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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

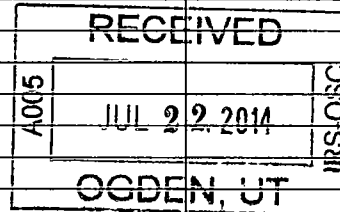
For calendar year 2012 or tax year beginning

09/01, 2012, and ending

08/31, 2013

Name of foundation HELEN BADER FOUNDATION, INC.		A Employer identification number 39-1710914
Number and street (or P O box number if mail is not delivered to street address) 233 NORTH WATER STREET FOURTH FLOOR		B Telephone number (see instructions) (414) 224-6464
City or town, state, and ZIP code MILWAUKEE, WI 53202		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change	D 1 Foreign organizations check here ☐ 2 Foreign organizations meeting the 85% test check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 16,554,789.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
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)		20,611,800.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		10,356.	10,356.		
4 Dividends and interest from securities			187,685.		
5 a Gross rents					
b Net rental income or (loss)					
6 a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)					
8 Net short-term capital gain					
9 Income modifications					
10 a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)		-173.	45,915.		
12 Total. Add lines 1 through 11		20,621,983.	243,956.		
13 Compensation of officers, directors, trustees, etc		429,743.			429,743.
14 Other employee salaries and wages		648,298.			648,298.
15 Pension plans, employee benefits		209,290.			209,290.
16 a Legal fees (attach schedule)		23,675.	50.		23,625.
b Accounting fees (attach schedule)		13,500.			13,500.
c Other professional fees (attach schedule)		4,320.			4,320.
17 Interest					
18 Taxes (attach schedule) (see instructions)					
19 Depreciation (attach schedule) and depletion		35,083.			
20 Occupancy		189,253.			189,253.
21 Travel, conferences, and meetings		148,601.			148,601.
22 Printing and publications		79,912.			79,912.
23 Other expenses (attach schedule)		155,120.	259,511.		155,120.
24 Total operating and administrative expenses. Add lines 13 through 23		1,936,795.	259,561.		1,901,662.
25 Contributions, gifts, grants paid		11,143,520.			11,143,520.
26 Total expenses and disbursements. Add lines 24 and 25		13,080,315.	259,561.		13,045,182.
27 Subtract line 26 from line 12		7,541,668.			
a Excess of revenue over expenses and disbursements			0		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					



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Revenue

Operating and Administrative Expenses

6/8
17

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		6,713.	6,664.	6,664.
	2	Savings and temporary cash investments		1,416,276.	6,902,800.	6,902,800.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)				
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶ (attach schedule)				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)				
14		Land, buildings, and equipment basis ▶	856,037.			
		Less: accumulated depreciation ▶ (attach schedule)	668,230.			
15		Other assets (describe ▶)		149,231.	187,807.	187,807.
				7,431,092.	9,457,518.	9,457,518.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		9,003,312.	16,554,789.	16,554,789.
Net Assets or Fund Balances		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)		9,003,312.	16,554,789.		
31	Total liabilities and net assets/fund balances (see instructions)		9,003,312.	16,554,789.		

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	9,003,312.
2	Enter amount from Part I, line 27a	2	7,541,668.
3	Other increases not included in line 2 (itemize) ▶	3	9,809.
4	Add lines 1, 2, and 3	4	16,554,789.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	16,554,789.

Form 990-PF (2012)

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	-1,003,230.	
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	15,617,057.	2,256,206.	6.921822
2010	11,018,444.	3,554,448.	3.099903
2009	12,479,135.	2,768,887.	4.506914
2008	14,131,053.	4,308,568.	3.279756
2007	15,689,938.	4,095,327.	3.831181
2 Total of line 1, column (d)			2 21.639576
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 4.327915
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 3,157,114.
5 Multiply line 4 by line 3			5 13,663,721.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6
7 Add lines 5 and 6			7 13,663,721.
8 Enter qualifying distributions from Part XII, line 4			8 15,144,109.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1		1	0
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			
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	0
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	0
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 10,465.		
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	10,465.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	10,465.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	10,465. 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		X

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?	13	X	
Website address WWW.HBF.ORG				
14	The books are in care of LISA HILLER Telephone no 414-224-6464			
	Located at 233 N WATER ST, 4TH FLOOR 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
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? If "Yes," list the years	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	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?	☐ 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

Form 990-PF (2012)

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** ☒ X

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** ☒ X

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 **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT		429,743.	74,296.	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
HELEN RAMON	PROGRAM OFFICER			
MILWAUKEE, WI	40.00	97,020.	26,537.	0
JERRY ROBERTS	PROGRAM OFFICER			
MILWAUKEE, WI	40.00	93,559.	15,192.	0
ROBERT TOBON	COMMUNICATIONS DIR			
MILWAUKEE, WI	40.00	86,040.	9,544.	0
KIM THAO	OFFICE MANAGER			
MILWAUKEE, WI	40.00	75,165.	5,984.	0
BRIAN REPINSKI	NETWORK ADMIN			
MILWAUKEE, WI	40.00	68,987.	18,407.	0

Total number of other employees paid over \$50,000 ☒ **2**

Form 990-PF (2012)

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
SEE ATTACHED SCHEDULE		72,847.
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 SEE ATTACHED SCHEDULE.	33,911.
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 INVESTMENT IN GENERATION GROWTH CAPITAL FUND II, LP FOR CHARITABLE PURPOSE.	1,287,153.
2 INVESTMENT IN GENERATION GROWTH CAPITAL FUND I, LP FOR CHARITABLE PURPOSE.	360,649.
All other program-related investments See instructions	
3 SEE ATTACHED SCHEDULE	451,125.
Total. Add lines 1 through 3	2,098,927.

Form 990-PF (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	
b	Average of monthly cash balances	1b	3,205,192.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,205,192.
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	3,205,192.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	48,078.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,157,114.
6	Minimum investment return. Enter 5% of line 5	6	157,856.

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	157,856.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	157,856.
4	Recoveries of amounts treated as qualifying distributions	4	82,308.
5	Add lines 3 and 4	5	240,164.
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	240,164.

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	13,045,182.
b	Program-related investments - total from Part IX-B	1b	2,098,927.
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	15,144,109.
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	15,144,109.

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				240,164.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 10 20 09 20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007 7,599,736.				
b From 2008 1,150,026.				
c From 2009 1,322,956.				
d From 2010				
e From 2011				
f Total of lines 3a through e	10,072,718.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 15,144,109.				
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				240,164.
e Remaining amount distributed out of corpus	14,903,945.			
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	24,976,663.			
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)	* 20,611,800.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,891,881.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,472,982.			
10 Analysis of line 9				
a Excess from 2008 1,150,026.				
b Excess from 2009 1,322,956.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

*Distributions out of corpus apply to all pass-through grants as follows:

Form 990-PF (2012)

\$16,700,000 under §4942(g)(3); \$3,911,800 under §170(b)(1)(F)

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

NOT APPLICABLE

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)

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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)(iv)					
(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

ATCH

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

SEE STATEMENT

c Any submission deadlines

SEE STATEMENT

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

SEE STATEMENT

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE				11,143,520.
Total			▶ 3a	11,143,520.
b <i>Approved for future payment</i> SEE ATTACHED SCHEDULE				8,245,200.
Total			▶ 3b	8,245,200.

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) 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	10,356.	
4	Dividends and interest from securities					
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					
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a SEE STMT				-173.	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e)				10,183.	
13	Total Add line 12, columns (b), (d), and (e)				13	10,183.

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

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

2012

Name of the organization

HELEN BADER FOUNDATION, INC.

Employer identification number

39-1710914

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 **HELEN BADER FOUNDATION, INC.**Employer identification number
39-1710914**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	DANIEL BADER CHARITABLE TRUST C/O FOLEY & LARDNER LLP, 777 E WISCONSIN MILWAUKEE, WI 53202	\$ 8,350,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	DAVID BADER CHARITABLE TRUST C/O FOLEY & LARDNER LLP, 777 E. WISCONSIN MILWAUKEE, WI 53202	\$ 8,350,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	ALFRED R. BADER 2961 N. SHEPARD AVE. MILWAUKEE, WI 53211	\$ 3,911,800.	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)

Name of organization **HELEN BADER FOUNDATION, INC.**

Employer identification number

39-1710914**Part II** Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed

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

Name of organization HELEN BADER FOUNDATION, INC.

Employer identification number

39-1710914

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

Helen Bader Foundation, Inc
EIN 39-1710914
Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part I, Line 1 - Contributions Received

Date	Donor & Description	Amount
	Daniel Bader Charitable Trust c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202	
9/5/2012	Cash	\$ 400,000
10/22/2012	Cash	500,000
12/4/2012	Cash	3,200,000
6/21/2013	Cash	1,000,000
6/27/2013	Cash	250,000
8/19/2013	Cash	2,700,000
8/21/2013	Cash	300,000
	Total	<u>\$ 8,350,000</u>
	David Bader Charitable Trust c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202	
9/5/2012	Cash	\$ 400,000
10/22/2012	Cash	500,000
12/4/2012	Cash	3,200,000
6/21/2013	Cash	1,000,000
6/27/2013	Cash	250,000
8/19/2013	Cash	2,700,000
8/21/2013	Cash	300,000
	Total	<u>\$ 8,350,000</u>
	Alfred R Bader 2961 N Shepard Avenue Milwaukee, WI 53211	
1/30/2013	Cash	\$ 3,500,000
5/22/2013	Cash	411,800
	Total	<u>\$ 3,911,800</u>
	Total Contributions Received	<u><u>\$ 20,611,800</u></u>

Part I, Line 4 - Dividend & Interest

	(a)	(b)
Generation Growth Capital Fund I LP (Sch K-1)	\$ -	\$ 186,702
Generation Growth Partners I, LLC (Sch K-1)		733
Generation Growth Cap Fd II, LP (Sch K-1)	-	250
Totals	\$ -	\$ 187,685

Part I, Line 11 - Other Income

	(a)	(b)
Generation Growth Capital Fund I LP (Sch K-1)	\$ -	\$ 8,482
Generation Growth Partners I, LLC (Sch K-1)	-	33
Generation Growth Cap Ptnrs II LLC (Sch K-1)	-	53
Generation Growth Cap Fd II, LP (Sch K-1)	-	37,347
Loss on Fixed Assets	(173)	-
Totals	\$ (173)	\$ 45,915

Part I, Line 16(a) - Legal Fees

	(a)	(b)	(d)
Foley & Lardner LLP	\$ 9,370	\$ 50	\$ 9,320
Abramowitz & Abramowitz	6,930	-	6,930
FisherBroyles, LLP	825	-	825
Marsha E. Huff	6,550	-	6,550
Totals	\$ 23,675	\$ 50	\$ 23,625

Part I, Line 16(b) - Accounting Fees

	(a)	(b)	(d)
Komisar Brady & Co , LLP	\$ 13,500	\$ -	\$ 13,500

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

	(a)	(b)	(d)
Program Consulting	\$ 4,320	\$ -	\$ 4,320

Part I, Line 19 - Depreciation

	(a)	(b)
See Attached Schedules		
Audio-Visual Equipment	\$ 5,031	\$ -
Computer Hardware	3,024	-
Office Furniture & Fixtures	15,282	-
Renovation	11,746	-
Telephone System	-	-
Totals	\$ 35,083	\$ -

