893.86	217,298.03	N
4000 SHARES OF JOHNSON & JOHNSON	06/05/2012 04/21/1993	248,144.43	42,785.06	205,359.37	N
3900 SHARES OF COLGATE-PALMOLIVE COMPANY	06/05/2012 07/20/1995	377,024.43	65,533.21	311,491.22	N
8000 SHARES OF US BANCORP DEL	06/05/2012 09/29/1975	233,446.75	1,850.36	231,596.39	N
3800 SHARES OF WALGREEN COMPANY	06/05/2012 02/27/1995	115,175.41	22,560.76	92,614.65	N
3900 SHARES OF COLGATE-PALMOLIVE COMPANY	06/13/2012 07/20/1995	389,635.19	65,533.21	324,101.98	N
4000 SHARES OF JOHNSON & JOHNSON	06/13/2012 04/21/1993	254,474.29	42,785.05	211,689.24	N
2900 SHARES OF NORTHERN TRUST CORP	06/13/2012 12/15/1993	125,697.68	29,860.94	95,836.74	N
28500 SHARES OF PFIZER INC	06/13/2012 10/31/1996	633,087.63	394,893.86	238,193.77	N
3900 SHARES OF PROCTER & GAMBLE COMPANY	06/13/2012 01/18/1989	243,776.51	21,274.79	222,501.72	N
2900 SHARES OF 3M COMPANY	06/13/2012 05/07/1981	250,546.26	21,039.20	229,507.06	N
7900 SHARES OF US BANCORP DEL	06/13/2012 09/29/1975	241,530.75	1,827.23	239,703.52	N
3800 SHARES OF WALGREEN COMPANY	06/13/2012 02/27/1995	117,879.05	22,560.76	95,318.29	N
RECEIPT OF CASH FROM UNITED HEALTH GROUP		126.53		126.53	

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GAIN AND LOSS DETAIL

CUSIP #/ PROPERTY DESCRIPTION -----	DATE SOLD/ ACQUIRED -----	PROCEEDS OF SALE -----	COST -----	GAIN OR LOSS -----	COVERED -----
LONG TERM CAPITAL GAIN (LOSS) - CONTINUED -----					
RECEIPT OF CASH FROM DELLS INC		108.56		108.56	
TOTAL LONG TERM CAPITAL GAIN (LOSS)		<u>8,610,930.33</u>	<u>5,020,970.44</u>	<u>3,589,959.89</u>	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)		5,858,287.84	5,994,420.12	(136,132.28)	
GRAND TOTAL SHORT & LONG TERM GAIN (LOSS)		14,469,218.17	11,015,390.56	3,453,827.61	

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SUMMARY OF CAPITAL GAINS AND LOSSES

TOTAL SHORT TERM CAPITAL GAIN (LOSS)	(136,132.28)	
NET SHORT TERM CAPITAL GAIN (LOSS)	<u>(136,132.28)</u>	(136,132.28)
TOTAL LONG TERM CAPITAL GAIN (LOSS)	3,589,959.89	
NET LONG TERM CAPITAL GAIN (LOSS)	<u>3,589,959.89</u>	3,589,959.89
NET CAPITAL GAIN (LOSS)		<u>3,453,827.61</u>
		=====
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00	

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EIN 23-7243490

Attachment to Schedule B, Form 990-PF for Fiscal Year Ending January 31, 2013

Noncash Contributions from Joan M Pick 1992 Trust:

Shares	Stock	Tax Cost	Price per Share on Date of Gift	Market Value on Date of Gift
7,800	Colgate-Palmolive Company	\$ 131,066.42	\$ 98.80	\$ 770,640.00
8,000	Johnson & Johnson	\$ 85,570.11	\$ 62.51	\$ 500,080.00
5,700	Northern Trust Corp	\$ 58,692.19	\$ 43.49	\$ 247,893.00
57,000	Pfizer Inc	\$ 789,787.72	\$ 22.13	\$ 1,261,410.00
7,800	Proctor & Gamble Company	\$ 42,549.58	\$ 62.49	\$ 487,422.00
5,900	3M Company	\$ 42,803.88	\$ 84.78	\$ 500,202.00
15,900	US Bancorp Del	\$ 3,677.59	\$ 30.93	\$ 491,787.00
7,600	Walgreens	\$ 45,121.52	\$ 31.36	\$ 238,336.00
	TOTAL	\$ 1,199,269.01		\$ 4,497,770.00

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FANDL - FIRST AMERICAN FUNDS	90.	90.
US TREASURY INTEREST	2.	2.
TOTAL	<u>92.</u>	<u>92.</u>

ATTACHMENT 2

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

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BOND AND NOTE INTEREST DIVIDENDS	146,269. 362,453.	146,269. 362,453.
TOTAL	<u>508,722.</u>	<u>508,722.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
IRS REFUND	429.	
TOTALS	429.	

