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 10/01/12 **, and ending** 09/30/13

Name of foundation
FRANK G. & FRIEDA K. BROTZ
FAMILY FOUNDATION, INC.

A Employer identification number
39-6060552

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
3518 LAKESHORE ROAD

B Telephone number (see instructions)
920-458-2121

City or town, state, and ZIP code
SHEBOYGAN WI 53083

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) ▶ $ 23,249,514

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	586	586		
	4	Dividends and interest from securities	550,301	550,301		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	438,140			
	b	Gross sales price for all assets on line 6a 6,629,731				
	7	Capital gain net income (from Part IV, line 2)		438,140		
	8	Net short-term capital gain			0	
	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	989,027	989,027	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 2	32,906	32,906		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 3	27,077			
	24	**Total operating and administrative expenses.** Add lines 13 through 23	59,983	32,906	0	
	25	Contributions, gifts, grants paid	1,909,680			1,909,680
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,969,663	32,906	0	1,909,680
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-980,636			
	b	**Net investment income** (if negative, enter -0-)		956,121		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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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	3,968,236	2,376,015	2,376,015
	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 (att. schedule) ▶			
		Less allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges		30,792	30,792
	10a	Investments – U S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule)			
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) SEE STATEMENT 4	17,209,044	17,789,837	20,842,707
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	21,177,280	20,196,644	23,249,514
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	21,177,280	20,196,644	
	30	**Total net assets or fund balances** (see instructions)	21,177,280	20,196,644	
	31	**Total liabilities and net assets/fund balances** (see instructions)	21,177,280	20,196,644	

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	21,177,280
2	Enter amount from Part I, line 27a	2	-980,636
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	20,196,644
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	20,196,644

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE ATTACHED STATEMENT 1			
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) 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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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	438,140
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,618,981	21,369,554	0.075761
2010	1,926,973	21,976,912	0.087682
2009	1,623,637	20,915,852	0.077627
2008	1,340,034	18,453,101	0.072618
2007	1,509,354	24,382,147	0.061904

2 **Total** of line 1, column (d)	2	0.375592
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	0.075118
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	22,057,213
5 Multiply line 4 by line 3	5	1,656,894
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,561
7 Add lines 5 and 6	7	1,666,455
8 Enter qualifying distributions from Part XII, line 4	8	1,909,680

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)

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	9,561
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	9,561
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	9,561
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 30,792		
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	30,792
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	21,231
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 21,231 **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	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	7	X	
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	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	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ FOUNDATION SECRETARY Telephone no ▶ 920-458-2121
3518 LAKESHORE ROAD
Located at ▶ SHEBOYGAN WI ZIP+4 ▶ 53083

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

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	N/A	1c		
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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ 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	X (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?	N/A	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
STUART W BROTZ SHEBOYGAN 3518 LAKESHORE ROAD WI 53083	PRESIDENT 5.00	0	0	0
JESSE R BROTZ SHEBOYGAN 3518 LAKESHORE ROAD WI 53083	SECRETARY 2.00	0	0	0
ADAM T BROTZ SHEBOYGAN 3518 LAKESHORE ROAD WI 53083	TRUSTEE 2.00	0	0	0
ROLAND M NEUMANN SHEBOYGAN 607 N 8TH STREET WI 53081	TRUSTEE 1.00	0	0	0

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	20,677,651
b	Average of monthly cash balances	1b	1,715,459
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	22,393,110
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	22,393,110
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	335,897
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	22,057,213
6	**Minimum investment return.** Enter 5% of line 5	6	1,102,861

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	1,102,861
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,561		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,561
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,093,300
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1,093,300
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	1,093,300

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. – total from Part I, column (d), line 26	1a	1,909,680
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,909,680
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	9,561
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,900,119

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.

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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					1,093,300
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years. 20____ , 20____ , 20____					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	327,115				
b From 2008	426,811				
c From 2009	604,330				
d From 2010	887,059				
e From 2011	600,141				
f **Total** of lines 3a through e		2,845,456			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,909,680					
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					1,093,300
e Remaining amount distributed out of corpus		816,380			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,661,836			
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		327,115			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		3,334,721			
10 Analysis of line 9					
a Excess from 2008	426,811				
b Excess from 2009	604,330				
c Excess from 2010	887,059				
d Excess from 2011	600,141				
e Excess from 2012	816,380				

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 foundation 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 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))

N/A

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

N/A

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed

SEE STATEMENT 6

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

SEE STATEMENT 6

c Any submission deadlines.

