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 10-01-2012 , and ending 09-30-2013

Name of foundation
CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

A Employer identification number
39-1432753

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 5876

Room/suite

B Telephone number (see instructions)
(920) 437-2136

City or town, state, and ZIP code
DE PERE, WI 541155876

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 5,952,294

J Accounting method ☑ Cash ☐ Accrual ☐ Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	27	27		
	4	Dividends and interest from securities	175,833	174,124		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	171,296			
	b	Gross sales price for all assets on line 6a 1,759,747				
	7	Capital gain net income (from Part IV, line 2)		165,235		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	347,156	339,386		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	7,863	7,863		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	2,000	2,000		0
	c	Other professional fees (attach schedule)	29,800	29,668		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	2,077	1,320		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,717	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	43,457	40,851		0
	25	Contributions, gifts, grants paid	284,400			284,400
	26	**Total expenses and disbursements.** Add lines 24 and 25	327,857	40,851		284,400
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	19,299			
	b	**Net investment income** (if negative, enter -0-)		298,535		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	201,941	399,699	399,699
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	2,468,420	2,473,682	3,120,826
	c	Investments—corporate bonds (attach schedule)	1,871,263	1,334,895	1,418,326
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	683,383	1,036,030	1,013,443
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,225,007	5,244,306	5,952,294
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable	472,000	422,000	
	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)	472,000	422,000	
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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	4,753,007	4,822,306	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	4,753,007	4,822,306	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,225,007	5,244,306	

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	4,753,007
2	Enter amount from Part I, line 27a	2	19,299
3	Other increases not included in line 2 (itemize) ▶	3	50,000
4	Add lines 1, 2, and 3	4	4,822,306
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	4,822,306

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	See Additional Data Table			
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	165,235
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	

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 page 18 of 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	353,834	5,665,254	0 062457
2010	414,144	6,119,561	0 067675
2009	213,400	5,771,785	0 036973
2008	19,000	4,928,736	0 003855
2007	320,266	6,253,527	0 051214

2	**Total** of line 1, column (d).	2	0 222174
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 044435
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	5,837,762
5	Multiply line 4 by line 3.	5	259,401
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,985
7	Add lines 5 and 6.	7	262,386
8	Enter qualifying distributions from Part XII, line 4.	8	284,400

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 page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	2,985
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	2,985
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	2,985
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,120		
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	2,120
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	865
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	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?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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?	6	Yes	
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*	7	Yes	
8a	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*	8b	Yes	
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*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶KATHLEEN T RILEY Telephone no ▶(920) 437-2136

Located at ▶1639 RUSTIC OAKS CT GREEN BAY WI ZIP+4 ▶54301

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		**Yes**	**No**
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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		No
	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?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	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 Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
NONE				
Total number of other employees paid over $50,000 ▶				0

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

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

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	5,918,485
b	Average of monthly cash balances	1b	8,177
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	5,926,662
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	5,926,662
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	88,900
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,837,762
6	**Minimum investment return.** Enter 5% of line 5	6	291,888

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	291,888
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 2,985		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	2,985
3	Distributable amount before adjustments Subtract line 2c from line 1	3	288,903
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	288,903
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	288,903

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	284,400
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	284,400
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	2,985
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	281,415

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					288,903
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				75,406	
b Total for prior years 20___, 20___, 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.					
e From 2011.					
f **Total** of lines 3a through e.		0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 284,400					
a Applied to 2011, but not more than line 2a				75,406	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					208,994
e Remaining amount distributed out of corpus		0			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					79,909
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0			
10 Analysis of line 9					
a Excess from 2008.					
b Excess from 2009.					
c Excess from 2010.					
d Excess from 2011.					
e Excess from 2012.					