Asset	d	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
TB: AV EQUIPMENT (TB 150)												
10003	d	MTV32 Custom Black Cart 32	7/17/92	864	0	0	0	864	0	864	0 S/L	60
10004	d	COM2548 Black 42 Kybd Shelf	7/17/92	1,403	0	0	0	1,403	0	1,403	0 S/L	60
10005	d	Kodak AMT Slide Projector	8/31/95	555	0	0	0	555	0	555	0 S/L	60
10006	d	AMX MX40A Wireless Controller	8/31/95	237	0	0	0	237	0	237	0 S/L	60
10007	d	Creston CNL Comp-232 Computer	7/27/98	1,660	0	0	0	1,660	0	1,660	0 S/L	60
10008	d	Creston CNLGE-8 120V Contactr	7/27/98	1,344	0	0	0	1,344	0	1,344	0 S/L	60
10009	d	Creston CLI-120N-4A Dimmer	7/27/98	840	0	0	0	840	0	840	0 S/L	60
10010	d	Creston CLI-120N-4A Dimmer	7/27/98	840	0	0	0	840	0	840	0 S/L	60
10011	d	Creston CLC-6 Enclosure	7/27/98	520	0	0	0	520	0	520	0 S/L	60
10012	d	Draper-Premier 76 5x104 Screen	7/27/98	2,147	0	0	0	2,147	0	2,147	0 S/L	60
10013	d	Draper LVC III + LVCS Switch	7/27/98	209	0	0	0	209	0	209	0 S/L	60
10014	d	Creston CT-1500L Touch Screen	7/27/98	2,100	0	0	0	2,100	0	2,100	0 S/L	60
10015	d	Precision Custom Podium	7/27/98	2,750	0	0	0	2,750	0	2,750	0 S/L	60
10016	d	Alinex VA6855WM Interface	7/27/98	500	0	0	0	500	0	500	0 S/L	60
10017	d	Chief RPA-1200 Ceiling Kit	7/27/98	222	0	0	0	222	0	222	0 S/L	60
10018	d	Extron 60-208-01 SW6A VMX Swt	7/27/98	863	0	0	0	863	0	863	0 S/L	60
10019	d	TOA A-912MK2 Amplifier	7/27/98	650	0	0	0	650	0	650	0 S/L	60
10020	d	Ashly MQX-1310 Equalizer	7/27/98	457	0	0	0	457	0	457	0 S/L	60
10021	d	Sabine FBX-1020 Feedback Suppr	7/27/98	610	0	0	0	610	0	610	0 S/L	60
10022	d	Shure SC14/84 Wireless Mic Kit	7/27/98	762	0	0	0	762	0	762	0 S/L	60
10023	d	Shure SC24/87 Wireless Mic Kit	7/27/98	904	0	0	0	904	0	904	0 S/L	60
10026	d	RDL ST-MX3 Mixer	7/27/98	264	0	0	0	264	0	264	0 S/L	60
10027	d	RDL ST-MX3 Mixer	7/27/98	264	0	0	0	264	0	264	0 S/L	60
10028	d	Coherent XL-100A Conf Master	7/27/98	914	0	0	0	914	0	914	0 S/L	60
10029	d	Gentner 910402015 TX-37A Trans	7/27/98	601	0	0	0	601	0	601	0 S/L	60
10030	d	Mid Atlantic WRK-24SA-27 Rack	7/27/98	610	0	0	0	610	0	610	0 S/L	60
10031	d	Bretford Cr8526-GM Cart	7/27/98	251	0	0	0	251	0	251	0 S/L	60
10032	d	Creston CNMS Master	7/27/98	1,807	0	0	0	1,807	0	1,807	0 S/L	60
10033	d	Creston CNVCP-3 Volume Contrl	7/27/98	527	0	0	0	527	0	527	0 S/L	60
10034	d	Creston CNWM-29A Wall Panel	7/27/98	678	0	0	0	678	0	678	0 S/L	60
10035	d	Creston CNWM-29A Wall Panel	7/27/98	678	0	0	0	678	0	678	0 S/L	60
10036	d	Shure MX418/O Podium Mic	7/27/98	233	0	0	0	233	0	233	0 S/L	60
10037	d	Wireless Handheld MIC	4/23/99	778	0	0	0	778	0	778	0 S/L	60
10038	d	AV Podium Sys-Midwest Visual	5/01/00	4,839	0	0	0	4,839	0	4,839	0 S/L	60
10039	d	Podium - Midwest Visual	5/01/00	2,524	0	0	0	2,524	0	2,524	0 S/L	60
10040	d	Lectum (Henricksen)	4/13/00	908	0	0	0	908	0	908	0 S/L	60
30232	d	Hitachi projectors, microphones, etc	9/09/05	13,257	0	0	0	13,257	0	13,257	0 S/L	50
30233	d	Marantz Digital recorder	10/06/05	2,629	0	0	0	2,629	0	2,629	0 S/L	50
30234	d	Digital camera w/ attachments	10/21/05	1,103	0	0	0	1,103	0	1,103	0 S/L	50
30247	d	Extended warranty on equipment	9/19/06	2,400	0	0	0	2,400	0	2,400	0 S/L	50
30248	d	Dell digital camera PG	12/20/06	250	0	0	0	250	0	250	0 S/L	50
30297	d	HDI Hello Direct Incashua Headst	1/20/10	549	0	0	0	549	109	393	156 S/L	50
30313	d	Presentation Equip	5/01/13	73,831	0c	0	0	4,922	4,922	68,909	S/L	50
AV EQUIPMENT (TB 150)				130,332	0c	0	56,236	5,031	61,267	69,065		
*Less: Dispositions and Transfers				37,792	0	0	37,792	0	37,792	0		
Net AV EQUIPMENT (TB 150)				92,540	0c	0	18,444	5,031	23,475	69,065		

39-1710914

FYE: 8/31/2013

Asset	d	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Value	Book Method	Book Period
TB: COMPUTER HARDWARE (TB 160)												
20005	d	HP 5 Network Printer	10/28/97	1,575	0	0	1,575	0	1,575	0	S/L	6.0
20006	d	HP 551-MX Laserjet Printer	10/28/97	4,030	0	0	4,030	0	4,030	0	S/L	6.0
20007	d	HP Envelope Feeder	10/28/97	375	0	0	375	0	375	0	S/L	6.0
20008	d	HP 8Meg Mmry Kit for 551 Pmtr	10/28/97	410	0	0	410	0	410	0	S/L	6.0
20009	d	HP Laserjet 4000 TN	10/01/98	1,586	0	0	1,586	0	1,586	0	S/L	6.0
20033	d	CPQ 5015 2-tone Flat Monitor	4/10/02	525	0	0	525	0	525	0	S/L	6.0
20034	d	HP LJ 4100N Printer-RH	4/10/02	1,500	0	0	1,500	0	1,500	0	S/L	6.0
20035	d	Dell-2 Servers	9/01/02	2,267	0	0	2,267	0	2,267	0	S/L	6.0
20039	d	Dell Laptop - KD	6/10/04	1,775	0	0	1,775	0	1,775	0	S/L	6.0
20043	d	Dell Computer	1/06/04	2,406	0	0	2,406	0	2,406	0	S/L	6.0
20045	d	Dell TH Computer - Pat G	9/20/04	1,193	0	0	1,193	0	1,193	0	S/L	5.0
20046	d	Dell MV Laptop - PG	12/10/04	1,605	0	0	1,605	0	1,605	0	S/L	5.0
30243	d	Dell laptop HR, TL	5/16/06	2,388	0	0	2,388	0	2,388	0	S/L	5.0
30246	d	Dell laptops SJ	6/18/07	987	0	0	987	0	987	0	S/L	5.0
30252	d	CDW HP tape drive PG	2/20/07	437	0	0	437	0	437	0	S/L	5.0
30274	d	Server	12/03/07	8,425	0	0	8,425	421	8,425	0	S/L	5.0
30275	d	Laptop	12/18/07	1,605	0	0	1,498	107	1,605	0	S/L	5.0
30295	d	Laptop	1/20/09	780	0	0	559	156	715	65	S/L	5.0
30296	d	Laptop memory upgrade - PG	8/07/09	587	0	0	362	117	479	108	S/L	5.0
30298	d	Dell Vostro 3500-56 laptop-BR	2/16/11	589	0	0	177	118	295	294	S/L	5.0
30299	d	Dell Vostro 3500 Fast Track -KT	3/21/11	890	0	0	252	178	430	460	S/L	5.0
30300	d	MacBook Pro MC700LL/A - RT	3/22/11	1,266	0	0	359	253	612	654	S/L	5.0
30301	d	1 Apple Mac Mini CTO - DB	3/25/11	844	0	0	239	169	408	436	S/L	5.0
30302	d	HP Printer, HP LF P205SDN - LR	1/10/11	551	0	0	184	110	294	257	S/L	5.0
30303	d	Dell Vostro 3500-56 laptop - LR	2/16/11	589	0	0	177	118	295	294	S/L	5.0
30304	d	Dell Vostro 3500-56 laptop - HR	2/16/11	589	0	0	177	118	295	294	S/L	5.0
30305	d	Dell Vostro 3500-56 laptop - KD	2/16/11	589	0	0	177	118	295	294	S/L	5.0
30306	d	Dell Vostro 3500-56 laptop - TH	2/16/11	589	0	0	177	118	295	294	S/L	5.0
30307	d	Dell Vostro 3500-56 laptop - RM	2/16/11	589	0	0	177	118	295	294	S/L	5.0
30308	d	Dell Vostro 3500-56 laptop - MV	2/16/11	589	0	0	177	118	295	294	S/L	5.0
30309	d	MacBook Pro MC700LL/A - LH	3/22/11	1,266	0	0	359	253	612	654	S/L	5.0
30311	d	Apple - BR laptop	1/31/12	1,387	0	0	116	198	314	1,073	S/L	7.0
30312	d	Dell - 3 laptops(2 for interns, 1 for r	5/10/12	1,653	0	0	79	236	315	1,338	S/L	7.0
COMPUTER HARDWARE (TB 160				46,436	0c	0	36,309	3,024	39,333	7,103		
*Less: Dispositions and Transfers				16,304	0	0	15,858	0	16,131	173		
Net COMPUTER HARDWARE (TB 160				30,132	0c	0	20,451	3,024	23,202	6,930		
TB: FURNITURE & FIXTURES (TB												
30008	d	287-3 Green Three Seat Sofa	1/16/92	2,032	0	0	2,032	0	2,032	0	S/L	10.0
30009	d	SLF3632 LrtFI3-Drwr36 Wide x6	1/16/92	2,291	0	0	2,291	0	2,291	0	S/L	10.0
30010	d	SLF4232 LrtFI3-Drwr42 Wide x3	1/16/92	1,267	0	0	1,267	0	1,267	0	S/L	10.0
30011	d	PRX17XGXP CnfrmcPnDsk-36 W1	1/16/92	461	0	0	461	0	461	0	S/L	10.0
30012	d	SUX65XNEE ChrU-Brq48x24x29	1/16/92	483	0	0	483	0	483	0	S/L	10.0
30013	d	PLX17XGXP CnfrmcPenDesk36 W	1/16/92	374	0	0	374	0	374	0	S/L	10.0
30014	d	PLX17XGXP CnfrmcPenDesk36 W	1/16/92	374	0	0	374	0	374	0	S/L	10.0
30015	d	SEX27RBEN Pdntl Crdnza 72 Widi	1/16/92	596	0	0	596	0	596	0	S/L	10.0
30016	d	SEX27RBEN Pdntl Crdnza 72 Widi	1/16/92	596	0	0	596	0	596	0	S/L	10.0