SEE STATEMENT 6

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

SEE STATEMENT 6

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 GRANTS PAID SEE STATEMENT 5				1,909,680
Total			▶ 3a	1,909,680
b Approved for future payment N/A				
Total			▶ 3b	

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	586	
4 Dividends and interest from securities			14	550,301	
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			14	438,140	
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		989,027	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 989,027

(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)
N/A	

DAA

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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
N/A		

Sign Here

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

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

Stuart W. Brotz | 8-11-14 | PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
Firm's name ▶		PTIN	
Firm's address ▶		Firm's EIN ▶	
		Phone no	

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description			How Received	Whom Sold	Date Acquired
Date Sold	**Sale Price**	**Cost**	**Expense**	**Depreciation**	**Net Gain / Loss**
64829.822SH MAINSTAY HIGH YIELD CORP			PURCHASE		VARIOUS
4/05/13	$ 400,000	$ 384,992	$	$	$ 15,008
81469.949SH MAINSTAY HIGH YIELD CORP			PURCHASE		VARIOUS
5/06/13	510,000	492,398			17,602
1000SH VANGUARD EUROPE ETF			PURCHASE		VARIOUS
9/13/13	53,662	49,479			4,183
5500SH VANGUARD EMERGING MARKETS			PURCHASE		VARIOUS
8/01/13	219,410	238,349			-18,939
285SH VANGUARD EMERGING MARKETS			PURCHASE		VARIOUS
9/09/13	11,532	10,618			914
965SH VANGUARD EMERGING MARKETS			PURCHASE		VARIOUS
9/09/13	39,046	41,559			-2,513
1000SH VANGUARD EMERGING MARKETS			PURCHASE		VARIOUS
9/10/13	40,969	37,257			3,712
2500SH VANGUARD EMERGING MARKETS			PURCHASE		VARIOUS
9/16/13	103,801	105,709			-1,908
3250SH VANGUARD VALUE			PURCHASE		VARIOUS
6/06/13	220,394	173,018			47,376
3200SH VANGUARD VALUE			PURCHASE		VARIOUS
6/10/13	221,706	170,356			51,350
750SH VANGUARD VALUE			PURCHASE		VARIOUS
9/13/13	53,060	39,927			13,133
1700SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
2/19/13	150,663	114,275			36,388
500SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
9/09/13	49,926	33,649			16,277
500SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
9/16/13	50,945	33,660			17,285
1000SH VANGUARD MID CAP			PURCHASE		VARIOUS
9/09/13	100,716	60,810			39,906
300SH VANGURD MID CAP			PURCHASE		VARIOUS
9/10/13	30,591	18,243			12,348
500SH VANGUARD MID CAP			PURCHASE		VARIOUS
9/16/13	51,531	30,405			21,126
2100SH VANGUARD LARGE CAP			PURCHASE		VARIOUS
2/19/13	147,107	115,380			31,727
1000SH VANGUARD SMALL CAP			PURCHASE		VARIOUS
9/10/13	77,509	54,943			22,566
2350SH VANGUARD TOTAL BOND MARKET			PURCHASE		VARIOUS
12/04/12	199,511	195,448			4,063
2400SH VANGUARD TOTAL BOND MARKET			PURCHASE		VARIOUS
12/28/12	201,836	199,551			2,285
2000SH VANGUARD TOTAL BOND MARKET			PURCHASE		VARIOUS
1/02/13	167,803	166,293			1,510
3000SH VANGUARD TOTAL BOND			PURCHASE		VARIOUS
1/24/13	251,634	249,623			2,011
1350SH VANGUARD TOTAL BOND			PURCHASE		VARIOUS
5/06/13	113,024	112,967			57
1350SH VANGUARD TOTAL BOND			PURCHASE		VARIOUS
6/10/13	110,567	112,967			-2,400
2750SH VANGUARD TOTAL BOND			PURCHASE		VARIOUS
9/18/13	220,689	230,117			-9,428

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets (continued)