ATTACHMENT 4

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
OTHER LEGAL FEES	1,685.			1,685.
TOTALS	<u>1,685.</u>			<u>1,685.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
INVESTMENT COUNSEL FEES	82,978.	82,978.	
TOTALS	<u>82,978.</u>	<u>82,978.</u>	

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
2012/2013 ESTIMATED TAXES	6,100.		
2011/2012 TAX DUE	22,722.		
FOREIGN TAXES	1,351.	1,351.	
TOTALS	<u>30,173.</u>	<u>1,351.</u>	

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCK - SEE ATTACHED SCHEDULE.	12,931,567.	15,243,404.
LESS 1200 SHS EXXON MOBIL PREFERRED STOCK - SEE ATTD SCH	131,150.	170,357.
MUTUAL FUNDS - SEE ATTACHED SCHEDULE.	772,412.	854,399.
EQUITY ETFS - SEE ATTACHED SCHEDULE.	1,134,369.	1,241,548.
TAXABLE BOND ETFS - SEE ATTD SCHEDULE.	379,521.	388,731.
TOTALS	<u>15,349,019.</u>	<u>17,898,439.</u>

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
CORPORATE BONDS & NOTES--SEE ATTACHED SCHEDULE.	2,926,506.	3,142,026.
TOTALS	<u>2,926,506.</u>	<u>3,142,026.</u>

SUMMARY OF INVESTMENTS

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MELITTA S. PICK CHARITABLE TRUST

ACCT M09175

ASSETS HELD 01/31/2013
VALUED AS OF 01/31/2013

	-----BOOK VALUE-----		-----MARKET VALUE-----		EST/ANN
	BOOK VALUE	PERCENT YIELD	MARKET VALUE	PERCENT YIELD	INCOME
	-----	-----	-----	-----	-----
CASH & EQUIVALENTS					

PRINCIPAL CASH	4,480,758.54	24.10 0.00	4,480,758.54	20.98 0.00	0
INCOME CASH	4,480,758.54-	24.10-	4,480,758.54-	20.98-	0
MONEY MARKET FUNDS	320,634.93	1.72 0.02	320,634.93	1.50 0.02	49
TOTAL CASH & EQUIVALENTS	320,634.93	1.72 0.02	320,634.93	1.50 0.02	49
OTHER BONDS					

CORPORATE BOND & NOTES	2,926,506.00	15.74 4.53	3,142,026.00	14.71 4.22	132,550
STOCKS					

COMMON STOCK	12,931,567.37	69.54 2.38	15,243,403.55	71.36 2.02	308,402
PREFERRED STOCK	131,149.55	0.71 2.41	170,357.20	0.80 1.86	3,160
TOTAL STOCKS	13,062,716.92	70.24 2.39	15,413,760.75	72.16 2.02	311,562
MUTUAL FUNDS					

EQUITY MUTUAL FUNDS	772,411.66	4.15 4.17	854,399.06	4.00 3.77	32,233
EQUITY ETFs	1,134,369.45	6.10 3.67	1,241,547.64	5.81 3.36	41,681
TAXABLE BOND ETFs	379,520.80	2.04 6.74	388,730.50	1.82 6.58	25,564
TOTAL MUTUAL FUNDS	2,286,301.91	12.29 4.35	2,484,677.20	11.63 4.00	99,478
SUMMARY					
=====					
TOTAL FUND	18,596,159.76	100.00 2.92	21,361,098.88	100.00 2.54	543,639

SCHEDULE OF INVESTMENTS

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MELITTA S. PICK CHARITABLE TRUST