39-1710914

FYE: 8/31/2013

Asset	t	d	Property Description	Date In Service	Book Cost	Book 179 Exp	Book Sec c	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
TB: FURNITURE & FIXTURES (TB (continued))														
30017			SEX27LBEN PdStlCrdrnz72 w/LPc	1/16/92	703		0	0	703	0	703	0	S/L	100
30018			SOA4520 Bick Keyboard Shelf x3	1/16/92	340		0	0	340	0	340	0	S/L	100
30019			SDW17DBMN PdStl Desk 72 Wid	1/16/92	868		0	0	868	0	868	0	S/L	100
30020			SCX08MQRM CbPdStlCrdrnz 2Fl P	1/16/92	1,101		0	0	1,101	0	1,101	0	S/L	100
30021			SLX27DNNN Crdrnz 72x24 D	1/16/92	628		0	0	628	0	628	0	S/L	100
30022			SCX08LQRL CbPdStlCrdrnz 60 W	1/16/92	1,100		0	0	1,100	0	1,100	0	S/L	100
30023			C204-002 MngmtHibKChrw/Arms	1/16/92	2,012		0	0	2,012	0	2,012	0	S/L	100
30027			C204-002 MngmtHibKChrw/Ar x	1/16/92	4,717		0	0	4,717	0	4,717	0	S/L	100
30029			L43 LazioWoodArmUphlstrd Outsc	1/16/92	712		0	0	712	0	712	0	S/L	100
30030			L43 LazioWoodArmUphlstrd Outsc	1/16/92	712		0	0	712	0	712	0	S/L	100
30031			Custom Telephn Tbl 18 Diametr	1/16/92	471		0	0	471	0	471	0	S/L	100
30032			Custom Drum Table	1/16/92	471		0	0	471	0	471	0	S/L	100
30033			18 D Drum table	1/16/92	341		0	0	341	0	341	0	S/L	100
30034			RTR30304-P Rubber Tbl w/PedBsc	1/16/92	462		0	0	462	0	462	0	S/L	100
30035			Reception Desk 15060ST Sechtght	5/26/92	643		0	0	643	0	643	0	S/L	100
30036			Reception Desk-L15062ST 29 H	5/26/92	810		0	0	810	0	810	0	S/L	100
30037			Reception Desk-R15422ST LShpTt	5/26/92	873		0	0	873	0	873	0	S/L	100
30038			SLF4232 Lrl File 3 Drwrs-42	5/26/92	434		0	0	434	0	434	0	S/L	100
30040			Tasklight 6288 Charcoal	3/12/92	741		0	0	741	0	741	0	S/L	100
30041			B060-REL-900 Visual Cabinet48	6/18/92	944		0	0	944	0	944	0	S/L	100
30042			SSP2413 IN Mobile Ped	8/03/92	1,091		0	0	1,091	0	1,091	0	S/L	100
30043			SLF4222 2-Drawer Lateral 12 H	8/03/92	424		0	0	424	0	424	0	S/L	100
30044			Acoustical Pane 85Hx30W NonPwr	10/05/92	356		0	0	356	0	356	0	S/L	100
30045			AcousticalPn85Hx36W NonPwr x	10/05/92	1,195		0	0	1,195	0	1,195	0	S/L	100
30046			Acstcl Pn A1130 8536EDTDTJC93	10/05/92	463		0	0	463	0	463	0	S/L	100
30047			Acstcl Pn A1130 8536EDTDTJC93	10/05/92	463		0	0	463	0	463	0	S/L	100
30048			FlipperDoorUnitFabricTexCubist	10/05/92	223		0	0	223	0	223	0	S/L	100
30049			FlipperDoorUnitFabricTexCubist	10/05/92	223		0	0	223	0	223	0	S/L	100
30050			Pennsula Square E 30 x 72	10/05/92	376		0	0	376	0	376	0	S/L	100
30051			Worksurface Square 30 x 72	10/05/92	321		0	0	321	0	321	0	S/L	100
30052			Worksurface Square 30 x 72	10/05/92	321		0	0	321	0	321	0	S/L	100
30053			Worksurface Aquare 24 X 48 x3	10/05/92	522		0	0	522	0	522	0	S/L	100
30054			FlipperDoorUnit 30Wx13Dx15 5H	10/05/92	201		0	0	201	0	201	0	S/L	100
30055			FlipperDoorUnit 30Wx13Dx15 5H	10/05/92	201		0	0	201	0	201	0	S/L	100
30056			FlipprDoorUnit 48Wx13Dx15 5H x	10/05/92	732		0	0	732	0	732	0	S/L	100
30057			Bx/FlIPed 19 5/8Dx14 5/8Wx26H	10/05/92	998		0	0	998	0	998	0	S/L	100
30058			Tasklight, 48W	10/05/92	322		0	0	322	0	322	0	S/L	100
30059			Tackboard 48x20 FbrGrdClth x3	10/05/92	397		0	0	397	0	397	0	S/L	100
30060			SNX17XBEE 36x72x29 Table Des	10/05/92	565		0	0	565	0	565	0	S/L	100
30061			SUX65XBEE 24x48x29 U Bridge	10/05/92	246		0	0	246	0	246	0	S/L	100
30062			SGX27LBME Sngl PdStl Crdrnz	10/05/92	846		0	0	846	0	846	0	S/L	100
30063			SLF42520 42x18Dx64 1/4 Lrl Rl	10/05/92	767		0	0	767	0	767	0	S/L	100
30064			SLF42520 42x18Dx64 1/4 Lrl Rl	10/05/92	767		0	0	767	0	767	0	S/L	100
30070			218283BU Leg Subassembly Pnsul	11/05/92	201		0	0	201	0	201	0	S/L	100
30071			218283BU Leg Subassembly Pnsul	11/05/92	201		0	0	201	0	201	0	S/L	100
30072			Helen Bader Foundation Sign	12/22/92	1,460		0	0	1,460	0	1,460	0	S/L	100
30073			Haskell SCX08QRR Credenza	1/18/93	1,500		0	0	1,500	0	1,500	0	S/L	100
30074			Lobby H	12/10/93	383		0	0	383	0	383	0	S/L	100
30075			Coffee pot	1/11/94	606		0	0	606	0	606	0	S/L	100

39-1710914

FYE: 8/31/2013

Asset	d	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
TB: FURNITURE & FIXTURES (TB (continued))												
30077		Helen Bader Poster & Frame	2/16/94	871	0	0	871	0	871	0	S/L	100
30079		RD18-42 Round Table, 42 Dx29 H	4/14/94	453	0	0	453	0	453	0	S/L	100
30080		PLX17XGXP P-Shape Pnnsula Dsk	4/14/94	547	0	0	547	0	547	0	S/L	100
30081		SUX65XBEE U-Bridge Slf Edge Tj	4/14/94	292	0	0	292	0	292	0	S/L	100
30082		SEX27RBEN/SAO4520 SnglPedCr	4/14/94	973	0	0	973	0	973	0	S/L	100
30083		SSP2412IN Mobile Pedestal	4/14/94	312	0	0	312	0	312	0	S/L	100
30084		SCF3652BC-5068 Storage Cabinet	4/14/94	467	0	0	467	0	467	0	S/L	100
30085		SCF3652BC-5068 Storage Cabinet	4/14/94	467	0	0	467	0	467	0	S/L	100
30089		24FT/1300 Edge Table	4/14/94	6,209	0	0	6,209	0	6,209	0	S/L	100
30090		LETM-BL Table Lectern	4/14/94	325	0	0	325	0	325	0	S/L	100
30093		A2310 2448LBU Wrksfoe24x48 x	4/14/94	601	0	0	601	0	601	0	S/L	100
30094		218283BU LegSubassemblyTops x6	4/14/94	1,003	0	0	1,003	0	1,003	0	S/L	100
30095		SCX08QRR Cube Ped w/ Lock	6/13/94	1,692	0	0	1,692	0	1,692	0	S/L	100
30096		Wilson Stacking Shelf	6/29/94	1,582	0	0	1,582	0	1,582	0	S/L	100
30098		WI Highway & Milw/Waukesha M.	8/10/94	369	0	0	369	0	369	0	S/L	100
30100		SRX08RB2M Haskell System File	3/03/95	676	0	0	676	0	676	0	S/L	100
30101		XXX23XDEE Haskell System Corn	3/03/95	596	0	0	596	0	596	0	S/L	100
30102		SRX23LBZ Haskell System Box	3/03/95	575	0	0	575	0	575	0	S/L	100
30103		SCF365BC Haskell System	3/03/95	470	0	0	470	0	470	0	S/L	100
30104		SA4521 Haskell System Swvl	3/03/95	202	0	0	202	0	202	0	S/L	100
30105		SA4521 Haskell System Swivel	3/03/95	202	0	0	202	0	202	0	S/L	100
30106		CDU4814AA Haskell System	3/03/95	271	0	0	271	0	271	0	S/L	100
30107		DD2833BLWGC Krueger Data Box	3/03/95	507	0	0	507	0	507	0	S/L	100
30108		Desk & Chair	8/13/95	631	0	0	631	0	631	0	S/L	100
30111		Venetian Blinds	1/10/96	492	0	0	492	0	492	0	S/L	100
30112		File Cabinet	1/18/96	242	0	0	242	0	242	0	S/L	100
30113		7 Chairs, Table/Cabinet Crdnza	1/22/96	2,211	0	0	2,211	0	2,211	0	S/L	100
30116		Cabinets	3/21/96	296	0	0	296	0	296	0	S/L	100
30117		Signage	4/15/96	300	0	0	300	0	300	0	S/L	100
30118		File 4 Drwr Lgl 24 D x 52 H x3	9/24/97	432	0	0	432	0	432	0	S/L	100
30120		Luminosity Inc Taola Blk x4	6/08/98	1,102	0	0	1,102	0	1,102	0	S/L	100
30121		Luminosity Inc T121035 Blk	6/08/98	233	0	0	233	0	233	0	S/L	100
30122		Luminosity Inc T121035 Blk	6/08/98	233	0	0	233	0	233	0	S/L	100
30123		Coffee Maker	7/10/98	531	0	0	531	0	531	0	S/L	100
30126		Custom Wall Units	7/27/98	6,986	0	0	6,986	0	6,986	0	S/L	100
30127		Kidney Shaped Desk 32x36x74	7/27/98	1,624	0	0	1,624	0	1,624	0	S/L	100
30128		Peripheral Table 48 x 24	7/27/98	613	0	0	613	0	613	0	S/L	100
30129		Curved Corner Table 41.5x41.5	7/27/98	692	0	0	692	0	692	0	S/L	100
30131		Colleague Desk Chr w/ Adj Arms	7/27/98	915	0	0	915	0	915	0	S/L	100
30135		Lounge Chair Ebony	7/27/98	3,076	0	0	3,076	0	3,076	0	S/L	100
30138		Four Leg Arm Chair Black Frost	7/27/98	260	0	0	260	0	260	0	S/L	100
30139		Four Leg Arm Chair Black Frost	7/27/98	260	0	0	260	0	260	0	S/L	100
30140		\$ Leg Chr No Arms Blk Frst x4	7/27/98	1,004	0	0	1,004	0	1,004	0	S/L	100
30141		Overhead Shelf x6	7/27/98	1,722	0	0	1,722	0	1,722	0	S/L	100
30142		B60190-6-T-P462 Tag OSH-2	7/27/98	231	0	0	231	0	231	0	S/L	100
30143		Drum Table 20 D x 18 H	7/27/98	211	0	0	211	0	211	0	S/L	100
30144		Drum Table 20 d x 18 H	7/27/98	211	0	0	211	0	211	0	S/L	100
30146		Lightwght Folding Tbl 30x60 x6	7/27/98	2,346	0	0	2,346	0	2,346	0	S/L	100
30147		30 x30 Quarter Round Table	7/27/98	1,833	0	0	1,833	0	1,833	0	S/L	100

