



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

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990-PF and its separate instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation <b>WINDHOVER FOUNDATION, INC.</b>		A Employer identification number <b>39-1482470</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>N61 W23044 HARRY'S WAY</b>	Room/suite	B Telephone number <b>414-566-6000</b>
City or town, state or province, country, and ZIP or foreign postal code <b>SUSSEX, WI 53089-9807</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 92,326,369.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(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	3,287,542.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	257,220.	257,220.		STATEMENT 1
	4 Dividends and interest from securities	2,756,780.	2,756,780.		STATEMENT 2
	5a Gross rents	-4,612.	-4,612.		STATEMENT 3
	b Net rental income or (loss)	-4,612.			
	6a Net gain or (loss) from sale of assets not on line 10	31,400.			
	b Gross sales price for all assets on line 6a	4,738,740.			
	7 Capital gain net income (from Part IV, line 2)		31,400.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	-17,478.	-17,478.		STATEMENT 4	
12 Total. Add lines 1 through 11	6,310,852.	3,023,310.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 5	291,313.	291,313.		0.
	17 Interest				
	18 Taxes STMT 6	288,408.	288,408.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	104,103.	103,602.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	683,824.	395,458.		0.
	25 Contributions, gifts, grants paid	3,739,507.			3,739,507.
26 Total expenses and disbursements. Add lines 24 and 25	4,423,331.	395,458.		3,739,507.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,887,521.				
b Net investment income (if negative, enter -0-)		2,627,852.			
c Adjusted net income (if negative, enter -0-)			N/A		

323501  
10-10-13

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2013)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	50,000.		
	2	Savings and temporary cash investments	15,169,664.	4,797,967.	4,797,967.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 8	13,518,467.	16,246,025.	22,495,416.
	c	Investments - corporate bonds STMT 9	7,340,037.	7,440,192.	7,205,071.
	11	Investments - land, buildings, and equipment basis ▶			
Liabilities		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	32,976,952.	43,215,698.	49,360,766.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation ▶			
	15	Other assets (describe ▶ OTHER INVESTMENTS )	8,120,830.	7,399,765.	8,467,149.
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	77,175,950.	79,099,647.	92,326,369.
	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			
	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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	77,175,950.	79,099,647.	
	30	Total net assets or fund balances	77,175,950.	79,099,647.	
	31	Total liabilities and net assets/fund balances	77,175,950.	79,099,647.	

## 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	77,175,950.
2	Enter amount from Part I, line 27a	2	1,887,521.
3	Other increases not included in line 2 (itemize) ▶ BOOK TO TAX ADJUSTMENTS	3	36,176.
4	Add lines 1, 2, and 3	4	79,099,647.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	79,099,647.

**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			
b SEE ATTACHED STATEMENT			
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 4,738,740.		4,503,951.	31,400.

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			31,400.

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div> <div style="margin-left: 10px;">           2           <div style="border-left: 1px solid black; padding-left: 10px;">31,400.</div> </div> </div>
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). If (loss), enter -0- in Part I, line 8	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px;">           If gain, also enter in Part I, line 8, column (c).            If (loss), enter -0- in Part I, line 8         </div> <div style="margin-left: 10px;">           3           <div style="border-left: 1px solid black; padding-left: 10px;">N/A</div> </div> </div>

**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))
2012	3,230,885.	75,354,371.	.042876
2011	4,788,391.	69,452,721.	.068945
2010	5,736,578.	63,844,076.	.089853
2009	5,330,516.	54,882,326.	.097126
2008	3,706,944.	64,907,956.	.057111

2 Total of line 1, column (d)	2	.355911
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	.071182
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	85,137,051.
5 Multiply line 4 by line 3	5	6,060,226.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,279.
7 Add lines 5 and 6	7	6,086,505.
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	3,739,507.

**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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	52,557.
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	52,557.
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	52,557.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	115,080.	
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	115,080.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	433.	
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	62,090.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 62,090. Refunded <input type="checkbox"/>	11	0.	