ACCT M09175

ASSETS HELD 01/31/2013
VALUED AS OF 01/31/2013

UNITS	DESCRIPTION	LATEST ACQ DATE	UNIT TAX COST	TAX COST	CURRENT PRICE	MARKET VALUE	EST INC	YIELD
	PRINCIPAL CASH			4,480,758.54		4,480,758.54	0	
	INCOME CASH			4,480,758.54-		4,480,758.54-	0	
	TOTAL CASH			0.00*		0.00*	0*	
	MONEY MARKET FUNDS							
	=====							
	FIRST AMERICAN FUNDS TREASURY			13,571.38		13,571.38	0	0.0
	OBLIGATIONS - CLASS Z							
	FIRST AMERICAN FUNDS GOVERNMENT			307,063.55		307,063.55	49	0.0
	OBLIGATIONS - CLASS Z							
	TOTAL MONEY MARKET FUNDS			320,634.93*		320,634.93*	49*	0.0*
	CORPORATE BOND & NOTES							
	=====							
300,000	CAMPBELL SOUP CO SR NT	03/21/2011	101.46	304,365.00	107.032	321,096.00	9,150	2.8
	07/15/2017							
300,000	CISCO SYS INC SR NT	03/21/2011	104.13	312,375.00	114.867	344,601.00	13,350	3.9
	01/01/2020							
200,000	COLGATE PALMOLIVE CO MTNS BE FR	11/17/2006	99.90	199,794.00	115.746	231,492.00	10,400	4.5
	5.2% 11/07/2016							
200,000	GENERAL ELEC CO	11/16/2006	99.00	197,992.00	100.00	200,000.00	10,000	5.0
300,000	GENERAL ELEC CAP CORP MTN BE SR	09/05/2008	100.12	300,348.00	101.094	303,282.00	14,400	4.7
	NT 4.8% 05/01/2013							
200,000	GOLDMAN NOTE 5.35% 01/15/2016	12/06/2006	100.61	201,220.00	110.578	221,156.00	10,700	4.8
300,000	MERCK & CO INC NT	09/09/2008	102.00	306,000.00	108.613	325,839.00	14,250	4.4
	03/01/2015							
200,000	MERRILL LYNCH CO INC MTN	01/03/2007	101.12	202,234.00	105.682	211,364.00	10,900	5.2
	BE FR 5.45% 07/15/2014							
300,000	PEPSICO INC SR NT	09/10/2008	101.00	302,988.00	117.882	353,646.00	15,000	4.2
	06/01/2018							
200,000	PROCTER & GAMBLE NOTE 4.95%	12/06/2006	99.46	198,926.00	106.987	213,974.00	9,900	4.6
	08/15/2014							
200,000	3M CO MEDIUM TERM NTS BK ENTRY	08/20/2008	100.38	200,754.00	102.193	204,386.00	8,750	4.3
	4.375% 08/15/2013							
200,000	VODAFONE GROUP PLC NEW NT	03/10/2011	99.76	199,510.00	105.595	211,190.00	5,750	2.7
	2.875% 03/16/2016							

SCHEDULE OF INVESTMENTS

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MELITTA S. PICK CHARITABLE TRUST