Description			How Received	Whom Sold	Date Acquired
Date Sold	**Sale Price**	**Cost**	**Expense**	**Depreciation**	**Net Gain / Loss**
2800SH VANGUARD SHORT TERM CORP			PURCHASE		VARIOUS
6/28/13	$ 221,084	$ 224,977	$	$	$ -3,893
6777.364SH VANGUARD TIPS			PURCHASE		VARIOUS
11/30/12	200,000	170,376			29,624
6807.352SH VANGUARD TIPS			PURCHASE		VARIOUS
12/17/12	200,000	171,130			28,870
3490.401SH VANGUARD TIPS			PURCHASE		VARIOUS
12/28/12	100,000	87,745			12,255
7022.472SH VANGUARD TIPS			PURCHASE		VARIOUS
1/15/13	200,000	176,538			23,462
6975.933SH VANGUARD TIPS			PURCHASE		VARIOUS
4/05/13	200,000	175,368			24,632
3799.392SH VANGUARD TIPS			PURCHASE		VARIOUS
9/18/13	100,000	95,513			4,487
5804.954SH VANGUARD TIPS			PURCHASE		VARIOUS
9/13/13	150,000	145,931			4,069
9448.224SH VANGUARD TIPS			PURCHASE		VARIOUS
9/25/13	250,000	237,519			12,481
6700SH VANGUARD ST TIPS			PURCHASE		VARIOUS
6/20/13	329,166	335,247			-6,081
2250SH VANGUARD ST TIPS			PURCHASE		VARIOUS
6/24/13	109,227	112,583			-3,356
8950SH VANGUARD ST TIPS			PURCHASE		VARIOUS
7/05/13	439,760	448,349			-8,589
4500SH VANGUARD ST TIPS			PURCHASE		VARIOUS
8/22/13	222,566	225,543			-2,977
2250SH VANGUARD ST TIPS			PURCHASE		VARIOUS
9/04/13	110,296	112,779			-2,483
TOTAL	$ 6,629,731	$ 6,191,591	$ 0	$ 0	$ 438,140

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT FEES NYLIM	$ 32,906	$ 32,906	$	$
TOTAL	$ 32,906	$ 32,906	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses (continued)

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
	$	$	$	$
FEES AND MISCELLANEOUS	2,077			
TAXES	25,000			
TOTAL	$ 27,077	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MAINSTAY HIGH YIELD CORP BD FUND	$ 1,473,536	$ 1,585,429		$ 1,598,645
VANGUARD TOTAL BOND MARKET ETF	2,894,080	1,925,837		1,873,047
VANGUARD MORTGAGE BACKED SECURITIES		219,980		223,808
VANGUARD EUROPE ETF		377,506		409,906
VANGUARD PACIFIC ETF	937,723	967,490		1,082,042
VANGUARD EMERGING MARKETS ETF	902,599	673,692		662,287
VANGUARD SMALL CAP ETF	1,126,116	1,458,708		2,056,166
VANGUARD MID CAP ETF	1,033,386	920,136		1,395,577
VANGUARD LARGE CAP ETF	4,292,571	4,334,451		5,819,686
VANGUARD GROWTH ETF	791,250	1,246,930		1,565,092
VANGUARD INFORMATION TECHNOLOGY		220,577		234,030
VANGUARD VALUE ETF	837,377	475,289		616,933
VANGUARD SHORT TERM CORP	843,718	951,611		942,691
VANGUARD INFLATION PROTECTED SEC	2,076,688	2,432,201		2,362,797
TOTAL	$ 17,209,044	$ 17,789,837		$ 20,842,707

Frank G. & Frieda K. Brotz Family Foundation, Inc.