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

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

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV **Supplementary Information (Complete this part only if the organization 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))

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

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total			▶ **3a**	284,400
b *Approved for future payment* See Additional Data Table				
Total			▶ **3b**	422,000

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) 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	27	
4 Dividends and interest from securities. . . .			14	175,833	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	171,296	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		347,156	0

13 **Total.** Add line 12, columns (b), (d), and (e). 13 347,156

(See worksheet in line 13 instructions to verify calculations)

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

******	2014-02-05	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
TERRI REXRODE CPA MST	TERRI REXRODE CPA MST	2014-02-05		P00096513

Firm's name ▶	WIPFLI LLP	Firm's EIN ▶ 39-0758449
Firm's address ▶	PO BOX 12237 GREEN BAY, WI 543072237	Phone no (920) 662-0016

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
151 725 FMI FDS INC	P	2013-01-01	2013-04-17
383 767 FIDELITY ADVISOR HIGH	P	2012-12-10	2013-07-18
1356 ISHARES MSCI	P	2013-02-07	2013-08-02
5628 551 JPM TR I INFL MGD BD FD	P	2012-04-30	2013-02-07
2319 668 JPMORGAN EMERGING MARKETS EQUITY	P	2013-02-07	2013-08-02
391 72 JP MORGAN US EQUITY FUND	P	2013-01-01	2013-02-07
4 139 JP MORGAN STRATEGIC INCOME OPPTYS FUND	P	2012-12-14	2013-02-07
30 942 JP MORGAN CORE BOND FUND	P	2013-01-01	2013-02-07
3135 669 MATTHEWS PACIFIC TIGER INSTL FUND	P	2013-01-01	2013-02-07
1797 166 PIMCO FDS	P	2013-01-01	2013-07-18
120 312 PROFESSIONALLY MANAGED PORTFOLIOS	P	2012-12-21	2013-08-02
26 SPDR GOLD TRUST	P	2013-02-07	2013-06-05
99 SPDR GOLD TRUST	P	2013-02-07	2013-06-05
36 053 JPMORGAN REALTY INCOME FUND	P	2013-01-01	2013-02-07
1236 VANGUARD EUROPEAN ETF	P	2012-09-26	2013-08-02
1369 95 ABERDEEN ASIA PACIFIC	P	2011-08-17	2013-08-12
4214 334 DREYFUS/LAUREL FDS	P	2012-01-01	2013-09-11
5783 22 FMI FDS INC	P	2012-01-01	2013-04-17
11225 806 FIDELITY ADVISOR HIGH	P	2012-01-01	2013-07-18
1558 461 FIDELITY ADVISOR HIGH	P	2009-07-28	2013-08-12
2321 631 JPM MID CAP CORE	P	2011-05-19	2013-08-12
3372 334 JPMORGAN INTERNATIONAL VALUE	P	2008-09-19	2013-08-12
2387 404 JPMORGAN EMERGING MARKETS	P	2011-08-17	2013-08-02
6853 251 JPMORGAN US EQUITY FUND	P	2012-01-01	2013-02-07
470 476 JPMORGAN INTREPID VALUE FD SELECT	P	2011-04-14	2013-02-07
579 869 JPMORGAN INTREPID VALUE FD SELECT	P	2011-04-14	2013-08-12
4933 099 JPMORGAN INTERNATIONAL CURRENCY	P	2011-08-17	2013-07-18
5000 79 JPMORGAN STRATEGIC INCOME OPPTYS FUND	P	2012-01-01	2013-02-07
24261 205 JPMORGAN CORE BOND FUND	P	2012-01-01	2013-02-07
496 619 JPMORGAN LARGE CAP GROWTH	P	2011-04-14	2013-08-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
9017 577 PIMCO FDS	P	2005-10-14	2013-07-18
2704 858 PIMCO FDS	P	2005-10-14	2013-08-12
1655 688 PROFESSIONALLY MANAGED PORTFOLIOS	P	2012-01-01	2013-08-02
1385 797 PROFESSIONALLY MANAGED PORTFOLIOS	P	2010-02-24	2013-08-12
5982 252 T ROWE PRICE OVERSEAS	P	2011-01-25	2013-04-17
1941 593 JPMORGAN REALTY INCOME FUND	P	2010-09-10	2013-02-07
4940 162 JPMORGAN REALTY INCOME	P	2010-09-10	2013-09-26
325 SPDR GOLD TRUST	P	2011-01-01	2012-10-08
325 SPDR GOLD TRUST	P	2011-01-01	2012-11-19
325 SPDR GOLD TRUST	P	2011-01-01	2012-12-11
236 SPDR GOLD TRUST	P	2011-08-17	2013-06-05
89 SPDR GOLD TRUST	P	2011-08-17	2013-06-05
POWERSHARES NET ST GAIN	P		
POWERSHARES NET LT LOSS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,875		2,550	325
3,830		3,707	123
53,934		58,973	-5,039
60,788		60,450	338
51,033		55,023	-3,990
4,669		4,372	297
49		49	0
371		374	-3
77,953		67,369	10,584
18,439		19,212	-773
4,183		3,360	823
3,537		4,209	-672
13,439		16,025	-2,586
433		409	24
64,878		56,614	8,264
15,974		15,713	261
58,411		63,325	-4,914
109,592		75,450	34,142
112,033		92,689	19,344
15,382		11,533	3,849
51,471		40,722	10,749
47,921		47,752	169
52,523		51,974	549
81,691		68,705	12,986
12,999		11,423	1,576
18,399		14,079	4,320
54,560		57,964	-3,404
59,509		55,647	3,862
290,892		262,500	28,392
13,756		10,782	2,974