ACCT M09175

ASSETS HELD 01/31/2013
VALUED AS OF 01/31/2013

UNITS	DESCRIPTION	LATEST ACQ DATE	UNIT TAX COST	TAX COST	CURRENT PRICE	MARKET VALUE	EST INC	YIELD
	TOTAL CORPORATE BOND & NOTES			2,926,506.00*		3,142,026.00*	132,550*	4.2*
	COMMON STOCK							
	=====							
3,500	AT&T INC	10/25/2012	31.05	108,670.00	34.79	121,765.00	6,300	5.2
2,225	ABBOTT LABORATORIES	12/02/2011	25.80	57,404.61	33.88	75,383.00	1,246	1.7
2,225	ABBVIE INC	12/02/2011	27.98	62,250.39	36.69	81,635.25	3,560	4.4
749	ALEXION PHARMACEUTICALS INC	08/21/2012	101.70	76,173.23	93.99	70,398.51	0	
3,051	ALLERGAN INC		91.72	279,835.10	105.01	320,385.51	610	0.2
3,360	ALTRIA GROUP INC	06/13/2012	32.59	109,505.93	33.68	113,164.80	5,914	5.2
660	AMAZON.COM INC	06/13/2012	214.92	141,850.30	265 1/2	175,230.00	0	
1,300	AMERICAN ELECTRIC POWER CO., INC.	06/04/2012	38.48	50,023.87	45.29	58,877.00	2,444	4 2
2,720	AMERICAN TOWER REIT	06/13/2012	65.19	177,304.02	76.15	207,128.00	2,611	1.3
2,151	AMETEK INC NEW	03/23/2011	27.86	59,931.02	40.99	88,169.49	516	0.6
1,627	APPLE INC.		447.78	728,543.44	455.49	741,082.23	17,246	2.3
4,000	BARRICK GOLD CORPORATION	01/23/2013	34.35	137,390.80	31.92	127,680.00	3,200	2.5
349	BIOGEN IDEC INC	10/03/2012	152.13	53,094.49	156.08	54,471.92	0	
1,981	BLACKROCK INC		171.48	339,706.94	236.28	468,070.68	13,312	2.8
3,000	BRISTOL-MYERS SQUIBB CO	08/08/2012	27.77	83,295.70	36.14	108,420.00	4,200	3.9
364	CF INDS HLDGS INC	04/03/2012	187.19	68,137.16	229.17	83,417.88	582	0.7
3,100	CME GROUP INC	06/13/2012	54.33	168,432.70	57.84	179,304.00	5,580	3.1
1,650	CVS CORPORATION	06/07/2012	44.81	73,936.34	51.20	84,480.00	1,485	1.8
1,020	CATERPILLAR INC	04/25/2012	100.31	102,318.03	98.39	100,357.80	2,122	2.1
1,564	CELGENE CORP	11/28/2011	64.10	100,257.16	98.96	154,773.44	0	
1,581	CERNER CORPORATION	08/24/2012	73.44	116,101.59	82.55	130,511.55	0	
1,800	CHEVRON CORP NEW	09/13/2012	103.11	185,598.04	115.15	207,270.00	6,480	3.1
8,500	CISCO SYSTEMS, INC.	07/24/2012	16.16	137,334.70	20.57	174,845.00	4,760	2.7
1,272	COACH INC	09/13/2011	54.72	69,608.35	51	64,872.00	1,526	2.4
2,223	COGNIZANT TECH SOL CL A	11/12/2012	68.44	152,131.40	78.18	173,794.14	0	
3,960	COLFAX CORP	06/13/2012	28.63	113,389.45	44.61	176,655.60	0	
7,500	COMPANHIA ENERGETICA DE MINAS SP N-V PFD ADR	01/08/2013	10.18	76,356.75	10.98	82,350.00	4,433	5.4
769	COSTCO WHOLESALE CORP	12/12/2012	98.16	75,486.72	102.34	78,699.46	846	1.1
4,765	DANAHER CORPORATION		50.93	242,684.28	59.93	285,566.45	477	0.2
1,240	DAVITA INCORPORATED	11/13/2012	110.86	137,465.60	115.41	143,108.40	0	
1,142	DIAGEO PLC SPONS ADR NEW	12/16/2011	84.01	95,943.59	119.30	136,240.60	3,168	2.3
3,900	DISCOVERY COMMUNICATNS NEW SER A	06/13/2012	50.17	195,645.06	69.38	270,582.00	0	
2,300	E. I. DU PONT DE NEMOURS & CO	12/09/2011	45.33	104,253.29	47.45	109,135.00	3,956	3.6
1,200	DUKE ENERGY CORP NEW	11/21/2012	60.72	72,865.56	68.74	82,488.00	3,672	4.5
2,240	EQT CORP	06/13/2012	45.42	101,731.84	59.41	133,078.40	269	0.2

SCHEDULE OF INVESTMENTS

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MELITTA S. PICK CHARITABLE TRUST

