



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



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

Department of the Treasury  
 Internal Revenue Service

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

For calendar year 2012 or tax year beginning **10/01, 2012, and ending**

**09/30, 2013**

Name of foundation  
**DANIEL BADER CHARITABLE TRUST**

Number and street (or P O box number if mail is not delivered to street address) Room/suite  
**777 EAST WISCONSIN AVENUE 3600**

City or town, state, and ZIP code  
**MILWAUKEE, WI 53202-5306**

**A Employer identification number**  
**39-6516314**

**B Telephone number (see instructions)**  
**(414) 297-5729**

**C** If exemption application is pending check here

**D** 1 Foreign organizations check here   
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

**G** Check all that apply

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

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

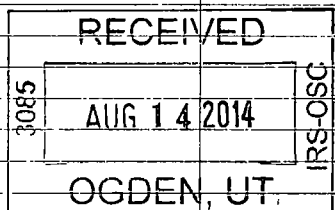
**I** Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 17,542,123.**

**J** Accounting method  Cash  Accrual  
 Other (specify) \_\_\_\_\_  
 (Part I, column (d) must be on cash basis)

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants etc. received (attach schedule) if the foundation is not required to attach Sch B <input type="checkbox"/>	3,380,671			
2	Interest on savings and temporary cash investments				
3	Dividends and interest from securities	357,671	357,029		
4	5a Gross rents				
5	b Net rental income or (loss)				
6	6a Net gain or (loss) from sale of assets not on line 10	911,088			
7	b Gross sales price for all assets on line 6a 4,663,162				
8	7 Capital gain net income (from Part IV, line 2)		911,541		
9	8 Net short-term capital gain				
10	9 Income modifications				
11	10a Gross sales less returns and allowances				
12	b Less Cost of goods sold				
13	c Gross profit or (loss) (attach schedule)				
14	11 Other income (attach schedule)	27,082	-153		
15	12 Total Add lines 1 through 11	4,676,512	1,268,417		
16	13 Compensation of officers, directors, trustees, etc	86,000	64,500		21,500
17	14 Other employee salaries and wages				
18	15 Pension plans, employee benefits				
19	16a Legal fees (attach schedule)	10,271	7,703		2,568
20	b Accounting fees (attach schedule)	6,120			6,120
21	c Other professional fees (attach schedule)	94,343	94,343		
22	17 Interest	684	196		
23	18 Taxes (attach schedule) (see instructions)	44,329	6,425		
24	19 Depreciation (attach schedule) and depletion				
25	20 Occupancy				
26	21 Travel, conferences, and meetings	6,815			6,815
27	22 Printing and publications				
28	23 Other expenses (attach schedule)	23,982	23,856		
29	24 Total operating and administrative expenses Add lines 13 through 23	272,544	197,023		37,003
30	25 Contributions, gifts, grants paid	7,950,009			7,950,001
31	26 Total expenses and disbursements Add lines 24 and 25	8,222,553	197,023		7,987,004
32	27 Subtract line 26 from line 12				
33	a Excess of revenue over expenses and disbursements	-3,546,041			
34	b Net investment income (if negative, enter -0-)		1,071,394		
35	c Adjusted net income (if negative, enter -0-)				

SCANNED AUG 15 2014 Revenue

Operating and Administrative Expenses



918

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 . . . . .	175,148.	90,205.	90,205.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10 a Investments - U S and state government obligations (attach schedule) . . . . .			
	b Investments - corporate stock (attach schedule) . . . . .	6,440,678.	3,760,622.	4,952,197.
	c Investments - corporate bonds (attach schedule) . . . . .	500,000.	500,000.	496,015.
	11 Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans . . . . .			
	13 Investments - other (attach schedule) . . . . .	9,867,425.	8,826,117.	12,003,706.
	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) . . . . .	16,983,251.	13,176,944.	17,542,123.	
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. ▶ <input type="checkbox"/>			
	24 Unrestricted . . . . .			
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .			
29 Retained earnings, accumulated income, endowment, or other funds . . . . .				
30 Total net assets or fund balances (see instructions) . . . . .	16,983,251.	13,176,944.		
31 Total liabilities and net assets/fund balances (see instructions) . . . . .	16,983,251.	13,176,944.		