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
92,520		90,058	2,462
27,806		27,013	793
57,568		40,014	17,554
47,921		33,439	14,482
52,285		50,789	1,496
23,299		17,183	6,116
58,640		43,720	14,920
19			19
18			18
17			17
32,024		41,219	-9,195
12,106		15,545	-3,439
			301
			-2,879

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** 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	
			325
			123
			-5,039
			338
			-3,990
			297
			0
			-3
			10,584
			-773
			823
			-672
			-2,586
			24
			8,264
			261
			-4,914
			34,142
			19,344
			3,849
			10,749
			169
			549
			12,986
			1,576
			4,320
			-3,404
			3,862
			28,392
			2,974

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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	
			2,462
			793
			17,554
			14,482
			1,496
			6,116
			14,920
			19
			18
			17
			-9,195
			-3,439
			301
			-2,879

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
WALTER J CLOUD PO BOX 5876 DEPERE, WI 54115	PRESIDENT 0 10	100	0	0
THOMAS L OLSON PO BOX 5876 DEPERE, WI 54115	VICE PRESIDENT 0 10	100	0	0
KATHLEEN T RILEY PO BOX 5876 DEPERE, WI 54115	TREASURER 2 00	7,263	0	0
ERIC WIMBERGER PO BOX 5876 DEPERE, WI 54115	DIRECTOR 0 10	50	0	0
NANCY GUSTAVSON PO BOX 5876 DEPERE, WI 54115	DIRECTOR 0 10	50	0	0
THOMAS LEMORANDE PO BOX 5876 DEPERE, WI 54115	DIRECTOR 0 10	100	0	0
THEODORE CLOUD PO BOX 5876 DEPERE, WI 54115	DIRECTOR 0 10	100	0	0
SAM R CLOUD PO BOX 5876 DEPERE, WI 54115	DIRECTOR 0 10	100	0	0

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
BELLIN COLLEGE 3201 EATON ROAD GREEN BAY, WI 54311		PC	SCHOLARSHIP	6,500
CITY OF DEPERE 335 S BROADWAY DEPERE, WI 54115		NC	DEPERE RIVERWALK & WILDLIFE VIEWING PIER	50,000
DEPERE CHRISTIAN OUTREACH 506 BUTLER STREET DE PERE, WI 54115		PC	THANKSGIVING DINNERS	1,000
GREATER GREEN BAY COMMUNITY FOUNDATION 310 W WALNUT STREET STE 350 GREEN BAY, WI 54303		PC	CLOUD FAMILY FOUNDATION DA FUND	10,000
NWTC EDUCATIONAL FOUNDATION INC PO BOX 19042 GREEN BAY, WI 54307		PC	SCHOLARSHIP	3,900
ST NORBERT COLLEGE 100 GRANT ST DE PERE, WI 54115		PC	SCHOLARSHIP	6,500
UWGB - GREEN BAY FUND 2420 NICOLET DR GREEN BAY, WI 54311		PC	SCHOLARSHIP	6,500
BELLIN FOUNDATION 3201 EATON ROAD GREEN BAY, WI 54311		PC	NEURO TEAM CENTER	25,000
FRIENDS OF ST VINCENT HOSPITAL PO BOX 13508 GREEN BAY, WI 54307		PC	PEDIATRIC HEMATOLOGY-ONCOLOGY CLINIC	75,000
GREEN BAY AREA CHAMBER OF COMMERCE FOUNDATION PO BOX 1660 GREEN BAY, WI 54305		PC	LIGHTS AND SECURITY CAMERA FOR TRAIL	50,000
HERITAGE HILL FOUNDATION 2640 SOUTH WEBSTER AVENUE GREEN BAY, WI 54301		PC	FORT HOWARD GUARD HOUSE RESTORATION	25,000
NEVILLE PUBLIC MUSEUM 210 MUSEUM PL GREEN BAY, WI 54303		PC	WELCOME CENTER KIOSK	25,000
Total . . . . ▶ **3a**				284,400