ACCT M09175

ASSETS HELD 01/31/2013
VALUED AS OF 01/31/2013

UNITS	DESCRIPTION	LATEST ACQ DATE	UNIT TAX COST	TAX COST	CURRENT PRICE	MARKET VALUE	EST INC	YIELD
1,600	ECOLAB INC	06/21/2012	65.07	104,104.72	72.40	115,840.00	1,472	1.3
3,440	EXPRESS SCRIPTS HLDG CO	06/13/2012	52.31	179,936.60	53.42	183,764.80	0	
2,525	EXXON MOBIL CORP		78.23	197,524.46	89.97	227,174.25	5,757	2.5
2,310	FOOT LOCKER INC	10/19/2011	22.00	50,827.62	34.35	79,348.50	1,663	2.1
4,372	GENERAL ELECTRIC COMPANY	01/02/2013	21.27	93,003.37	22.28	97,408.16	3,323	3.4
425	GOOGLE INC		588.67	250,186.11	755.69	321,168.25	0	
1,860	H.J. HEINZ COMPANY	06/13/2012	53.28	99,102.28	60.63	112,771.80	3,832	3.4
1,214	HERSHEY FOODS CORPORATION	06/26/2012	70.24	85,270.15	79.45	96,452.30	2,040	2.1
1,880	HOME DEPOT INC.	06/26/2012	52.10	97,951.38	66.92	125,809.60	2,181	1.7
800	IHS INC CL A	12/03/2012	92.64	74,108.72	102.90	82,320.00	0	
6,000	INTEL CORPORATION	08/19/2011	20.65	123,878.20	21.04	126,240.00	5,400	4.3
700	INTERNATIONAL BUSINESS MACHINES CORP.	06/05/2008	128.15	89,702.97	203.07	142,149.00	2,380	1.7
164	INTUITIVE SURGICAL INC	12/15/2011	427.28	70,074.08	574.38	94,198.32	0	
8,060	J.P.MORGAN CHASE & CO		33.14	267,116.76	47.05	379,223.00	9,672	2.6
4,500	KINDER MORGAN INC DEL	11/21/2012	34.08	153,361.29	37.46	168,570.00	6,660	4.0
1,600	KOHL'S CORPORATION	12/04/2012	43.95	70,325.28	46.29	74,064.00	2,048	2.8
2,500	KRAFT FOODS GROUP INC	11/26/2012	44.04	110,092.44	46.22	115,550.00	5,000	4.3
1,150	ESTEE LAUDER COMPANIES INC.	05/22/2012	54.94	63,178.01	60.93	70,069.50	828	1.2
440	LINKEDIN CORP CL A	06/13/2012	93.69	41,223.60	123.79	54,467.60	0	
2,716	MACYS INC	06/19/2012	37.13	100,836.66	39.51	107,309.16	2,173	2.0
2,780	MARATHON PETE CORP	05/01/2012	34.08	94,754.30	74.21	206,303.80	3,892	1.9
619	MASTERCARD INC		378.82	234,491.06	518.40	320,889.60	743	0.2
1,400	MCDONALD'S CORPORATION	05/09/2012	93.48	130,868.00	95.29	133,406.00	4,312	3.2
2,320	MEAD JOHNSON NUTRITION CO	06/13/2012	80.84	187,553.09	76	176,320.00	2,784	1.6
2,640	MERCK & CO INC NEW	06/13/2012	38.05	100,445.93	43 1/4	114,180.00	4,541	4.0
2,250	METLIFE INC.	12/18/2012	32.69	73,546.65	37.34	84,015.00	1,665	2.0
9,370	MICROSOFT CORPORATION		27.53	257,927.11	27.45	257,206.50	8,620	3.4
5,000	NTT DOCOMO INC SPONS ADR ADR	01/18/2013	14.75	73,770.00	15.17	75,850.00	3,305	4.4
985	NATIONAL OILWELL VARCO, INC.	09/04/2012	78.24	77,068.57	74.14	73,027.90	512	0.7
1,410	NORDSTROM INC	04/12/2011	46.30	65,279.47	55.23	77,874.30	1,523	2.0
860	NOVO NORDISK ADR	06/13/2012	133.94	115,187.20	184.35	158,541.00	1,576	1.0
1,100	OIL STS INTL INC	08/22/2011	67.61	74,375.69	77.58	85,338.00	0	
3,991	ONEOK INC NEW		42.02	167,704.08	47.01	187,616.91	5,747	3.1
3,528	ORACLE CORP	09/13/2011	21.94	77,392.92	35.51	125,279.28	847	0.7
3,000	PNC FINANCIAL SERVICES GROUP INC	07/18/2012	53.21	159,618.08	61.80	185,400.00	4,800	2.6
4,500	Pfizer Inc	08/19/2011	17.79	80,055.00	27.28	122,760.00	4,320	3.5
1,158	PHILIP MORRIS INTL INC	06/28/2012	85.09	98,535.55	88.16	102,089.28	3,937	3.9
2,480	T ROWE PRICE GROUP INC	06/13/2012	57.22	141,894.56	71.41	177,096.80	3,373	1.9
200	PRICELINE .COM INCORPORATED	06/13/2012	636.72	127,344.97	685.47	137,094.00	0	
1,800	PROCTER & GAMBLE COMPANY	02/03/2012	62.44	112,385.33	75.16	135,288.00	4,046	3.0
5,080	QUALCOMM INC INC		53.54	271,984.85	66.02	335,381.60	5,080	1.5
3,000	ROBERT HALF INTERNATIONAL INC.	08/19/2011	21.37	64,120.20	35.24	105,720.00	1,800	1.7
1,840	ROPER INDS INC NEW	06/13/2012	98.72	181,639.65	117.45	216,108.00	1,214	0.6