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	16,983,251.
2 Enter amount from Part I, line 27a . . . . .	2	-3,546,041.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3 . . . . .	4	13,437,210.
5 Decreases not included in line 2 (itemize) ▶	5	260,266.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	13,176,944.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	911,088.
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	94,771.

**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	5,572,532.	20,402,500.	0.273130
2010	1,285,249.	22,331,279.	0.057554
2009	5,051,526.	20,454,456.	0.246965
2008	5,250,595.	19,140,961.	0.274312
2007	1,642,669.	30,726,449.	0.053461
2 Total of line 1, column (d)			2 0.905422
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 0.181084
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 19,643,145.
5 Multiply line 4 by line 3			5 3,557,059.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,714.
7 Add lines 5 and 6			7 3,567,773.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 7,987,004.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines 1 and 2, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount credited to 2013.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question number, Yes, and No. Questions cover political influence, expenditures, tax on political expenditures, reimbursement, IRS reporting, changes to governing instruments, unrelated business income, liquidation, requirements of section 508(e), assets, and substantial contributors.

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . . 11 X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . . 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . . 13 X
Website address N/A
14 The books are in care of JERE D. MCGAFFEY Telephone no 414-297-5729
Located at 777 E WISCONSIN AVE MILWAUKEE, WI ZIP+4 53202
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . 15
16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? . . . . . 16 Yes No X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country

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

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

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)?  Yes  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?  Yes  No

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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 ATTACHED SCHEDULE		86,000.	0	0

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services . . . . . ▶

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

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

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

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

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	18,632,305.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	1,309,974.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	19,942,279.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	19,942,279.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	299,134.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	19,643,145.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	982,157.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	982,157.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	10,714.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	10,714.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	971,443.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	971,443.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	971,443.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	7,987,004.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	7,987,004.
<b>5</b>	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)	<b>5</b>	10,714.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	7,976,290.

**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 . . . . .				971,443.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only . . . . .				
b Total for prior years 20 10, 20 09, 20 08 . . . . .				
3 Excess distributions carryover, if any, to 2012				
a From 2007 . . . . . 156,523.				
b From 2008 . . . . . 4,299,671.				
c From 2009 . . . . . 4,031,653.				
d From 2010 . . . . . 196,545.				
e From 2011 . . . . . 4,567,525.				
f Total of lines 3a through e . . . . .	13,251,917.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 7,987,004.				
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 . . . . .				971,443.
e Remaining amount distributed out of corpus . . . . .	7,015,561.			
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 . . . . .	20,267,478.			
b Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .				
d Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .	156,523.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	20,110,955.			
10 Analysis of line 9				
a Excess from 2008 . . . . . 4,299,671.				
b Excess from 2009 . . . . . 4,031,653.				
c Excess from 2010 . . . . . 196,545.				
d Excess from 2011 . . . . . 4,567,525.				
e Excess from 2012 . . . . . 7,015,561.				

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

Table with 5 columns: (a) 2012, (b) 2011, (c) 2010, (d) 2009, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

Check here [X] 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

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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE				7,950,009.
<b>Total</b> ..... ▶ <b>3a</b>				7,950,009.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ▶ <b>3b</b>				



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

- 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
(2) Other assets
b Other transactions
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. All entries are 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

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All entries are blank.