Form 990PF Part XV Line 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
b *Approved for future payment*				
BAY AREA RECREATIONAL CAMPUS INC3599 EATON ROAD BELLEVUE, WI 54311		PC	PURCHASE LAND & FIELD CONSTRUCTION	100,000
BELLIN COLLEGE3201 EATON ROAD GREEN BAY, WI 54311		PC	SCHOLARSHIP	32,500
BELLIN FOUNDATION3201 EATON ROAD GREEN BAY, WI 54311		PC	NEURO TEAM CENTER	75,000
CITY OF DE PERE335 S BROADWAY DE PERE, WI 54115		NC	DE PERE RIVERWALK AND WILDLIFE VIEWING PIER	50,000
DEPERE CHRISTIAN OUTREACH605 N WEBSTER AVENUE GREEN BAY, WI 54305		PC	THANKSGIVING DINNER	5,000
NWTC EDUCATIONAL FOUNDATION INC2740 W MASON ST GREEN BAY, WI 54307		PC	SCHOLARSHIP	19,500
ST NORBERT COLLEGE100 GRANT ST DE PERE, WI 54115		PC	SCHOLARSHIP	32,500
UW - GREEN BAY FOUNDATION2420 NICOLET DR GREEN BAY, WI 54311		PC	SCHOLARSHIP	32,500
BELLIN COLLEGE3201 EATON ROAD GREEN BAY, WI 54311		PC	BIRTHING SUITE	50,000
HERITAGE HILL FOUNDATION2640 SOUTH WEBSTER AVENUE GREEN BAY, WI 54301		PC	FORT HOWARD GUARD HOUSE RESTORATION	25,000
Total . . . . ▶ **3b**				422,000

TY 2012 Accounting Fees Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	2,000	2,000		0

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Expenditure Responsibility Statement

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Grantee's Name	Grantee's Address	Grant Date	Grant Amount	Grant Purpose	Amount Expended By Grantee	Any Diversion By Grantee?	Dates of Reports By Grantee	Date of Verification	Results of Verification
CITY OF DEPERE	335 S BROADWAY DE PERE, WI 54115	2013-08-09	50,000	DE PERE RIVERWALK AND WILDLIFE VIEWING PIER	50,000	NO DIVERSION OF ASSETS	REPORT RECEIVED AT A BOARD OF DIRECTORS MEETING		ALL AMOUNTS HAVE BEEN VERIFIED AS USED

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
SEC 1256 GAIN		PURCHASED						0	2,399	
SEC 1256 GAIN		PURCHASED						0	3,599	
OTHER INCOME		PURCHASED						0	63	