Grants made FYE 9/30/2013

NAME	Address	AMOUNT	DATE	PURPOSE
Roncalli High School	Manitowoc, WI	$25,000 00	10/18/2012	Pledge 1 of 4 - 2012 Capital Campaign
Archdiocese of Milwaukee	Milwaukee, WI	$100,000.00	10/19/2012	Pledge 5 of 5 - Faith in Our Future Campaign
Concordia University Wisconsin	Mequon, WI	$25,000.00	10/19/2012	Pledge 3 of 4 - New School of Pharmacy
Froedtert Hospital Foundation	Milwaukee, WI	$15,000.00	10/19/2012	Pledge 3 of 5 - Rehabilitation Transportation
Great Marriages for Sheboygan County	Sheboygan, WI	$30,000 00	10/19/2012	Pledge 3 of 4 - Marriage Education Center
John Michael Kohler Arts Center	Sheboygan, WI	$50,000.00	10/19/2012	Pledge 2 of 5 - Annual Support
Lakeland College	Sheboygan, WI	$100,000 00	10/19/2012	Pledge 4 of 5 - Sesquicentennial Campaign
Marquette University Law School	Milwaukee, WI	$100,000.00	10/19/2012	Pledge 5 of 5 - New Law School Facility
Meals on Wheels of Sheboygan County	Sheboygan, WI	$100,000.00	10/19/2012	Pledge 1 of 3 - 2012 Kitchen Campaign
Medical College of Wisconsin, Inc.	Milwaukee, WI	$25,000.00	10/19/2012	Pledge 4 of 5 - Annual Fund of Excellence
RCS Empowers, Inc.	Sheboygan, WI	$250,000.00	10/19/2012	Pledge 4 of 5 - Improvements to RCS Campus
Sheboygan County YMCA	Sheboygan, WI	$300,000.00	10/19/2012	Pledge 1 of 4 - Capital Campaign
Silver Lake College	Manitowoc, WI	$25,000.00	10/19/2012	Pledge 1 of 4 - Capital Campaign
Weill Center Foundation	Sheboygan, WI	$50,000.00	10/19/2012	Pledge 3 of 5 - Theater improvements
Aviation Heritage Center of Wisconsin	Sheboygan Falls, WI	$10,000.00	11/27/2012	Pledge 5 of 6 - Educational Programs
Sheboygan Symphony Orchestra	Sheboygan, WI	$10,000 00	11/27/2012	Sponsor Christmas Treasures Concert
Big Brothers & Big Sisters of Sheb. Cty.	Sheboygan, WI	$10,000.00	12/13/2012	Continued support for 2012-13
Boy & Girls Club of Sheb. Cty.	Sheboygan Falls, WI	$10,000 00	12/13/2012	Continued support
Catholic Stewardship Appeal	Milwaukee, WI	$25,000.00	12/13/2012	2012 Catholic Stewardship Appeal
Edgewood College	Madison, WI	$10,000.00	12/13/2012	2013-14 Scholarships
Lakeshore Chorale	Sheboygan Falls, WI	$1,000.00	12/13/2012	Continued support
Meals on Wheels of Sheboygan County	Sheboygan, WI	$10,000.00	12/13/2012	Continued support
Muscular Dystrophy Association	Green Bay, WI	$1,600.00	12/13/2012	MDA Summer Camp
Safe Harbor of Sheboygan County	Sheboygan, WI	$10,000.00	12/13/2012	Continued support
Safe Place for Newborns	Milwaukee, WI	$2,500.00	12/13/2012	Support educational efforts in Sheb. Cty.
St. John the Baptist Congregation	Plymouth, WI	$500.00	12/13/2012	Support educational No Spin Homilies website
Saint Josaphat Basilica Foundation	Milwaukee, WI	$500.00	12/13/2012	Continued support
Salvation Army (The)	Sheboygan, WI	$10,000 00	12/13/2012	Continued support
Sheboygan County Humane Society	Sheboygan, WI	$1,500.00	12/13/2012	Continued support
Sheboygan County YMCA	Sheboygan, WI	$10,000.00	12/13/2012	2012 Partner With Youth Program
Sheboygan Food Pantry	Sheboygan, WI	$5,000.00	12/13/2012	Continued support
Society of Saint Vincent DePaul	Sheboygan, WI	$10,000.00	12/13/2012	Continued support
Catholic Charities of Sheboygan	Milwaukee, WI	$25,000 00	12/18/2012	Pledge 1 of 4 - Support services for Sheb Cty.
Children's Hospital Foundation	Milwaukee, WI	$50,000.00	12/18/2012	Pledge 7 of 7 - Brotz Chapel
Lakeland College	Sheboygan, WI	$25,000.00	12/18/2012	Pledge 1 of 1 - Movers & Shakers Gala Sponsorship
Saint Norbert College	DePere, WI	$10,000.00	12/18/2012	Pledge 3 of 5 - St. Norbert Fund
Sheboygan County Cancer Care Fund	Sheboygan Falls, WI	$1,830.00	12/19/2012	Piano tuning, moving & renting for Unity Festival
Amazing Grace Equine Sanctuary	Elkhart Lake, WI	$5,000 00	1/17/2013	Operating support
Safe Harbor of Sheboygan County	Sheboygan, WI	$5,000.00	3/6/2013	Men Who Cook For Safe Harbor event