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
Signature of officer or trustee Date Title

Paid Preparer Use Only Print/Type preparer's name: LYNETTE M. ZIGMAN; Preparer's signature; Date: 7/10/14; Check self-employed if PTIN: P00845428; Firm's name: FOLEY & LARDNER LLP; Firm's address: 777 E. WISCONSIN AVE. MILWAUKEE, WI; Firm's EIN: 39-0473800; Phone no: 414-271-2400

**Schedule B**

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

**Schedule of Contributors**

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

OMB No 1545-0047

**2012**

Name of the organization  
DANIEL BADER CHARITABLE TRUST

Employer identification number  
39-6516314

Organization type (check one)

Filers of:

Section:

- Form 990 or 990-EZ  501(c)( ) (enter number) organization
- 4947(a)(1) nonexempt charitable trust not treated as a private foundation
- 527 political organization
- Form 990-PF  501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

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

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

**General Rule**

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

**Special Rules**

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

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

Name of organization DANIEL BADER CHARITABLE TRUST

Employer identification number  
39-6516314

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HELEN DANIELS BADER CHARITABLE LEAD TR 1 FOLEY & LARDNER LLP, 777 E WISCONSIN AVE MILWAUKEE, WI 53202-5306	\$ 676,722.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	HELEN DANIELS BADER CHARITABLE LEAD TR 2 FOLEY & LARDNER LLP, 777 E WISCONSIN MILWAUKEE, WI 53202-5306	\$ 2,703,949.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization **DANIEL BADER CHARITABLE TRUST**

Employer identification number  
39-6516314

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

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

Name of organization DANIEL BADER CHARITABLE TRUST

Employer identification number

39-6516314

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

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

Use duplicate copies of Part III if additional space is needed

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

Daniel Bader Charitable Trust  
 EIN 39-6516314  
 Attachment to 2012 Form 990-PF f/y/e September 30, 2013

Part I, Line 1 - Contributions Received

Donor	Date	Amount
Helen Daniels Bader Charitable Lead Trust No One c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306		
Cash	10/25/2012	\$ 130,000
Cash	10/25/2012	96,722
Cash	10/25/2012	300,000
Cash	10/25/2012	150,000
Total		<u>\$ 676,722</u>
Helen Daniels Bader Charitable Lead Trust No Two c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306		
Cash	10/22/2012	\$ 500,000
Cash	10/25/2012	520,000
Cash	10/25/2012	483,949
Cash	10/25/2012	1,000,000
Cash	10/25/2012	200,000
Total		<u>\$ 2,703,949</u>
Grand Total		<u><u>\$ 3,380,671</u></u>

Daniel Bader Charitable Trust  
 EIN. 39-6516314  
 Attachment to 2012 Form 990-PF f/y/e September 30, 2013

Part I, Line 4 - Dividends and Interest from Securities

	( a )	( b )	UBTI Portion
Dividends & Interest	\$ 357,671	\$ 357,029	\$ 642
Tax Exempt & Nontaxable Dividends	-	-	-
	<u>\$ 357,671</u>	<u>\$ 357,029</u>	<u>\$ 642</u>

Part I, Line 6 - Net Gain or Loss From Sale of Assets

	( a )	( b )	UBTI Portion
Short Term	\$ 94,771	\$ 94,771	\$ -
Long Term	816,317	816,770	(453)
	<u>\$ 911,088</u>	<u>\$ 911,541</u>	<u>\$ (453)</u>

Part I, Line 11 - Other Income

	( a )	( b )	UBTI Portion
Excise Tax Refund	\$ 22,688	\$ -	\$ -
H D Bader & Co No E - Sch K-1			
Ordinary Income/(Loss)	3,595	(116)	3,711
Net Rental Income	(15)	(15)	-
Other Net Rental Income	-	-	-
Royalties	(1)	-	(1)
Other Portfolio Income	691	691	-
Other Income	207	(684)	891
Section 1231 Gain	(83)	(29)	(54)
	<u>\$ 27,082</u>	<u>\$ (153)</u>	<u>\$ 4,547</u>

Part I, Line 16(a) - Legal Fees

	( a )	( b )	( d )	UBTI Portion
Foley & Lardner LLP	\$ 10,271	\$ 7,703	\$ 2,568	\$ -