39-1710914

FYE: 8/31/2013

Asset	d	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
TB: FURNITURE & FIXTURES (TB (continued))												
30148		Lateral File w/ Rectinlnr Pull	7/27/98	459	0	0	459	0	459	0	S/L	100
30149		Lateral File w/ Rectinlnr Pull	7/27/97	459	0	0	459	0	459	0	S/L	100
30150		Retractable Keyboard Shelf x4	7/27/98	552	0	0	552	0	552	0	S/L	100
30151		P-Shaped Conference Peninsula	7/27/98	489	0	0	489	0	489	0	S/L	100
30152		U-Bridge 48 x24"x29	7/27/98	280	0	0	280	0	280	0	S/L	100
30153		Sngl Ped Desl w/ Left Pedestal	7/27/98	624	0	0	624	0	624	0	S/L	100
30154		Mobile Pedestal	7/27/98	279	0	0	279	0	279	0	S/L	100
30155		Mobile Pedestal	7/27/98	279	0	0	279	0	279	0	S/L	100
30156		Credenza 60x24x29 x3	7/27/98	3,465	0	0	3,465	0	3,465	0	S/L	100
30160		Mini Blinds	7/27/98	2,051	0	0	2,051	0	2,051	0	S/L	100
30161		Refinishing of Furniture	7/27/98	2,684	0	0	2,684	0	2,684	0	S/L	100
30162		Floor Lamp P1122 Blk	8/06/98	455	0	0	455	0	455	0	S/L	100
30163		Urine Combo Black	8/11/98	959	0	0	959	0	959	0	S/L	100
30164		GE Dishwasher	8/11/98	375	0	0	375	0	375	0	S/L	100
30170		Cuis Food Prep Center	8/15/98	326	0	0	326	0	326	0	S/L	100
30171		KA White 5QT Lid Ed Mixer	8/15/98	440	0	0	440	0	440	0	S/L	100
30172		Cuis EDay 14 Pc Set	8/15/98	400	0	0	400	0	400	0	S/L	100
30173		Drawer Ped for Credenza 60 W	8/15/98	325	0	0	325	0	325	0	S/L	100
30177		18 Cylinder Base	9/14/98	270	0	0	270	0	270	0	S/L	100
30179		Credenza-RH	11/01/99	957	0	0	957	0	957	0	S/L	100
30180		Office Panels-PG	8/07/00	2,404	0	0	2,404	0	2,404	0	S/L	100
30181		Folding Chairs/Caddy	9/29/00	2,317	0	0	2,317	0	2,317	0	S/L	100
30182		Office Furniture-MC	9/29/00	2,014	0	0	2,014	0	2,014	0	S/L	100
30183		Lateral File/Credenza-MC	11/06/00	677	0	0	677	0	677	0	S/L	100
30184		Workstation/keyboard arm (Bern)	3/02/01	815	0	0	815	0	815	0	S/L	100
30185		8 - 60 in round folding tables	3/02/01	1,322	0	0	1,322	0	1,322	0	S/L	100
30187		4 Dr File Cabinet-LH	1/23/03	679	0	0	651	28	679	0	S/L	100
30189		Chair-DB's office	4/28/03	300	0	0	280	20	300	0	S/L	100
30190		Gallery - Iron Clay Works	8/03/04	5,000	0	0	4,042	500	4,542	458	S/L	100
30193		File drawer - MV	2/14/05	240	0	0	182	24	206	34	S/L	100
30224		Folding Cart - Boelter	2/01/05	424	0	0	322	42	364	60	S/L	100
30225		Gallery	2/14/05	4,500	0	0	3,413	450	3,863	637	S/L	100
30226		Book shelf - LH	2/14/05	260	0	0	197	26	223	37	S/L	100
30227		File drawer - KN	2/14/05	240	0	0	182	24	206	34	S/L	100
30228		Storage units	2/16/05	240	0	0	180	24	204	36	S/L	100
30229		Top stools for DB's office - PG	3/08/05	1,575	0	0	1,181	158	1,339	236	S/L	100
30230		Folding chairs (16)	4/01/05	771	0	0	572	77	649	122	S/L	100
30231		Frame	4/01/05	288	0	0	288	0	288	0	S/L	50
30235		Electronic puncher/stapler	9/21/05	769	0	0	769	0	769	0	S/L	50
30244		Electronic puncher - PG	3/17/06	467	0	0	428	39	467	0	S/L	70
30245		LR-printer,scanner,copier	3/30/06	1,084	0	0	696	108	804	280	S/L	100
30253		Reception area desk work	1/08/07	316	0	0	179	32	211	105	S/L	100
30254		Reception area desk work	3/01/07	500	0	0	275	50	325	175	S/L	100
30255		Reception area work	5/22/07	1,200	0	0	630	120	750	450	S/L	100
30256		Reception area overhead light	7/19/07	252	0	0	128	25	153	99	S/L	100
30260		Sound consultants	2/06/07	550	0	0	307	55	362	188	S/L	100
30261		Renovation consultants	2/09/07	841	0	0	469	84	553	288	S/L	100
30262		Sound consultants	3/12/07	576	0	0	317	58	375	201	S/L	100
30263		Renovation consultants	3/20/07	1,075	0	0	582	108	690	385	S/L	100

Book Asset Detail 9/01/12 - 8/31/13

Asset	d	Property Description	Date In Service	Book Cost	Book Sec 179 Exp c	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
TB: FURNITURE & FIXTURES (TB (continued))												
30264		Renovation consultants	4/16/07	1,860	0	0	992	186	1,178	682	S/L	100
30265		Renovation consultants	6/22/07	1,837	0	0	949	184	1,133	704	S/L	100
30266		Renovation consultant	9/05/07	1,317	0	0	659	131	790	527	S/L	100
30267		Renovation consultant	10/12/07	800	0	0	393	80	473	327	S/L	100
30268		Renovation consultant	10/12/07	1,343	0	0	660	135	795	548	S/L	100
30269		Renovation consultant	11/06/07	837	0	0	405	83	488	349	S/L	100
30271		Office furnishings	10/08/07	31,270	0	0	15,374	3,127	18,501	12,769	S/L	100
30272		Office furnishings	11/06/07	3,638	0	0	1,758	364	2,122	1,516	S/L	100
30273		Office furnishings	11/06/07	13,339	0	0	6,447	1,334	7,781	5,558	S/L	100
30279		Furnishing	1/18/08	3,638	0	0	1,667	364	2,031	1,607	S/L	100
30280		Furnishing	2/07/08	32,952	0	0	15,103	3,295	18,398	14,554	S/L	100
30281		Furnishing	2/14/08	14,114	0	0	6,469	1,411	7,880	6,234	S/L	100
30282		Furnishing	2/15/08	1,725	0	0	791	172	963	762	S/L	100
30283		Renovation consultant	1/07/08	626	0	0	292	63	355	271	S/L	100
30284		Furnishing	2/14/08	5,167	0	0	2,368	517	2,885	2,282	S/L	100
30288		4 lounge chair's DB's office	7/21/08	2,555	0	0	1,043	256	1,299	1,256	S/L	100
30289		Small refrigerator	8/29/08	1,379	0	0	552	138	690	689	S/L	100
30290		30" cafe height table black	8/29/08	800	0	0	320	80	400	400	S/L	100
30291		Professional consultant	3/13/08	615	0	0	277	61	338	277	S/L	100
30292		Professional consultant	11/06/07	3,475	0	0	1,680	347	2,027	1,448	S/L	100
30293		Professional consultant	5/09/08	4,425	0	0	1,918	442	2,360	2,065	S/L	100
30310		Side Table for Daniels Room	8/27/12	3,220	0	0	0	460	460	2,760	S/L	70
FURNITURE & FIXTURES (TB				271,033	0c	0	194,341	15,282	209,623	61,410		
*Less: Dispositions and Transfers				606	0	0	606	0	606	0		
Net FURNITURE & FIXTURES (TB				270,427	0c	0	193,735	15,282	209,017	61,410		
TB: PHONE SYSTEM (TB 194)												
30206		Portable Phone	1/11/96	441	0	0	441	0	441	0	S/L	60
30214		Duress System (1 addl transmitter)	3/01/03	515	0	0	515	0	515	0	S/L	60
30215		Elevator timing unit/lockable box	4/03/03	989	0	0	989	0	989	0	S/L	60
30216		Piping/Wiring-Remote Hall Call St	7/24/03	1,863	0	0	1,863	0	1,863	0	S/L	60
30217		Telephone Conf Equip (Verizon)	3/25/04	1,008	0	0	1,008	0	1,008	0	S/L	60
30218		HDI Headset for DB-PG	1/14/05	610	0	0	610	0	610	0	S/L	50
30257		Panasonic telephone system	10/11/06	14,884	0	0	14,884	0	14,884	0	S/L	50
30258		KX-T7633 telephone	10/01/06	190	0	0	190	0	190	0	S/L	50
30259		KX-T7633 telephone	1/08/07	190	0	0	190	0	190	0	S/L	50
PHONE SYSTEM (TB 194)				20,690	0c	0	20,690	0	20,690	0		
TB: RENOVATIONS (TB 190)												
30194		D.G Beyer	4/27/98	69,365	0	0	69,365	0	69,365	0	S/L	100
30195		D.G Beyer	5/08/98	93,943	0	0	93,943	0	93,943	0	S/L	100
30196		D.G Beyer	6/12/98	67,031	0	0	67,031	0	67,031	0	S/L	100
30197		D.G Beyer	7/27/98	62,128	0	0	62,128	0	62,128	0	S/L	100
30198		Henricksen & Company, Inc	7/27/98	1,321	0	0	1,321	0	1,321	0	S/L	100
30199		Midwest Visual	7/27/98	12,191	0	0	12,191	0	12,191	0	S/L	100

FYE: 8/31/2013

Asset	id	Property Description	Date In Service	Book Cost	Book Sec 179 Exp	Book Sal Value	Book Prior Depreciation	Book Current Depreciation	Book End Depr	Book Net Book Value	Book Method	Book Period
TB: RENOVATIONS (TB 190) (continued)												
30200		Ductwork/Wiring	4/30/99	17,700	0	0	17,700	0	17,700	0	S/L	100
30201		Bright Lights 604-2Y (x5)	9/14/98	518	0	0	518	0	518	0	S/L	100
30202		Bright Lights 702	9/14/98	424	0	0	424	0	424	0	S/L	100
30203		Emergency Exit Lights-N and S ex	4/03/03	370	0	0	348	22	370	0	S/L	100
30204		RESURFACE WALL	8/31/04	940	0	0	752	94	846	94	S/L	100
30270		Buildout	11/07/07	52,203	0	0	25,231	5,220	30,451	21,752	S/L	100
30276		Renovation	1/09/08	1,850	0	0	863	185	1,048	802	S/L	100
30277		Renovation	2/07/08	1,557	0	0	714	155	869	688	S/L	100
30278		Renovation	2/07/08	50,500	0	0	23,146	5,050	28,196	22,304	S/L	100
30285		Office redesign	4/01/08	1,138	0	0	503	113	616	522	S/L	100
30286		Office redesign	5/15/08	7,889	0	0	3,419	789	4,208	3,681	S/L	100
30287		Install coax cable	5/23/08	1,185	0	0	504	118	622	563	S/L	100
RENOVATIONS (TB 190)				442,253	0c	0	380,101	11,746	391,847	50,406		
Grand Total				910,744	0c	0	687,677	35,083	722,760	187,984		
Less: Dispositions and Transfers				54,702	0	0	54,256	0	54,529	173		
Net Grand Total				856,042	0c	0	633,421	35,083	668,231	187,811		