SCHEDULE OF INVESTMENTS

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MELITTA S. PICK CHARITABLE TRUST

ACCT M09175

ASSETS HELD 01/31/2013
VALUED AS OF 01/31/2013

UNITS	DESCRIPTION	LATEST ACQ DATE	UNIT TAX COST	TAX COST	CURRENT PRICE	MARKET VALUE	EST INC	YIELD
1,478	ROSS STORES INC	06/26/2012	66.35	98,069.14	59.70	88,236.60	828	0.9
1,400	ROYAL DUTCH SHELL PLC	02/06/2012	72.67	101,738.00	72.72	101,808.00	4,816	4.7
3,734	SALLY BEAUTY HLDGS INC	11/02/2011	19.35	72,234.23	26.54	99,100.36	1,942	2.0
1,068	SCHLUMBERGER LIMITED	09/04/2012	71.58	76,447.12	78.05	83,357.40	1,335	1.6
502	SIMON PROPERTY GROUP INC (NEW)	05/01/2012	158.46	79,549.33	160.18	80,410.36	2,209	2.7
2,600	SPECTRA ENERGY CORP	01/28/2013	27.18	70,668.00	27.78	72,228.00	3,172	4.4
1,100	STANLEY BLACK & DECKER INC	10/25/2012	68.52	75,370.02	76.83	84,513.00	2,156	2.6
1,470	STARBUCKS CORPORATION	12/21/2012	53.48	78,621.19	56.12	82,496.40	1,235	1.5
5,000	STARWOOD PPTY TR INC	11/19/2012	22.72	113,575.00	25.64	128,200.00	8,800	6.9
1,090	TERADATA CORP DEL	10/04/2012	70.42	76,754.66	66.66	72,659.40	0	
3,875	TEVA PHARMACEUTICAL INDUSTRIES LTD ADR	01/02/2013	38.28	148,349.98	37.99	147,211.25	3,116	2.1
2,280	TIME WARNER CABLE INC	06/13/2012	76.33	174,021.35	89.34	203,695.20	5,928	2.9
1,700	TIMKEN COMPANY	09/26/2011	31.89	54,215.66	53.61	91,137.00	1,564	1.7
790	TRACTOR SUPPLY CO	10/04/2012	91.77	72,498.89	103.67	81,899.30	632	0.8
388	TRANSIDGM GROUP INC	06/12/2012	126.84	49,213.73	135.44	52,550.72	0	
4,500	US BANCORP DEL	12/05/2011	22.26	100,187.81	33.10	148,950.00	3,510	2.4
2,467	VALERO ENERGY CORP	12/02/2011	22.88	56,434.85	43.73	107,881.91	1,974	1.8
503	VISA INC CL A	09/04/2012	128.74	64,756.17	157.91	79,428.73	664	0.8
7,000	VODAFONE GROUP PLC NEW SPONS ADR NEW	09/06/2012	26.80	187,595.20	27.32	191,240.00	10,493	5.5
1,400	WAL-MART STORES INC.	09/14/2011	52.44	73,418.00	69.95	97,930.00	2,226	2.3
7,029	WELLS FARGO COMPANY (NEW)	12/28/2011	29.31	205,991.54	34.83	244,820.07	7,029	2.9
788	WHOLE FOODS MARKET INC	06/19/2012	68.82	54,227.13	96 1/4	75,845.00	630	0.8
1,901	WYNDHAM WORLDWIDE CORP COM	11/12/2012	52.74	100,260.07	55.79	106,056.79	1,749	1.6
2,208	ACCENTURE PLC IRELAND SHS CLASS A ADR	06/13/2012	63.47	140,140.50	71.89	158,733.12	3,577	2.3
2,220	COVIDIEN PLC SHS	06/13/2012	51.83	115,051.61	62.34	138,394.80	2,309	1.7
3,000	EATON CORP PLC SHS ADR	11/30/2012	51.95	155,835.00	56.95	170,850.00	4,560	2.7
1,500	ENSCO PLC SHS CLASS A ADR	09/13/2011	44.48	66,713.04	63.57	95,355.00	2,250	2.4
1,014	MICHAEL KORS HLDGS LTD SHS ADR	10/03/2012	52.96	53,698.60	56.13	56,915.82	0	
1,800	SEADRILL LIMITED SHS ADR	09/19/2012	39.74	71,527.14	39.68	71,424.00	6,120	8.6
	TOTAL COMMON STOCK			12,931,567.37*		15,243,403.55*	308,405*	2.0*
	PREFERRED STOCK							
	=====							
3,620	COMPANHIA DE BEBIDAS DAS AMER AMBEV SPONSORED ADR REPSTG PREFERRED STOCK	06/13/2012	36.23	131,149.55	47.06	170,357.20	3,160	1.9