Part I, Line 16(b) - Accounting Fees

	( a )	( b )	( d )	UBTI Portion
Komisar Brady & Co., LLP	\$ 6,120	\$ -	\$ 6,120	\$ -

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

	( a )	( b )	( d )	UBTI Portion
Investment Counsel - Hewitt Assoc	\$ 7,981	\$ 7,981	\$ -	\$ -
Investment Counsel - American Euro	5,026	5,026	-	-
Custodian Fees - US Bank Trust Co	2,473	2,473	-	-
H D Bader & Co No E - Sch K-1	78,863	78,863	-	-
	<u>\$ 94,343</u>	<u>\$ 94,343</u>	<u>\$ -</u>	<u>\$ -</u>

Daniel Bader Charitable Trust  
 EIN 39-6516314  
 Attachment to 2012 Form 990-PF f/y/e September 30, 2013

Part I, Line 17 - Interest

	( a )	( b )	( d )	UBTI Portion
H.D Bader & Co No E - Sch K-1	\$ 684	\$ 196	\$ -	\$ 488

Part I, Line 18 - Taxes

	( a )	( b )	( d )	UBTI Portion
Foreign Income Tax Paid	\$ 6,447	\$ 6,425	\$ -	\$ 22
Excise Tax Payments	37,688	-	-	-
Other Tax - Form 990-T	-	-	-	-
State UBTI Tax Paid	194	-	-	194
	<u>\$ 44,329</u>	<u>\$ 6,425</u>	<u>\$ -</u>	<u>\$ 216</u>

Part I, Line 23 - Other Expenses

	( a )	( b )	( d )	UBTI Portion
H D Bader & Co No E - Sch K-1	\$ 23,707	\$ 23,652	\$ -	\$ 55
Bank Service Fees	204	204	-	-
Nondeductible Expenses	71	-	-	4
	<u>\$ 23,982</u>	<u>\$ 23,856</u>	<u>\$ -</u>	<u>\$ 59</u>

Part II, Line 10b - Investments - Corporate Stock

	9/30/2013	
	Book Value	Market Value
Baird Aggregate Bond Fund	\$ 42,196	\$ 46,438
Dodge & Cox Stock Fund	1,446,002	2,181,830
Dodge & Cox International Stock Fund	782,793	839,253
American Europacific Growth Fund	1,489,631	1,884,676
	<u>\$ 3,760,622</u>	<u>\$ 4,952,197</u>

Part II, Line 10c - Investments - Corporate Bonds

	9/30/2013	
	Book Value	Market Value
\$100,000 State of Israel Dollar Bonds, 2 5%, 1/1/14	\$ 100,000	\$ 100,000
\$100,000 State of Israel Bond, 4%, 8/1/14	100,000	100,000
\$100,000 State of Israel Bond, 2 7%, 1/1/16	100,000	100,000
\$100,000 State of Israel Bond, 2 33%, 1/1/17	100,000	98,223
\$100,000 State of Israel Bond, 2 34%, 12/1/17	100,000	97,792
	<u>\$ 500,000</u>	<u>\$ 496,015</u>

Part II, Line 13 - Investments - Other

	9/30/2013	
	Book Value	Market Value
Partnership H D Bader & Co No. E	\$ 8,826,117	\$ 12,003,706

Daniel Bader Charitable Trust  
EIN: 39-6516314  
Attachment to 2012 Form 990-PF f/y/e September 30, 2013

Part III, Line 5 - Decreases Not Included on Line 2

Net Book to Tax Adjustments	\$	260,266
-----------------------------	----	---------

Daniel Bader Charitable Trust  
 EIN 39-6516314  
 Attachment to 2012 Form 990-PF f/y/e September 30, 2013