**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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	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?	4b	X
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) <input type="checkbox"/> 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 2013 or the taxable year beginning in 2013 (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

Form 990-PF (2013)

**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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

Website address ► N/A

14 The books are in care of ► **QUAD/GRAPHICS, INC.** Telephone no. ► **414-566-6000**  
 Located at ► **N61 W23044 HARRY'S WAY, SUSSEX, WI** ZIP+4 ► **53089-9807**

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 N/A

16 At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?  
 See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►

16	Yes	No
		X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2013 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 2013.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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 2013?		X

Form 990-PF (2013)

**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)?

☐ 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)?

Organizations relying on a current notice regarding disaster assistance check here

☒

5b

X

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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

**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.

(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
KATHRYN Q. FLORES	DIRECTOR			
N61 W23044 HARRY'S WAY				
SUSSEX, WI 53089-9807	1.00	0.	0.	0.
ELIZABETH QUADRACCI HARNED	DIRECTOR			
N61 W23044 HARRY'S WAY				
SUSSEX, WI 53089-9807	1.00	0.	0.	0.
J. JOEL QUADRACCI	DIRECTOR			
N61 W23044 HARRY'S WAY				
SUSSEX, WI 53089-9807	1.00	0.	0.	0.
JOHN FOWLER	TREASURER			
N61 W23044 HARRY'S WAY				
SUSSEX, WI 53089-9807	1.00	0.	0.	0.

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
BROWNSON, REHMUS, & FOXWORTH, INC. - 200 SOUTH WACKER DRIVE, SUITE 2300, CHICAGO, IL	INVESTMENT MANAGEMENT SERVICES	160,000.
SUNTRUST BANK 303 PEACHTREE ST NE, ATLANTA, GA 30308	INVESTMENT MANAGEMENT SERVICES	129,813.

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

0

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

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B** Summary of Program-Related Investments

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

0.

Form 990-PF (2013)



**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	68,954,163.
b Average of monthly cash balances	1b	9,012,242.
c Fair market value of all other assets	1c	8,467,149.
d Total (add lines 1a, b, and c)	1d	86,433,554.
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	86,433,554.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,296,503.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	85,137,051.
6 Minimum investment return. Enter 5% of line 5	6	4,256,853.

**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	4,256,853.
2a Tax on investment income for 2013 from Part VI, line 5	2a	52,557.
b Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	52,557.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	4,204,296.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	4,204,296.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,204,296.

**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	3,739,507.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,739,507.
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	5	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,739,507.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				4,204,296.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	460,789.			
b From 2009	2,600,601.			
c From 2010	2,570,752.			
d From 2011	1,440,896.			
e From 2012				
f Total of lines 3a through e	7,073,038.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	3,739,507.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				3,739,507.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	464,789.			464,789.
6 Enter the net total of each column as indicated below:	6,608,249.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	6,608,249.			
10 Analysis of line 9.				
a Excess from 2009	2,596,601.			
b Excess from 2010	2,570,752.			
c Excess from 2011	1,440,896.			
d Excess from 2012				
e Excess from 2013				

N/A

- ☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

11300812 797112 QUA003.0066 2013.03061 WINDHOVER FOUNDATION, INC. QUA000D1

**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
<i>a Paid during the year</i>				
SEE ATTACHED STATEMENT VARIOUS VARIOUS VARIOUS		PUBLIC CHARITY	CARRY OUT CHARITABLE PURPOSE OF FOUNDATION	3,739,507.
<b>Total</b>			<b>3a</b>	3,739,507.
<i>b Approved for future payment</i>				
NONE				
<b>Total</b>			<b>3b</b>	0.

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
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	257,220.		
4 Dividends and interest from securities			14	2,756,780.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property			16	-4,612.		
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income			14	-17,478.		
8 Gain or (loss) from sales of assets other than inventory			18	31,400.		
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.		3,023,310.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	3,023,310.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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

- |          |  | Yes   | No |
|----------|--|-------|----|
| <b>1</b> | 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?  |       |    |
| <b>a</b> | Transfers from the reporting foundation to a noncharitable exempt organization of:   |       |    |
|          | (1) Cash   | 1a(1) | X  |
|          | (2) Other assets   | 1a(2) | X  |
| <b>b</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  |
| <b>c</b> | Sharing of facilities, equipment, mailing lists, other assets, or paid employees   | 1c    | X  |
| <b>d</b> | 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. |       |    |


[illegible]

- 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		

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.