NAME	Address	AMOUNT	DATE	PURPOSE
Great Lakes Spaceport Education Fdn.	Sheboygan, WI	$10,000.00	4/2/2013	2013 Rockets for Schools Program
Above and Beyond Children's Museum	Sheboygan, WI	$10,000.00	5/9/2013	Continued support
Aviation Heritage Center of Wisconsin	Sheboygan Falls, WI	$10,000.00	5/9/2013	2013 High School Program
Camp Anokijig	Plymouth, WI	$20,000 00	5/9/2013	New Outdoor Education building
Children's Hospital Foundation	Milwaukee, WI	$10,000.00	5/9/2013	Circle of Care Membership
Circle of Friends	Kohler, WI	$10,000 00	5/9/2013	Continued support
Dismas	Milwaukee, WI	$500.00	5/9/2013	Continued support
Holt International Children's Services	Eugene, OR	$10,000.00	5/9/2013	In Memory of Patrick J. Brotz
Making Spirits Bright	Sheboygan, WI	$5,000.00	5/9/2013	Continued support
Rainbow Kids	Sheboygan, WI	$1,000.00	5/9/2013	Continued support
REINS, Inc.	Sheboygan, WI	$500 00	5/9/2013	Continued support
Sailing Education Assocation of Sheboygan	Sheboygan, WI	$25,000.00	5/9/2013	Support youth sailing programs
Salvation Army (The)	Sheboygan, WI	$15,000.00	5/9/2013	Reach 2012 Christmas goal
Sharon S. Richardson Hospice Home	Sheboygan Falls, WI	$15,000.00	5/9/2013	2013 Dinner Host Sponsorship
Sheboygan Area School District	Sheboygan, WI	$500.00	5/9/2013	Non-summer school Community Rec activities
Sheboygan Athletic Club	Sheboygan, WI	$25,000 00	5/9/2013	Pledge 1 of 2 - New scoreboard and lighting system
Sheboygan County Christian High School	Sheboygan, WI	$15,000.00	5/9/2013	Improving Literacy Standards or Mac Lab
Sheboygan County Interfaith Organization	Sheboygan, WI	$10,000.00	5/9/2013	Continued support
Sheboygan Theatre Company	Sheboygan, WI	$1,000.00	5/9/2013	Sponsor 2013-14 season
Weill Center Foundation	Sheboygan, WI	$10,000.00	5/9/2013	2013-14 Season Sponsorship
Milwaukee School of Engineering	Milwaukee, WI	$10,000.00	5/14/2013	Pledge 1 of 1 - 2012-13 Annual Scholarship Fund
Salvation Army (The)	Sheboygan, WI	$50,000.00	5/14/2013	Pledge 4 of 6 - new construction and renovation
Lakeland College	Sheboygan, WI	$25,000 00	5/16/2013	Movers and Shakers Gala
UW-Sheboygan County Foundation, Inc.	Sheboygan, WI	$5,000.00	5/22/2013	2013 Spring Science Scholarships
Camp Evergreen Corporation	Sheboygan, WI	$5,000.00	6/13/2013	2013 Summer Camp Program
Lakeland College	Sheboygan, WI	$3,500.00	6/13/2013	Movers and Shakers Gala-Auction
Lakeland College	Sheboygan, WI	$11,500.00	6/13/2013	Movers and Shakers Gala-Auction
Silver Lake College	Manitowoc, WI	$20,000.00	6/27/2013	Annual Fund & Brotz Family Endowment Fund
UW-Sheboygan County Foundation, Inc.	Sheboygan, WI	$3,750.00	8/2/2013	2013 Fall Science Scholarships
Kohler School Foundation	Kohler, WI	$5,000.00	8/5/2013	7th Annual Fall Follies "Fun" Raiser
St. Peter Claver Catholic Church	Sheboygan, WI	$25,000 00	8/28/2013	Pledge 3 of 4 - Building expansion
Theater for Young Audiences	Sheboygan, WI	$2,500 00	9/5/2013	Sponsor Cinderella production
Foundation for Religious Retirement	St. Francis, WI	$1,000 00	9/24/2013	Continued support
Girl Scouts of America Corp.	Sheboygan, WI	$20,000.00	9/24/2013	Rebuilding the boat house
Kohler School Foundation	Kohler, WI	$25,000.00	9/24/2013	Ebben Field renovations & improvements
Rawhide, Inc.	New London, WI	$2,500.00	9/24/2013	Youth Education Program
Riveredge Nature Center, Inc.	Newburg, WI	$1,000.00	9/24/2013	Continued support
Sharon S. Richardson Hospice Home	Sheboygan Falls, WI	$15,000 00	9/24/2013	Hospice Resale Shop
Sheboygan County Veterans Memorial	Sheboygan, WI	$1,000 00	9/24/2013	Bring traveling wall to Sheboygan
Sheboygan Symphony Orchestra	Sheboygan, WI	$10,000 00	9/24/2013	Sponsor Trumpet Invasion Concert
Wisconsin Right to Life	Milwaukee, WI	$5,000 00	9/24/2013	Support the Veritas Society
Volunteer Center of Sheboygan County	Sheboygan, WI	$5,000.00	9/30/2013	Support area non-profit organizations
TOTAL		**$1,909,680.00**		