Part IV - Capital Gains and Losses

Description	How Acquired	Date Acquired	Date Sold	Proceeds	Cost	Wash Sale Loss Disallowed	Gain/(Loss)
<u>SHORT TERM</u>							
11478 766 Baird Aggregate Bond Fd	P	5/29/2013	6/19/2013	122,019	125,203		(3,184)
506 011 Baird Aggregate Bond Fd	P	7/26/2013	8/16/2013	5,252	5,297		(45)
374 377 Bernstein Emerging Mkt Fd	P	12/17/2012	4/22/2013	10,040	10,344		(304)
5603 785 Dodge & Cox Stock Fd	P	5/2/2013	5/3/2013	782,793	773,995		8,798
H D Bader & Co No E, Sch K-1							89,506
Total Short Term				920,104		-	94,771
<u>LONG TERM</u>							
82049 329 Baird Aggregate Bond Fd	P	4/25/2012	6/19/2013	872,184	879,583		(7,399)
545 282 Baird Aggregate Bond Fd	P	11/29/2004	6/19/2013	5,796	5,851	(55)	
191421 275 Baird Aggregate Bond Fd	P	12/27/2011	8/16/2013	1,986,953	1,985,966		987
11 714 Baird Aggregate Bond Fd	P	12/6/2004	8/16/2013	122	123	(1)	
28813 503 Bernstein Emerging Mkt Fd	P	1/30/2012	4/22/2013	772,752	654,698		118,054
29 181 American Europacific Grth F2	P	12/28/2010	11/2/2012	1,165	1,194		(29)
28 610 American Europacific Grth F2	P	12/28/2010	2/1/2013	1,233	1,171		62
29 550 American Europacific Grth F2	P	12/28/2010	5/3/2013	1,304	1,209		95
29 674 American Europacific Grth F2	P	12/28/2010	8/2/2013	1,324	1,215		109
\$100,000 Israel St Dir Bd, 3 39%, 12/1/12	P	12/15/2007	12/10/2012	100,000	100,000		-
Class Action Proceeds	P			224			224
H D Bader & Co No E, Sch K-1							660,306
Capital Gain Dividends				43,908			43,908
Total Long Term				3,786,965		(56)	816,317
TOTAL GAIN/(LOSS)				4,707,069		(56)	911,088
TOTAL GAIN/(LOSS) - Amount Reported in Part IV and Part I, Line 6a							911,088
* Portion of Total Allocated to UBTI (Reported on Form 990-T)							(453)
TOTAL GAIN/(LOSS) - Amount Reported in Part I, Line 7							911,541

Daniel Bader Charitable Trust  
 EIN 39-6516314  
 Attachment to 2012 Form 990-PF f/y/e September 30, 2013

Part VIII, Line 1 - Officers, Directors

( a )	( b )	( c )	( d ) & ( e )
Daniel Bader 3580 N Lake Drive Shorewood, WI 53211	Trustee, on average 1-2 Hrs/Wk	25,000	-
Deirdre H. Britt 5819 North Maplewood Avenue, #1 Chicago, IL 60659	Trustee, on average 1-2 Hrs/Month	10,500	-
Francis Klitsner Wolff c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306	Trustee, on average 1-2 Hrs/Month	10,500	-
Jere D McGaffey c/o Foley & Lardner LLP 777 East Wisconsin Avenue Milwaukee, WI 53202-5306	Trustee, on average 2-4 Hrs/Wk	40,000	-
Total		86,000	

Part XV, Line 3(a) - Contributions Paid

Organization	Foundation Status of Recipient	Purpose of Contribution	Amount
Helen Bader Foundation, Inc , Milwaukee, WI	Private	General	7,950,000
From Pass-Through Entity			9
Total Contributions Paid			7,950,009



FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 1

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>AMOUNT</u>	<u>EXCLUSION CODE</u>	<u>AMOUNT</u>	<u>RELATED OR EXEMPT FUNCTION INCOME</u>
EXCISE TAX REFUND FROM PASS-THROUGH ENTITIES	900099	4,547.	14	-153.	22,688.
TOTALS		<u>4,547.</u>		<u>-153.</u>	<u>22,688.</u>