SCHEDULE OF INVESTMENTS

PAGE 6

MELITTA S. PICK CHARITABLE TRUST

ACCT M09175

ASSETS HELD 01/31/2013
VALUED AS OF 01/31/2013

UNITS	DESCRIPTION	LATEST ACQ DATE	UNIT TAX COST	TAX COST	CURRENT PRICE	MARKET VALUE	EST INC	YIELD
	EQUITY MUTUAL FUNDS							
	=====							
23,357	VANGUARD TAX-MANAGED FD EUROPE PAC ETF	10/16/2012	33.07	772,411.66	36.58	854,399.06	32,233	3.8
	EQUITY ETFS							
	=====							
23,500	ALPS ETF TR ALERIAN MLP	08/09/2012	16.36	384,390.00	17.29	406,315.00	23,406	5.8
18,744	VANGUARD EMERGING MARKETS ETF	10/16/2012	40.01	749,979.45	44.56	835,232.64	18,275	2.2
	TOTAL EQUITY ETFS			1,134,369.45*		1,241,547.64*	41,681*	3.4*
	TAXABLE BOND ETFS							
	=====							
4,150	ISHARES TR HIGH YLD CORP	08/09/2012	91.45	379,520.80	93.67	388,730.50	25,564	6.6
	FUND			18,596,159.76*		21,361,098.88*	543,642*	2.5*

ATTACHMENT 10FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

ROUNDING ADJUSTMENT

1.

TOTAL

1.

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 11

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
JOAN M PICK 1992 TRUST C/O FOLEY & LARDNER LLP, 777 E WISCONSIN MILWAUKEE, WI 53202	05/25/2012	11,986.
JOAN M PICK 1992 TRUST C/O FOLEY & LARDNER LLP, 777 E WISCONSIN MILWAUKEE, WI 53202	05/25/2012	4,497,770.
TOTAL CONTRIBUTION AMOUNTS		<u>4,509,756.</u>

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

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
GEORGE A. DIONISOPOULOS 777 E. WISCONSIN AVE. MILWAUKEE, WI 53202	TRUSTEE 1.00	50,000.	0	0
JOAN M. PICK 604 MIDLAND AVENUE WEST BEND, WI 53095	TRUSTEE 1.00	0	0	0
RICHARD S. GALLAGHER 777 E. WISCONSIN AVE. MILWAUKEE, WI 53202	TRUSTEE 1.00	50,000.	0	0
GRAND TOTALS		100,000.	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

GEORGE A. DIONISOPOULOS
777 E. WISCONSIN AVENUE
MILWAUKEE, WI 53202-5306
414-297-5750

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

NO PARTICULAR FORM IS REQUIRED BUT APPLICATIONS SHOULD BE IN WRITING
TO RECEIVE CONSIDERATION.

ATTACHMENT 15990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

GRANTS ARE GIVEN TO ORGANIZATIONS AND NOT INDIVIDUALS. THE FOUNDATION'S PRESENT PLANS PRECLUDE EXTENSIVE CONSIDERATION OF UNSOLICITED REQUESTS.