TY 2012 General Explanation Attachment

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Identifier	Return Reference	Explanation
EXPLANATION CONCERNING PART VII-A, LINE 12	FORM 990-PF	THE CLOUD FAMILY FOUNDATION MADE A $10,000 DONATION TO THE GREATER GREEN BAY COMMUNITY FUND, A NONPROFIT ORGANIZATION THAT IS DEVOTED TO STRENGTHENING THE COMMUNITY ONE OF THE OFFICERS OF CLOUD FAMILY FOUNDATION HAS THE ABILITY TO GRANT SMALL AMOUNTS (TYPICALLY A COUPLE HUNDRED DOLLARS EACH) TO NEEDY NONPROFIT ORGANIZATIONS TO ASSIST WITH THEIR DAILY STRUGGLES ALL OF THE DONATIONS ARE CONSIDERED QUALIFYING DISTRIBUTIONS AS THE AMOUNTS GRANTED ALL ACCOMPLISH OUR OVERALL CHARITABLE PURPOSE AND ARE ALL 5012(C)(3) ORGANIZATIONS

TY 2012 Investments Corporate Bonds Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Name of Bond	End of Year Book Value	End of Year Fair Market Value
DODGE & COX INCOME FND	122,607	122,154
DOUBLELINE FNDS TRUST	118,254	114,923
JPM STRATEGIC INCOME OPPTY FND	99,951	116,385
JPMORGAN HIGH YIELD BOND FD	89,180	106,789
FIDELITY ADVISOR SER II HIGH INCOME ADV	119,094	161,601
JPMORGAN SHORT DURATION BOND FD	206,382	210,880
JPM TR I MLT SC INC SELECT	86,813	86,944
JPMORGAN TR I INFL MANAGED BD - SEL	118,290	115,096
PIMCO FDS TOT RETURN	309,024	320,514
JPM INTL CURRENCY INCOME	65,300	63,040

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TY 2012 Investments Corporate Stock Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FMI LARGE CAP FD	79,903	127,002
HARTFORD CAPITAL APPRECIATION FUND	97,522	144,239
JPMORGAN INTREPID VALUE	90,344	116,167
JPMORGAN LRG CAP GROWTH	92,475	123,017
JPMORGAN US EQUITY	106,995	157,951
JP MORGAN US LRG CAP CORE PLUS SEL	84,163	120,551
PROF MNGD PRTFLS- THE OSTERWEIS FD	105,413	153,205
SPDR S&P 500 EFT TRUST	350,828	411,961
ISHARES CORE S&P MID-CAP ETF	41,533	46,925
JPMORGAN MARKET EXPANSION INDEX FUND	106,358	204,649
JPM TRI MID CAP CORE	83,683	107,013
ARTISAN INTERNATIONAL VALUE	111,961	151,229
ISHARES MSCI EAFE INDEX	257,775	298,014
JPMORGAN INTERNATIONAL VALUE	167,301	208,244
T ROWE PRICE OVERSEAS	233,580	256,410
ABERDEEN ASIA PACIFIC EX JAPAN	145,648	150,352
MATTHEWS PACIFIC TIGER INSTL FD	77,133	88,265
JPM CHINA REGION FND SEL	59,693	60,875
JPM EMERGING MARKET EQUITY	61,180	62,867
JPM TR GLOBAL RES ENHANCED INDEX	120,194	131,890

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TY 2012 Investments - Other Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
EATON VANCE FLOATING RATE - ADVANTAGE	AT COST	117,804	119,740
EATON VANCE GLOBAL MACRO	AT COST	120,807	113,121
GATEWAY FD	AT COST	178,063	183,776
INVT FD BAL RISK	AT COST	181,677	185,988
PIMCO FDS UNCONSTR BD	AT COST	120,862	119,096
ARBITRAGE FUNDS	AT COST	58,638	57,819
POWERSHARES DB COMMODITY INDEX	AT COST	212,210	197,502
SPDR GOLD	AT COST	45,969	36,401

TY 2012 Other Expenses Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MISCELLANEOUS	330	0		0
K-1 PORTFOLIO EXPENSES	1,387	0		0

TY 2012 Other Increases Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Description	Amount
CHANGE IN GRANTS PAYABLE	50,000

TY 2012 Other Professional Fees Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TRUSTEE FEES	29,800	29,668		0

TY 2012 Taxes Schedule

Name: CLOUD FAMILY FOUNDATION INC
F/K/A US PAPER MILLS FOUNDATION INC

EIN: 39-1432753

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES PAID BY TRUST	1,320	1,320		0
2012 PF 990 TAX ESTIMATES	757	0		0