Part I, Line 23 - Other Expenses

	(a)	(b)	(d)
Computer Software & Consulting	\$ 23,214	\$ -	\$ 23,214
Insurance	12,678	-	12,678
Miscellaneous	8,445	-	8,445
Office Supplies	9,250	-	9,250
Parking	18,236	-	18,236
Photography	4,204	-	4,204
Postage & Mailing Expense	676	-	676
Printing	1,931	-	1,931
Professional Dues	805	-	805
Public Relations	75,681	-	75,681
Generation Growth Capital Fund I LP (Sch K-1)	-	138,257	-
Generation Growth Partners I, LLC (Sch K-1)	-	544	-
Generation Growth Cap Ptnrs II LLC (Sch K-1)	-	174	-
Generation Growth Capital Fund II LP (Sch K-1)	-	120,536	-
Totals	\$ 155,120	\$ 259,511	\$ 155,120

Part II, Line 10b - Investments Corporate Stock

	8/31/2013	
	Book Value	Market Value
Legacy Bancorp Inc Stock	\$ -	\$ -

Part II, Line 14 - Land, Buildings, and Equipment

	8/31/2013	
	Book Value	Market Value
Audio-Visual Equipment	\$ 92,540	
Less Accumulated Depreciation	(23,475)	\$ 69,065
Computer Hardware	30,132	
Less Accumulated Depreciation	(23,202)	6,930
Office Furniture & Equipment	270,423	
Less Accumulated Depreciation	(209,017)	61,406
Renovation	442,253	
Less Accumulated Depreciation	(391,847)	50,406
Telephone System	20,690	
Less Accumulated Depreciation	(20,690)	-
Totals	856,038	\$ 187,807

Helen Bader Foundation, Inc
EIN 39-1710914
Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part II, Line 15 - Other Assets

	8/31/2013	
	Book Value	Market Value
Forward Community Investments Inc. (PRI)	\$ 89,988	\$ 89,988
Generation Growth Capital Fund I (PRI)	4,047,512	4,047,512
Generation Growth Capital Partners I, LLC (PRI)	15,605	15,605
Generation Growth Capital Fund II (PRI)	3,227,018	3,227,018
Generation Growth Capital Partners II, LLC (PRI)	3,570	3,570
Generation Growth Capital, Inc (PRI)	1,000,026	1,000,026
Illinois Facilities Fund (PRI)	50,000	50,000
Legacy Redevelopment Corporation (PRI)	200,000	200,000
Medical College of Wisconsin, Inc. (PRI)	373,800	373,800
Wisconsin Preservation Fund (PRI)	250,000	250,000
WI Women's Business Initiative Corp (PRI)	200,000	200,000
Totals	\$ 9,457,519	\$ 9,457,519

Part III, Line 3 - Other Increases

Recoveries on amounts treated as qualifying distributions	\$ 9,808
Rounding	1
Total	\$ 9,809

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)	
		GENERATION GROWTH CAPITAL FUND I LP -- S PROPERTY TYPE: OTHER				P	-33,431.	
		GENERATION GROWTH CAPITAL FUND I LP -- S PROPERTY TYPE: OTHER				P	-965,874.	
		GENERATION GROWTH CAPITAL PARTNERS I LLC PROPERTY TYPE: OTHER				P	-132.	
		GENERATION GROWTH CAPITAL PARTNERS I LLC PROPERTY TYPE: OTHER				P	-3,793.	
TOTAL GAIN (LOSS)							<u>-1003230.</u>	

Helen Bader Foundation, Inc
 EIN 39-1710914
 Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part VII-B, Question 5c - Expenditure Responsibility Grants

Organization	Organization Address	Paid Amount	Date Paid	Report Received Date	Amount Covered in Report	Grant ID	Comments	Purpose
Melabev-Community Clubs for Eldercare	Shaare Zedek Medical Center P O Box 3235 Jerusalem 91031	\$ 30,000 00	01/31/2013	1/18/2014	\$ 30,000 00	14731	Separate account verified, no diversion of funds	Supports Home Care Services Project, which reaches out to older adults with dementia in their homes
Melabev-Community Clubs for Eldercare	Shaare Zedek Medical Center P O Box 3235 Jerusalem 91031	\$ 150,000 00	5/31/2012	Report Due 7/30/2014	\$ 150,000 00	13738	Separate account verified, no diversion of funds	Capital campaign to build a new dementia-specific adult day center in Beit Shemesh
International Centre for Democratic Transition	Arvacsja Uica 12 Budapest HI H-1022 Hungary	\$ 50,000 00	1/7/2013	12/15/2013	\$ 50,000 00	14574	Separate account verified, no diversion of funds	To raise awareness of the dangers of anti-Semitism in Hungary and Central-Eastern Europe, to strengthen the Jewish communities within the countries of the Carpathian Basin
Vancouver Welsh Men's Choir	Box 2978, Main PO Vancouver, BC Canada V6B3X4	\$ 5,000 00	1/31/2013	6/20/2012	\$ 5,000 00	13997 01	Separate account verified, no diversion of funds	To facilitate a concert tour bringing traditional Welsh music to smaller communities in North America
EMDA-The Alzheimer's Association of Israel	POB 8261 Ramat Gan 52181 Israel	\$ 5,000 00	1/9/2013	12/4/2013	\$ 5,000 00	14869	Separate account verified, no diversion of funds	To raise awareness of early signs of Alzheimer's and related diseases
EMDA-The Alzheimer's Association of Israel	POB 8261 Ramat Gan 52181 Israel	\$ 20,000 00	8/16/2012	Report Due 7/30/2014	\$ 20,000 00	13469	Separate account verified, no diversion of funds	To raise awareness of Alzheimer's and to spur creativity-based outreach to older adults
EMDA-The Alzheimer's Association of Israel	POB 8261 Ramat Gan 52181 Israel	\$ 8,000 00	12/26/2012	12/4/2013	\$ 8,000 00	14851	Separate account verified, no diversion of funds	To raise awareness of early signs of Alzheimer's and related diseases
EMDA-The Alzheimer's Association of Israel	POB 8261 Ramat Gan 52181 Israel	\$ 65,000 00	1/7/2013	11/11/2013	\$ 65,000 00	14376	Separate account verified, no diversion of funds	To develop an end-of-life care program for Israelis suffering from late-stage Alzheimer's disease
EMDA-The Alzheimer's Association of Israel	POB 8261 Ramat Gan 52181 Israel	\$ 100,000 00	5/15/2013	5/10/2013	\$ 100,000 00	14351	Separate account verified, no diversion of funds	To support expansion of professional staff and dementia-specific programming throughout Israel

Helen Bader Foundation, Inc
 EIN 39-1710914
 Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part VII-B, Question 5c - Expenditure Responsibility Grants

Organization	Organization Address	Paid Amount	Date Paid	Report Received Date	Amount Covered in Report	Grant ID	Comments	Purpose
Medical Research Infrastructure Development and Health Services Fund by the Sheba Medical Center	Sheba Medical Center Tel Hashomer 52621 Israel	\$ 281,450 00	4/19/2013	6/15/2014 Report Due 6/15/2015	\$220,000 \$61,450	14105	Separate account verified, no diversion of funds	Supports the Israel Registry for Alzheimer's Prevention which will replicate and advance the goals of the Wisconsin Registry for Alzheimer's Prevention
Hillel Academy Inc	6401 N Santa Monica Blvd Milwaukee, WI 53217	\$ 25,000 00	12/27/2012	12/16/2013	\$ 25,000 00	14719	Separate account verified, no diversion of funds	Supports software filtering and monitoring system that ensures appropriate student access to web-based resources
Hillel Academy Inc	6401 N Santa Monica Blvd Milwaukee, WI 53217	\$ 15,000 00	8/9/2013	Report Due 7/15/2014	\$ 15,000 00	15074	Separate account verified, no diversion of funds	To provide updated Judaic text and materials to students, as well as provide additional staff training in Judaic studies
EMDA-The Alzheimer's Association of Israel	POB 8261 Ramat Gan 52181 Israel	\$ 10,000 00	11/23/2011	7/2/2013	\$ 10,000 00	14288	Separate account verified, no diversion of funds	Supports a visual arts toolkit for caregivers working with older adults with Alzheimer's that simulates an art gallery visit
EMDA-The Alzheimer's Association of Israel	POB 8261 Ramat Gan 52181 Israel	\$ 8,000 00	12/23/2011	7/2/2013	\$ 8,000 00	14307	Separate account verified, no diversion of funds	Supports showcasing of various community- and home-based dementia programs in northern Israel

Part VII-B. Question 5c - Expenditure Responsibility Reporting for Certain Program-Related Investments

Borrower	Borrower Address	Paid Amount	Date Paid	Report Received Date	Amount Covered in Report	PRI ID	Comments	Purpose of Loan
Generation Growth Capital Fund I, Limited Partnership	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 159,110.00	02/21/2012	6/2/2014	\$ 159,110.00	11240	No Diversion of Funds	Supports a community development venture fund to spark economic activity in blighted areas with low-income and minority residents
Generation Growth Capital Fund I, Limited Partnership	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 63,644.00	10/18/2012	6/2/2014	\$ 63,644.00	11240	No Diversion of Funds	Supports a community development venture fund to spark economic activity in blighted areas with low-income and minority residents
Generation Growth Capital Fund I, Limited Partnership-GP	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 875.00	03/07/2013	6/2/2014	\$ 875.00	11240	No Diversion of Funds	Supports a community development venture fund to spark economic activity in blighted areas with low-income and minority residents
Generation Growth Capital Fund I, Limited Partnership-GP	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 250.00	10/18/2012	6/2/2014	\$ 250.00	11240	No Diversion of Funds	Supports a community development venture fund to spark economic activity in blighted areas with low-income and minority residents
Generation Growth Capital Fund I, Limited Partnership	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 74,251.00	07/03/2013	6/2/2014	\$ 74,251.00	11240	No Diversion of Funds	Supports a community development venture fund to spark economic activity in blighted areas with low-income and minority residents
Generation Growth Capital Fund I, Limited Partnership	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 63,644.00	03/01/2013	6/2/2014	\$ 63,644.00	11240	No Diversion of Funds	Supports investments in "micro-cap" companies that positively impact Low to Moderate Income (LMI) communities and workers generally located in the upper Midwest
Generation Growth Capital Fund II, Limited Partnership	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 56,565.00	10/18/2012	6/2/2014	\$ 56,565.00	14082	No Diversion of Funds	Supports investments in "micro-cap" companies that positively impact Low to Moderate Income (LMI) communities and workers generally located in the upper Midwest
Generation Growth Capital Fund II, Limited Partnership	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 374,587.00	10/18/2012	6/2/2014	\$ 375,587.00	14082	No Diversion of Funds	Supports investments in "micro-cap" companies that positively impact Low to Moderate Income (LMI) communities and workers generally located in the upper Midwest
Generation Growth Capital Fund II, Limited Partnership	411 East Wisconsin Ave., Suite 1710 Milwaukee, WI 53202	\$ 856,001.00	12/21/2012	6/2/2014	\$ 856,001.00	14082	No Diversion of Funds	Provides capital for creation of additional employment opportunities for low-income and minority residents of Milwaukee
Victory Personnel Services, Inc	735 N. Water Street Milwaukee, WI 53202	\$ 100,000.00	8/25/2004	2/28/2014	\$ 100,000.00	9060 01	No Diversion of Funds	Supports a home development revolving loan fund to spur homebuilding in blighted areas of the near north side
Legacy Redevelopment Corporation	1200 W. North Avenue Milwaukee WI 53205	\$ 200,000.00	5/16/2002	5/30/2013	\$ 200,000.00	6785	No Diversion of Funds	Supports expansion of St. Catherine Residence, affordable housing for women, particularly those with mental illness or a disability
Illinois Facilities Fund	One North LaSalle, Suite 700 Chicago, IL 60602	\$ 150,000.00	9/25/2007	4/30/2014	\$ 150,000.00	11383	No Diversion of Funds	Supports the Strategic Acquisition Fund for acquisition and rehab of commercial space, housing rehab for home ownership, and commercial development in Milwaukee's economically distressed or transitioning neighborhoods
Forward Community Investments	2045 Alwood Ave. Ste 101A Madison WI 53704	\$ 150,000.00	3/6/2007	7/26/2013	\$ 150,000.00	10666	No Diversion of Funds	Supports the Strategic Acquisition Fund for acquisition and rehab of commercial space, housing rehab for home ownership, and commercial development in Milwaukee's economically distressed or transitioning neighborhoods
Wisconsin Preservation Fund	1000 N. Water St., Suite 2100 Milwaukee WI 53202	\$ 250,000.00	12/7/2012	2/15/2014	\$ 250,000.00	14488	No Diversion of Funds	Provides capital to startup and existing small and micro businesses with the intent of creating and retaining sustainable business and jobs in Milwaukee's central city
Wisconsin Women's Business Initiative Corporation	2745 N. Dr. Martin Luther King Jr. Dr. Milwaukee, WI 53212	\$ 200,000.00	8/29/2013	5/15/2014	\$ 200,000.00	14894	No Diversion of Funds	