FRANK G. & FRIEDA K. BROTZ
FAMILY FOUNDATION, INC.
2012 FORM 990-PF
EIN: 39-6060552

STATEMENT 6

Page 10, Part XV, Item 2

Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

a.) The name, address, and telephone number of the person to whom applications should be addressed:

Frank G. & Frieda K. Brotz Family Foundation, Inc.
Attention: Grants Committee
3518 Lakeshore Road
Sheboygan, Wisconsin 53083
Telephone: 920-458-2121

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

A written letter giving details of the applicant, its purpose, its intended use of any grant, evidence that shows the applicant is qualified under Section 170(c) of the Internal Revenue Code.

c.) Any submission deadlines:

None, the grants committee of this private foundation meets periodically.

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

This private foundation's grants are made to public supported Section 170(c) Internal Revenue Code qualified organizations; primarily in Wisconsin. No grants to individuals or organizations that require "expenditure responsibility under Treasury Regulations".

Federal Statements

Taxable Interest on Investments

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
U.S. BANK CHECKING	$ 25		14		
U.S. BANK MONEY MARKET	275		14		
MAINSTAY CASH RESERVE	91		14		
VANGUARD MONEY MARKET	195		14		
TOTAL	$ 586				

Taxable Dividends from Securities

Description	Amount	Unrelated Business Code	Exclusion Code	Postal Code	US Obs ($ or %)
MAINSTAY HIGH YIELD BOND	$ 86,544		14		
MAINSTAY SHORT DURATION	14,310		14		
VANGUARD EUROPE	3,619		14		
VANGUARD PACIFIC	29,767		14		
VANGUARD EMERGING MARKETS	32,141		14		
VANGUARD SMALL CAP	31,840		14		
VANGUARD MID CAP	16,409		14		
VANGUARD INDEXED BOND	74,179		14		
VANGUARD SHORT TERM CORP	19,447		14		
VANGUARD TIPS	88,561		14		
VANGUARD VALUE	21,214		14		
VANGUARD GROWTH	18,167		14		
VANGUARD LARGE CAP	114,103		14		
TOTAL	$ 550,301				

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☐
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ▶ ☒

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions FRANK G. & FRIEDA K. BROTZ FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 39-6060552
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions 3518 LAKESHORE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SHEBOYGAN WI 53083	

Enter the Return code for the return that this application is for (file a separate application for each return) 07

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ FOUNDATION SECRETARY
  3518 LAKESHORE ROAD
  SHEBOYGAN WI 53083

Telephone No ▶ 920-458-2121 FAX No ▶ 920-451-3805

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15/14 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ ☐ calendar year ________ or

▶ ☒ tax year beginning 10/01/12 , and ending 09/30/13

2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$ 0
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$ 25,000
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.
DAA

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions FRANK G. & FRIEDA K. BROTZ FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 39-6060552
	Number, street, and room or suite no If a P O box, see instructions. 3518 LAKESHORE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions SHEBOYGAN WI 53083	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ FOUNDATION SECRETARY
  Telephone No ▶ 920-458-2121 FAX No ▶ 920-451-3805
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 08/15/14

5 For calendar year ______ , or other tax year beginning 10/01/12 , and ending 09/30/13 .

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
THE FOUNDATION REQUESTS ADDITIONAL TIME TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 9,700
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 30,792
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ David D. Alter Title ▶ Administrator Date ▶ 05/14/14

DAA