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

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION STATUS OF RECIPIENT			
SEE ATTACHED SCHEDULE	NONE		UNRESTRICTED GRANTS	1,699,000.
	PUBLIC CHARITIES			
			TOTAL CONTRIBUTIONS PAID	1,699,000.

MELITTA S PICK CHARITABLE TRUST
 EIN 23-7243490
 Attachment to Form 990-PF for Fiscal Year Ending January 31, 2013

Part XV, Line 3(a) - Contributions

Above the Clouds, Milwaukee, WI	5,000 00
American Red Cross, Dallas, TX	10,000 00
Audio & Braille Literacy Enhancement, Inc , Milwaukee, WI	6,000 00
Bay Lakes Council - Boy Scouts of America, Menasha, WI	5,000 00
Big Brothers/Big Sisters of Sheboygan County, Sheboygan, WI	5,000 00
Big Brothers/Big Sisters of Washington County, West Bend, WI	7,500.00
Camp Anokijig, Friends of, Plymouth, WI	5,000 00
Cedar Community Foundation, Inc , West Bend, WI	25,000 00
Center for Deaf-Blind Persons, Inc., Milwaukee, WI	5,000 00
Citizen Advocacy Program of Washington County, West Bend, WI	5,000 00
Dr James E Albrecht Free Clinic Inc , West Bend, WI	5,000 00
Family Center of Washington County, West Bend, WI	5,000 00
Friends of Froedtert Hospital Foundation, Inc , Milwaukee, WI	10,000 00
Girl Scouts of Wisconsin Southeast, Inc , Milwaukee, WI	5,000 00
Hunger Task Force of Milwaukee, Milwaukee, WI	20,000 00
Juvenile Diabetes Research Foundation, New York, NY	50,000 00
Kettle Moraine YMCA, Inc , West Bend, WI	30,000 00
Literacy Services of Wisconsin, Inc , Milwaukee, WI	10,000 00
Milwaukee Art Museum, Milwaukee, WI	100,000 00
Milwaukee Institute of Art & Design, Milwaukee, WI	10,000 00
Milwaukee Public Museum, Milwaukee, WI	100,000 00
Milwaukee School of Engineering, Milwaukee, WI	15,000 00
Milwaukee Symphony Orchestra, Inc , Milwaukee, WI	80,000 00
Neighborhood House of Milwaukee, Milwaukee, WI	35,000 00
Old World Wisconsin Foundation, Inc , Eagle, WI	25,000 00
Ozaukee Family Services, Cedarburg, WI	20,000 00
Planned Parenthood Association of Washington County, West Bend, WI	4,000 00
Prevent Blindness Wisconsin, Milwaukee, WI	5,000 00
Riveredge Nature Center, Inc , Newburg, WI	10,000 00
St Benedict the Moor, Milwaukee, WI	15,000 00
St Louis Children's Hospital Foundation, St Louis, MO	10,000 00
The Salvation Army, Sheboygan, WI	20,000 00
Senior Citizens Activities, Inc , West Bend, WI	1,000 00
Sheboygan & Plymouth Area United Way, Inc , Sheboygan, WI	10,000 00
Sheboygan County YMCA, Sheboygan, WI	15,000 00
Weill Center Foundation Inc., Sheboygan, WI	7,500 00
Threshold, Inc , West Bend, WI	5,000 00
United Performing Arts Fund, Milwaukee, WI	100,000 00
United Way of Washington County, West Bend, WI	50,000 00
Volunteer Center of Washington County, West Bend, WI	5,000.00
Washington County Historical Society, West Bend, WI	38,000 00
Washington County Humane Society, Inc , Slinger, WI	5,000 00
West Bend Community Foundation (Museum of Wisconsin Art Endowment Fund), West Bend, WI	200,000 00
West Bend Community Foundation (Museum of Wisconsin Art Operating Fund), West Bend, WI	600,000 00
Total	1,699,000 00

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 17

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WEST BEND COMMUNITY FOUNDATION WEST BEND, WI	NONE PUBLIC CHARITY	UNRESTRICTED GRANT	800,000.
WEILL CENTER FOUNDATION INC. SHEBOYGAN, WI	NONE PUBLIC CHARITY	UNRESTRICTED GRANT	15,000.
KETTLE MORaine YMCA, INC. WEST BEND, WI	NONE PUBLIC CHARITY	UNRESTRICTED GRANT	30,000.
TOTAL CONTRIBUTIONS APPROVED			845,000.