Part VIII, Line 1 - Officers, Directors

(a) Name & Address	(b) Title/ Time	(c) Compensation	(d) Benefits	(e) Expense Act
Daniel J Bader 233 North Water Street Fourth Floor Milwaukee, WI 53202	President/CEO, Director, 35 Hours/Wk	\$ 28,000	\$ 17,910	\$ -
David M Bader PO Box 167 Geigel Hill Road Erwinna, PA 18920	Vice-President, Director 8 Hours per Month	-	-	-
Deirdre H Britt 9908 Dresden Drive Dallas, TX 75220	Secretary, Director 8 Hours per Month	-	-	-
Frances K Wolf c/o Foley & Lardner LLP 777 E Wisconsin Ave Milwaukee, WI 53202-5306	Director 8 Hours per Month	-	-	-
Jere D McGaffey c/o Foley & Lardner LLP 777 E Wisconsin Ave Milwaukee, WI 53202-5306	Chairman, Treasurer, Director 8 Hours per Month	-	-	-
Linda C Bader 3580 North Lake Drive Shorewood, WI 53211	Director 8 Hours per Month	-	-	-
Michelle Berrong PO Box 167 Geigel Hill Road Erwinna, PA 18920	Director 8 Hours per Month	-	-	-
Lisa Hiller 233 North Water Street Fourth Floor Milwaukee, WI 53202	Vice President-Administration Full Time	168,325	17,721	-
Robin B Mayrl 233 North Water Street Fourth Floor Milwaukee, WI 53202	Vice President-Program Dev Full Time	137,310	20,347	-
Maria Vento 233 North Water Street Fourth Floor Milwaukee, WI 53202	Vice President-Programs & Ptnrshps Full Time	96,108	18,318	-
Totals		<u>\$ 429,743</u>	<u>\$ 74,296</u>	<u>\$ -</u>

Part VIII, Line 3 - Independent Contractors

(a) Name & Address	(b) Title/ Time	(c) Compensation
Zizzo Group Inc 207 N Milwaukee St Milwaukee, WI 53202	Video & Website	\$ 72,847

Helen Bader Foundation, Inc
EIN 39-1710914
Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part IX-A, Lines 1-4

	<u>Expenses</u>
1 Community Events Convened 13 community events at various locations presenting speakers or seminars of relevance to program initiatives and community interests 275 attendees	17,517
2 Helen Bader Foundation ("HBF") Initiatives Convened 80 briefings at HBF office to cultivate and facilitate collaboration of a variety of interested parties regarding relevant program related and community initiatives 1,725 attendees	16,394
Total Expenses	33,911

Part IX-B, Line 3

1 Investment in Wisconsin Preservation Fund for charitable purpose	250,000
2 Investment in WI Women's Business Initiative Corp for charitable purpose	200,000
3 Investment in Generation Growth Capital Partners I, LLC for charitable purpose	1,125
Total	451,125

Part XIII, Line 7

Distributions out of corpus apply to pass-through grants as follows

\$16,700,000 under §4942(g)(3),

\$3,911,800 under §170(b)(1)(F)

Helen Bader Foundation, Inc.
EIN 39-1710914
Form 990-PF, year ended August 31, 2013
Part XIII, Line 7

Election Under Treasury Regulations § 53.4942(a)-3(c)(2)(iv)

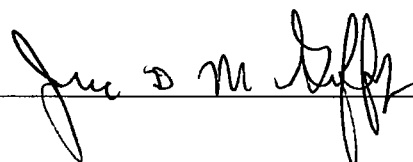
Helen Bader Foundation, Inc. (the "Foundation") hereby elects under Treasury Regulations § 53.4942(a)-3(c)(2)(iv) to treat the amount shown in Part XIII, Line 7 (\$15,632,554) as a current distribution out of corpus. The amount shown on Line 7 consists of amounts treated by the Foundation as distributions out of corpus under Treasury Regulations § 53.4942(a)-3(d)(1)(iii) in the current year and prior taxable years as follows:

Year ended 8/31/08	\$ 5,707,855
Year ended 8/31/2013	<u>\$14,903,945</u>
	\$20,611,800

Helen Bader Foundation, Inc.

By: _____

Title: _____


Treasurer

Helen Bader Foundation, Inc
EIN 39-1710914
Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part XV, Line 2(a)

Helen Bader Foundation, Inc
233 North Water Street
Fourth Floor
Milwaukee, WI 53202
(414)224-6464

Part XV, Line 2(b)

The Foundation has a paperless, secure online grant process, from start to finish. An online preliminary application formally requesting funding and introducing both the applicant organization and the proposed project or program to the Foundation is the first step. The Foundation will notify applicants when there is an interest in exploring the grant request further. Ordinarily, a Full Proposal will be requested and site visits or meetings scheduled. The Foundation's website is www.hbf.org

Part XV, Line 2(C)

Phase One Preliminary Application deadline June 26, 2014
Phase Two Full Proposal deadline August 7, 2014

Part XV, Line 2(d)

The Foundation primarily makes grants within the following focus areas within certain geographic boundaries
Alzheimer's and Aging - National, but our priority is Wisconsin
Workforce Development - City of Milwaukee
Community Partnerships for Youth - City of Milwaukee
Community Initiatives - Greater Milwaukee
The Arts - City of Milwaukee

Part XVI-A, Line 11(a)

Loss on Sale of Fixed Assets

_____(c)_____(d)_____(e)_____

(173)

Helen Bader Foundation, Inc
 EIN 39-1710914
 Attachment to 2012 Form 990-PF fty/e August 31, 2013

Part XV, Line 3(a) - Contributions Paid

Grantee Name	Grantee Address	Foundation Status of Recipient	Purpose of Contribution	Amount
A Day in Time, Inc	Lake Geneva, WI	Public	General	10,000
Above the Clouds, Inc	Milwaukee, WI	Public	General	40,000
African American Chamber of Commerce	Milwaukee, WI	Public	General	75,000
African American Children's Theatre, Ltd	Milwaukee, WI	Public	General	20,000
AgeOptions, Inc	Oak Park, IL	Public	General	50,000
AIDS Resource Center of Wisconsin, Inc	Milwaukee, WI	Public	General	20,000
Alverno College	Milwaukee, WI	Public	General	10,000
Alzheimer's Disease and Related Disorders Association of Southeastern Wisconsin, Inc	Milwaukee, WI	Public	General	29,000
Alzheimer's Disease International-The International Federation of Alzheimer's Disease and Related Disorders Societies, Inc	Northfield, IL	Public	General	25,000
Alzheimer's & Dementia Alliance of WI, Inc	Madison, WI	Public	General	20,000
Alzheimer's Disease and Related Disorders Association of Greater Wisconsin, Inc	Green Bay, WI	Public	General	30,000
American Jewish Joint Distribution Committee, Inc	New York, NY	Public	General	51,000
Amery Area Senior Citizens, Inc	Amery, WI	Public	General	2,500
Artists Working in Education, Inc	Milwaukee, WI	Public	General	5,000
Arts at Large, Inc	Milwaukee, WI	Public	General	112,500
ArtWorks For Milwaukee, Inc	Milwaukee, WI	Public	General	10,000
Association of Fundraising Professionals, Southeastern Wisconsin Chapter, Inc	Butler, WI	Public	General	1,000
AVK Education, Inc	Milwaukee, WI	Public	General	10,000
Barron County Office on Aging	Barron, WI	Public	General	20,000
Best Buddies, International, Inc	Milwaukee, WI	Public	General	30,000
Blue Lotus Farm & Retreat Center	Shorewood, WI	Public	General	6,000
Board of Regents of the University of Wisconsin System - University of Wisconsin Parkside	Kenosha, WI	Public	General	7,500
Board of Regents-UW System-Madison	Madison, WI	Public	General	11,000
BoardStar, Inc	Milwaukee, WI	Public	General	20,000
Bookworm Gardens, Inc	Sheboygan, WI	Public	General	17,500
Burling Street Community Development Corporation, Inc	Milwaukee, WI	Public	General	40,000
Cardinal Stritch University, Inc	Milwaukee, WI	Public	General	8,000
Career Youth Development, Inc	Milwaukee, WI	Public	General	7,000
Cathedral of St. John the Evangelist	Milwaukee, WI	Public	General	10,000
Catholic Charities, Diocese of Madison	Madison, WI	Public	General	10,000
Center for Community Stewardship, Inc	Madison, WI	Public	General	17,000
Center For Veterans Issues Ltd	Milwaukee, WI	Public	General	85,000
Centro Legal Por Derechos Humanos, Inc	Milwaukee, WI	Public	General	10,000
Children's Hospital And Health System Foundation, Inc	Milwaukee, WI	Public	General	20,000
Citizen Action of Wisconsin Education Fund, Inc	Milwaukee, WI	Public	General	20,000
City Events Inc	Milwaukee, WI	Public	General	10,000
City On A Hill, Inc	Milwaukee, WI	Public	General	11,000
Clarity Care, Inc	Green Bay, WI	Public	General	30,000
Clement Manor, Inc	Greenfield, WI	Public	General	5,000
COA Youth and Family Centers, Inc	Milwaukee, WI	Public	General	5,000
College Possible	Milwaukee, WI	Public	General	20,000
COMMONBOND COMMUNITIES	St Paul, MN	Public	General	25,000
Community Brainstorming Conference, Inc	Milwaukee, WI	Public	General	10,000
Companion Day Services, Inc	Marshfield, WI	Public	General	5,000
Concordia University Wisconsin, Inc	Mequon, WI	Public	General	50,000
Congregation Ahavat Yisroel, Inc	Milwaukee, WI	Public	General	20,000

Helen Bader Foundation, Inc
 EIN 39-1710914
 Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part XV, Line 3(a) - Contributions Paid

Grantee Name	Grantee Address	Foundation Status of Recipient	Purpose of Contribution	Amount
CORE Community Resources, Inc	Bayfield, WI	Public	General	20,000
CORE/EI Centro, Inc	Bayfield, WI	Public	General	5,000
Council For Relationships Inc	Philadelphia, PA	Public	General	45,000
Council on Foundations, Inc	Washington, DC	Public	General	12,470
Danceworks Inc	Milwaukee, WI	Public	General	30,000
Discovery World, Ltd	Milwaukee, WI	Public	General	5,000
Donors Forum of Wisconsin, Inc	Milwaukee, WI	Public	General	307,800
Door County Memorial Hospital Foundation	Sturgeon Bay, WI	Public	General	25,000
Down Syndrome Association of Wisconsin, Inc	St Francis, WI	Public	General	5,000
Early Music Now, Inc	Milwaukee, WI	Public	General	10,000
EMDA- The Alzheimer's Association of Israel	Ramat Gan, Israel	N/A	General	178,000
English Language Partners of Wisconsin, Inc	Milwaukee, WI	Public	General	24,900
Enrichment Opportunities Institute of Training, Inc	Milwaukee, WI	Public	General	10,000
Evergreen Retirement Community, Inc	Oshkosh, WI	Public	General	50,000
Express Yourself Milwaukee, Inc	Milwaukee, WI	Public	General	40,000
Faith in Action of Marathon County, Inc	Wausau, WI	Public	General	20,000
Family House Incorporated	Milwaukee, WI	Public	General	50,000
Feeding America Eastern Wisconsin, Inc	Milwaukee, WI	Public	General	20,000
First Stage Milwaukee, Inc	Milwaukee, WI	Public	General	62,500
Friends of Holton Inc	Milwaukee, WI	Public	General	1,372
Friends of the Luck Library, Inc	Luck, WI	Public	General	10,000
Froedtert Hospital Foundation, Inc	Milwaukee, WI	Public	General	20,000
Goodwill Industries of Southeastern Wisconsin, Inc	Milwaukee, WI	Public	General	35,000
Grantmakers in Aging, Inc	Dayton, OH	Public	General	28,500
Greater Milwaukee Committee For Community Development	Milwaukee, WI	Public	General	20,560
Greater Milwaukee Foundation, Inc	Milwaukee, WI	Public	General	177,000
Groundwork Milwaukee, Inc	Milwaukee, WI	Public	General	10,000
Gush Etzion Foundation	Manchester, NH	Public	General	30,000
Heartlove Place, Inc	Milwaukee, WI	Public	General	30,000
Hillel Academy, Inc	Milwaukee, WI	Public	General	241,624
Holy Redeemer Church of God in Christ, Inc	Milwaukee, WI	Public	General	500
Home 4 The Heart, Inc	Milwaukee, WI	Public	General	10,000
Hope House of Milwaukee, Inc	Milwaukee, WI	Public	General	50,000
Hope Street Ministries, Inc	Milwaukee, WI	Public	General	8,000
House of Peace	Milwaukee, WI	Public	General	10,000
Hunger Task Force of Milwaukee, Inc	Milwaukee, WI	Public	General	83,000
Impact Alcohol & Other Drug Abuse Services, Inc	Milwaukee, WI	Public	General	15,000
Interfaith Older Adult Programs, Inc	Milwaukee, WI	Public	General	80,300
Interfaith Volunteer Caregivers of Burnett County, Inc	Milwaukee, WI	Public	General	22,000
International Centre for Democratic Transition	Webster, WI	Public	General	50,000
ITN Racine County, Inc	Budapest, Hungary	N/A	General	20,000
Jazrael's Art Studio, Inc	Racine, WI	Public	General	9,900
Jewish Beginnings Lubavitch Preschool	Milwaukee, WI	Public	General	145,000
Jewish Family Services, Inc	Milwaukee, WI	Public	General	46,700
Jewish Home & Care Center Foundation, Inc	Milwaukee, WI	Public	General	5,000

Helen Bader Foundation, Inc

EIN 39-1710914

Attachment to 2012 Form 990-PF filed August 31, 2013

Part XV, Line 3(a) - Contributions Paid

Grantee Name	Grantee Address	Foundation Status of Recipient	Purpose of Contribution	Amount
Jewish Home and Care Center, Inc	Milwaukee, WI	Public	General	100,000
Jewish Youth Foundation Inc	Milwaukee, WI	Public	General	50,000
Jewish Youth Foundation, The Friendship Circle, Inc	Milwaukee, WI	Public	General	60,000
JFS Housing, Inc	Milwaukee, WI	Public	General	145,000
Know Thyself, Inc	Milwaukee, WI	Public	General	10,000
Ko-Thi Dance Company	Milwaukee, WI	Public	General	8,000
La Crosse County Aging Unit	La Crosse, WI	Public	General	50,000
Latino Arts, Inc	Milwaukee, WI	Public	General	1,200
Legal Aid Society of Milwaukee, Inc	Milwaukee, WI	Public	General	85,000
LindenGrove Foundation, Inc	New Berlin, WI	Public	General	8,800
Literacy Services of Wisconsin, Inc	Milwaukee, WI	Public	General	50,000
Local Initiatives Support Corporation	Milwaukee, WI	Public	General	25,000
Lubavitch of Wisconsin, Inc	Milwaukee, WI	Public	General	250,000
Lutheran Social Services of Wisconsin and Upper Michigan, Inc	Milwaukee, WI	Public	General	56,000
M C Preparatory School of Wisconsin Inc	Milwaukee, WI	Public	General	25,000
Marquette Adult Day Services, Inc	Marquette, MI	Public	General	1,000
Marquette University	Milwaukee, WI	Public	General	56,750
MATC Foundation, Inc	Milwaukee, WI	Public	General	70,000
Meals on Wheels of Sheboygan County, Inc	Sheboygan, WI	Public	General	25,000
Medical College of Wisconsin, Inc	Milwaukee, WI	Public	General	5,000
Medical Research Infrastructure Development and Health Services Fund by the Sheba Medical Center	Tel Hashomer, Israel	N/A	General	281,450
Melabey-Community Clubs for Eldercare	Jerusalem, Israel	N/A	General	30,000
Mental Health America of Wisconsin, Inc	Milwaukee, WI	Public	General	13,000
Mequon Nature Preserve, Inc	Mequon, WI	Public	General	5,000
Mentor Foundation, Inc	Madison, WI	Public	General	15,000
Milwaukee Achiever Literacy Services, Inc	Milwaukee, WI	Public	General	50,000
Milwaukee Area Technical College Foundation, Inc	Milwaukee, WI	Public	General	9,900
Milwaukee Area Workforce Investment Board, Inc	Milwaukee, WI	Public	General	100,000
Milwaukee Art Museum, Inc	Milwaukee, WI	Public	General	5,000
Milwaukee Artist Resource Network, Inc	Milwaukee, WI	Public	General	95,000
Milwaukee Center For Independence, Inc	Milwaukee, WI	Public	General	2,000
Milwaukee Center for Leadership Development	Milwaukee, WI	Public	General	2,500
Milwaukee Chamber Theatre, Ltd	Milwaukee, WI	Public	General	20,000
Milwaukee Christian Center, Inc	Milwaukee, WI	Public	General	20,000
Milwaukee Community Service Corps, Inc	Milwaukee, WI	Public	General	8,000
Milwaukee County Department on Aging	Milwaukee, WI	Public	General	30,000
Milwaukee Film, Inc	Milwaukee, WI	Public	General	9,000
Milwaukee Fire Bell Club, Inc	Menomonee Falls, WI	Public	General	20,000
Milwaukee Habitat for Humanity, Inc	Milwaukee, WI	Public	General	20,000
Milwaukee Homeless Veterans Initiatives Inc	Milwaukee, WI	Public	General	5,000
Milwaukee Jewish Day School, Inc	Milwaukee, WI	Public	General	273,419
Milwaukee Kickers Soccer Club, Inc	Milwaukee, WI	Public	General	15,000
Milwaukee Lesbian/Gay/Bisexual/Transgender Community Center, Inc	Milwaukee, WI	Public	General	25,000
Milwaukee Public Library Foundation, Inc	Milwaukee, WI	Public	General	15,000
Milwaukee Public Schools	Milwaukee, WI	Public	General	45,000
Milwaukee Public Schools Foundation Incorporated	Milwaukee, WI	Public	General	100,000

Helen Bader Foundation, Inc

EIN 39-1710914

Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part XV, Line 3(a) - Contributions Paid

Grantee Name	Grantee Address	Foundation Status of Recipient	Purpose of Contribution	Amount
Milwaukee Public Theatre, Ltd	Milwaukee, WI	Public	General	20,000
Milwaukee Riverkeeper Inc	Milwaukee, WI	Public	General	15,000
Milwaukee Symphony Orchestra, Inc	Milwaukee, WI	Public	General	25,000
Milwaukee Tennis & Education Foundation	Milwaukee, WI	Public	General	45,000
Milwaukee Water Council, Inc	Milwaukee, WI	Public	General	50,000
Milwaukee Youth Symphony Orchestra, Inc	Milwaukee, WI	Public	General	15,000
Miriam B White Foundation Inc	Winneconne, WI	Public	General	1,000
Movin' Out, Inc	Madison, WI	Public	General	25,000
Museum of Wisconsin Art, Inc	West Bend, WI	Public	General	10,000
NAMI Greater Milwaukee, Inc	Milwaukee, WI	Public	General	30,000
National Center for Creative Aging, Inc	Washington, DC	Public	General	25,000
National Center for Family Philanthropy	Washington, DC	Public	General	500
Nature's Edge Therapy Center, Incorporated	Rice Lake WI	Public	General	5,000
New Beginnings Are Possible, Inc	Milwaukee, WI	Public	General	45,000
New Concept Self-Development Center, Inc	Milwaukee, WI	Public	General	15,000
Non Profit Center of Milwaukee, Inc	Milwaukee, WI	Public	General	110,000
Northcott Neighborhood House, Inc	Milwaukee, WI	Public	General	5,000
Northland Foundation	Duluth, MN	Public	General	15,000
One Heartland, Inc	Milwaukee, WI	Public	General	2,500
Operation DREAM, Inc	Milwaukee, WI	Public	General	30,000
Our Next Generation, Inc	Milwaukee, WI	Public	General	11,000
Pathfinders Milwaukee, Inc	Milwaukee, WI	Public	General	30,000
Penfield Children's Center, Inc	Milwaukee, WI	Public	General	25,000
Philanthropy Northwest	Seattle, WA	Public	General	5,000
Philanthropy Roundtable	Washington, DC	Public	General	5,000
Present Music, Inc	Milwaukee, WI	Public	General	5,000
Project R E T U R N Inc	Milwaukee, WI	Public	General	25,000
Public Policy Forum, Inc	Milwaukee, WI	Public	General	60,300
Racine County Historical Society & Museum Inc	Racine, WI	Public	General	6,000
Radio Milwaukee, Inc	Milwaukee, WI	Public	General	5,000
Rebuilding Together Greater Milwaukee, Inc	Milwaukee, WI	Public	General	92,500
Redline Milwaukee, Inc	Milwaukee, WI	Public	General	20,000
Respite Care of Marinette & Menominee Counties, Inc	Marinette, WI	Public	General	5,000
Risen Savior Evangelical Lutheran Church, Inc	Milwaukee, WI	Public	General	90,000
River Revitalization Foundation, Inc	Milwaukee, WI	Public	General	15,000
Riverworks Development Corporation	Milwaukee, WI	Public	General	25,000
Rogers Memorial Hospital Foundation, Inc	Oconomowoc, WI	Public	General	50,000
RUAACH, Inc	Milwaukee, WI	N/A	General	35,000
S E T Ministry, Inc	Milwaukee, WI	Public	General	34,000
School Sisters of St Francis (SSSF)	Milwaukee, WI	Public	General	10,000
SHARP Literacy, Inc	Milwaukee, WI	Public	General	62,625
Shurat-For Advancement and Integration of Children with Special Needs in the Community	Jerusalem, Israel	N/A	General	20,000
Skylight Opera Theatre Corp	Milwaukee, WI	Public	General	9,950
Social Development Foundation Incorporated	Milwaukee, WI	Public	General	25,000
Southeastern Wisconsin Coalition for Transit Now Inc	Milwaukee, WI	Public	General	25,000
St Aemilian-Lakeside, Inc	Milwaukee, WI	Public	General	15,000

Helen Bader Foundation, Inc

EIN 39-1710914

Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part XV. Line 3(a) - Contributions Paid

Grantee Name	Grantee Address	Foundation Status of Recipient	Purpose of Contribution	Amount
St Marcus Evangelical Lutheran Church	Milwaukee, WI	Public	General	60,000
St Paul Lutheran Church, Inc	Sheboygan Falls, WI	Public	General	20,000
Summit Educational Association, Inc	Milwaukee, WI	Public	General	20,000
Temple Judea Of Bucks County Inc	Doylstown, PA	Public	General	20,000
The Cathedral Center, Inc	Milwaukee, WI	Public	General	7,500
The Center for Independent Documentary, Inc	Sharon, MA	Public	General	50,000
The Community Warehouse, Inc	Milwaukee, WI	Public	General	75,000
The Milwaukee Jewish Federation, Inc	Milwaukee, WI	Public	General	2,575,000
The Occupaws Guide Dog Association	Madison, WI	Public	General	2,000
The Pastime Club, Inc	Minocqua, WI	Public	General	7,000
The Running Rebels Community Organization, Inc	Milwaukee, WI	Public	General	80,000
The Salvation Army & Its Components	Milwaukee, WI	Public	General	95,000
The String Academy of WI, Inc	Milwaukee, WI	Public	General	5,000
The Waldorf School Association of the Delaware River Valley	Milwaukee, WI	Public	General	65,000
Tinicum Conservancy	Upper Black Eddy, PA	Public	General	15,000
Triskeles Foundation	Erwinna, PA	Public	General	20,000
True Skool, Inc	Glenmoore, PA	Public	General	55,000
UEC/MVP Project Inc	Milwaukee, WI	Public	General	90,000
United Cerebral Palsy of Southeastern Wisconsin, Inc	Milwaukee, WI	Public	General	40,000
United Lutheran Program for the Aging	Milwaukee, WI	Public	General	10,000
United Neighborhood Centers of Milwaukee, Inc	Milwaukee, WI	Public	General	70,000
United States Holocaust Memorial Council	Washington, DC	Public	General	40,000
United Way of Greater Milwaukee, Inc	Milwaukee, WI	Public	General	75,000
Unity in Motion, Inc	Milwaukee, WI	Public	General	45,000
University of Wisconsin Foundation	Madison, WI	Public	General	115,500
University of Wisconsin-Superior	Superior, WI	Public	General	2,500
Urban Economic Development Association of Wisconsin, Inc	Milwaukee, WI	Public	General	20,000
Urban Underground, Inc	Milwaukee, WI	Public	General	40,000
UWM Foundation, Inc	Milwaukee, WI	Public	General	135,000
UWM Foundation, Inc	Milwaukee, WI	Public	General	240,500
Vancouver Welsh Men's Choir	Vancouver, BC	N/A	General	5,000
Volunteer Center of Racine County, Inc	Racine, WI	Public	General	5,000
Walker's Point Center For The Arts, Ltd	Milwaukee, WI	Public	General	20,000
Walnut Way Conservation Corporation	Milwaukee, WI	Public	General	100,000
Washington Island Community Health Program - Town of Washington	Washington Island, WI	Public	General	15,000
Watertown Area Cares Clinic, Inc	Watertown, WI	Public	General	14,000
Ways To Work, Inc	Milwaukee, WI	Public	General	25,000
Wheaton Franciscan Home Health & Hospice, Inc	Milwaukee, WI	Public	General	3,500
Wheelchair Recycling Program, Limited	Milwaukee, WI	Public	General	10,000
Wisconsin Academy of Sciences, Arts and Letters	Madison, WI	Public	General	2,000
Wisconsin Association of 12 Step Clubs, Inc	Appleton, WI	Public	General	8,000
Wisconsin Community Services, Inc	Milwaukee, WI	Public	General	2,000
Wisconsin Conservatory of Music, Inc	Milwaukee, WI	Public	General	15,000
Wisconsin Lutheran Child & Family Service, Inc	Milwaukee, WI	Public	General	10,000
Wisconsin Nonprofits Association Inc	Madison, WI	Public	General	50,000
Wisconsin Public Broadcasting Foundation, Inc	Madison, WI	Public	General	4,000

Helen Bader Foundation, Inc

EIN 39-1710914

Attachment to 2012 Form 990-PF f/y/e August 31, 2013

Part XV, Line 3(a) - Contributions Paid

Grantee Name	Grantee Address	Foundation Status of Recipient	Purpose of Contribution	Amount
Wisconsin Regional Training Partnership, Inc	Milwaukee, WI	Public	General	30,000
Wisconsin Women's Business Initiative Corporation (WWBIC)	Milwaukee, WI	Public	General	50,000
Wiscraft, Inc	Milwaukee, WI	Public	General	20,000
Woodland Pattern, Inc	Milwaukee, WI	Public	General	28,500
Word of Hope Ministries, Inc	Milwaukee, WI	Public	General	15,000
				<u>11,143,520</u>

Grantee Name	Grantee Address	Foundation Status of Recipient	Purpose of Contribution	Amount
Above the Clouds, Inc	Milwaukee, WI	Public	General	40,000
Aging & Disability Resource Center of Central Wisconsin	Wisconsin Rapids, WI	Public	General	1,000
Alzheimer's & Dementia Alliance of WI, Inc	Madison, WI	Public	General	20,000
Alzheimer's Disease and Related Disorders Association of Southeastern Wisconsin, Inc	Milwaukee, WI	Public	General	5,000
Alzheimer's Disease International-The International Federation of Alzheimer's Disease and Related Disorders Societies, Inc	Northfield, IL	Public	General	25,000
Association of Fundraising Professionals, Southeastern Wisconsin Chapter, Inc	Butler, WI	Public	General	1,000
Board of Regents of the University of Wisconsin System - University Of Wisconsin Parkside	Kenosha, WI	Public	General	7,500
BoardStar, Inc	Milwaukee, WI	Public	General	15,000
Bookworm Gardens, Inc	Sheboygan, WI	Public	General	17,500
Catholic Charities, Diocese of Madison	Madison, WI	Public	General	10,000
Center For Community Stewardship, Inc	Madison, WI	Public	General	15,000
Clarity Care, Inc	Green Bay, WI	Public	General	30,000
Congregation Ahavat Yisroel, Inc	Milwaukee, WI	Public	General	15,000
Council For Relationships Inc	Philadelphia, PA	Public	General	45,000
Down Syndrome Association of Wisconsin, Inc	St Francis, WI	Public	General	5,000
EMDA-The Alzheimer's Association of Israel	Ramat Gan, Israel	N/A	General	65,000
Faith in Action of Marathon County, Inc	Wausau, WI	Public	General	10,000
Grantmakers In Aging, Inc	Dayton, OH	Public	General	25,000
Greater Milwaukee Foundation, Inc	Milwaukee, WI	Public	General	150,000
Gurdestar USA, Inc	Williamsburg, VA	Public	General	2,500
Interfaith Older Adult Programs, Inc	Milwaukee, WI	Public	General	23,000
Jewish Home & Care Center Foundation, Inc	Milwaukee, WI	Public	General	5,000
La Crosse County Aging Unit	La Crosse, WI	Public	General	50,000
Latino Arts, Inc	Milwaukee, WI	Public	General	2,500
Legal Aid Society of Milwaukee, Inc	Milwaukee, WI	Public	General	10,000
Lutheran Social Services of Wisconsin and Upper Michigan, Inc	Milwaukee, WI	Public	General	50,000
Marquette Adult Day Services, Inc	Marquette, WI	Public	General	1,000
Meals On Wheels Of Sheboygan County, Inc	Sheboygan, WI	Public	General	25,000
Metabev-Community Clubs for Eldercare	Jerusalem, Israel	N/A	General	30,000
Milwaukee Achiever Literacy Services, Inc	Milwaukee, WI	Public	General	50,000
Milwaukee Center for Independence, Inc	Milwaukee, WI	Public	General	25,000
Milwaukee Public Schools Foundation Incorporated	Milwaukee, WI	Public	General	100,000
Milwaukee Symphony Orchestra, Inc	Milwaukee, WI	Public	General	25,000
Milwaukee Water Council, Inc	Milwaukee, WI	Public	General	50,000
Milwaukee Youth Symphony Orchestra, Inc	Milwaukee, WI	Public	General	15,000
Miriam B White Foundation Inc	Winneconne, WI	Public	General	1,000
Museum of Wisconsin Art, Inc	West Bend, WI	Public	General	10,000
NAMI Greater Milwaukee, Inc	Milwaukee, WI	Public	General	1,200
National Center for Creative Aging, Inc	Washington, DC	Public	General	35,000
New York University - School of Medicine	New York, NY	Public	General	40,000
Non Profit Center of Milwaukee, Inc	Milwaukee, WI	Public	General	15,000
Public Policy Forum, Inc Researching Community Issues	Milwaukee, WI	Public	General	50,000
Respite Care Of Marinette & Menominee Counties, Inc	Marinette, WI	Public	General	5,000
Ruach, Inc	Milwaukee, WI	Public	General	25,000

Helen Bader Foundation, Inc
 EIN 39-1710914
 Attachment to 2012 Form 990-PF fly/e August 31, 2013

Part XV, Line 3(b) - Contributions Approved for Future Payment

Grantee Name	Grantee Address	Foundation Status of Recipient	Purpose of Contribution	Amount
SE T Ministry, Inc	Milwaukee, WI	Public	General	25,000
School Factory, Inc	Milwaukee, WI	Public	General	2,000
SHARP Literacy, Inc	Milwaukee, WI	Public	General	2,000
The Center For Independent Documentary, Inc	Sharon, MA	Public	General	50,000
The Friendship Circle, Inc . Jewish Youth Foundation	Bayside, WI	Public	General	40,000
The Milwaukee Jewish Federation, Inc	Milwaukee, WI	Public	General	6,500,000
The UWM Foundation, Inc	Milwaukee, WI	Public	General	177,500
The Waldorf School Association of the Delaware River Valley	Milwaukee, WI	Public	General	30,000
Trinicum Conservancy	Upper Black Eddy, PA	Public	General	15,000
United States Holocaust Memorial Council	Erwinna, PA	Public	General	40,000
University of Wisconsin Foundation	Washington, DC	Public	General	115,500
Vancouver Welsh Men's Choir	Madison, WI	Public	General	5,000
Volunteer Center of Racine County, Inc	Vancouver, BC	N/A	General	5,000
Washington Island Community Health Program - Town of Washington	Racine, WI	Public	General	15,000
Wisconsin Nonprofits Association Inc	Washington Island, WI	Public	General	50,000
Woodland Pattern, Inc	Madison, WI	Public	General	25,000
	Milwaukee, WI	Public	General	
Total Contributions Approved For Future Payment				8,245,200