Sign Here


Kathryn Adams, Fnu  
 Signature of officer or trustee
 

1/8/14/14  
 Date
 


Director  
 Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	BRIAN J. CAMPEAU		8/12/14		P00440195
	Firm's name ▶ VOGEL CONSULTING GROUP, S.C.			Firm's EIN ▶ 39-1774588	
	Firm's address ▶ 3415 GATEWAY ROAD BROOKFIELD, WI 53045			Phone no. 262-790-4960	

**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.  
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and  
its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2013**

Name of the organization

WINDHOVER FOUNDATION, INC.

Employer identification number

39-1482470

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 foundationCheck 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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization

Employer identification number

WINDHOVER FOUNDATION, INC.

39-1482470

**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	HARRY V. QUADRACCI CLAT PO BOX 450 SUSSEX, WI 53089	\$ 3,239,638.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	QUAD GRAPHICS N61 W23044 HARRY'S WAY SUSSEX, WI 53089	\$ 47,904.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization

Employer identification number

WINDHOVER FOUNDATION, INC.

39-1482470

**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

Employer identification number

WINDHOVER FOUNDATION, INC.

39-1482470

**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) ▶ \$

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

**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	GOLDMAN SACHS	P	VARIOUS	VARIOUS
b	SUNTRUST BANK	P	VARIOUS	VARIOUS
c	GS CAPITAL PARTNERS VI PARALLEL LP	P		
d	MELLON PRIVATE EQUITY FUND V LP	P		
e	WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	P		
f	BLUE LION CAPITAL LP	P		
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(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 20.			20.
b 4,677,576.		4,503,951.	173,625.
c			73,700.
d			52,113.
e			11,208.
f			-340,410.
g 61,144.			61,144.
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			20.
b			173,625.
c			73,700.
d			52,113.
e			11,208.
f			-340,410.
g			61,144.
h			
i			
j			
k			
l			
m			
n			
o			

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

31,400.

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).

If (loss), enter "-0-" in Part I, line 8

3

N/A

## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
BLUE LION CAPITAL LP	253.	253.	
BMO BANK	291.	291.	
GS CAPITAL PARTNERS VI PARALLEL LP	5,302.	5,302.	
MASON WELLS BIOMEDICAL FUND I LP	1.	1.	
MELLON PRIVATE EQUITY FUND V LP	1,694.	1,694.	
SUNTRUST BANK	249,568.	249,568.	
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	111.	111.	
TOTAL TO PART I, LINE 3	257,220.	257,220.	

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLUE LION CAPITAL LP	26,487.	0.	26,487.	26,487.	
GOLDMAN SACHS	1,815.	0.	1,815.	1,815.	
GS CAPITAL PARTNERS VI PARALLEL LP	2,405.	0.	2,405.	2,405.	
MELLON PRIVATE EQUITY FUND V LP	420.	0.	420.	420.	
QUAD/GRAPHICS, INC	15,084.	0.	15,084.	15,084.	
SUNTRUST BANK	2,771,632.	61,144.	2,710,488.	2,710,488.	
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	81.	0.	81.	81.	
TO PART I, LINE 4	2,817,924.	61,144.	2,756,780.	2,756,780.	

FORM 990-PF	RENTAL INCOME	STATEMENT	3
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	1	-4,612.	
TOTAL TO FORM 990-PF, PART I, LINE 5A		-4,612.	

FORM 990-PF	OTHER INCOME	STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
GS CAPITAL PARTNERS VI PARALLEL LP	2,579.	2,579.	
MELLON PRIVATE EQUITY FUND V LP	3,018.	3,018.	
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	50,122.	50,122.	
BLUE LION CAPITAL LP	-73,197.	-73,197.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-17,478.	-17,478.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GOLDMAN SACHS INVEST MGMT	1,500.	1,500.			0.
SUNTRUST INVEST MGMT	129,813.	129,813.			0.
BROWNSON, REHMUS INVESTMENT ADVICE FEES	160,000.	160,000.			0.
TO FORM 990-PF, PG 1, LN 16C	291,313.	291,313.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX - SUNTRUST BANK	381.	381.		0.	
FOREIGN TAX - GS CAPITAL PARTNERS VI PARALLEL LP	147.	147.		0.	
FOREIGN TAX - WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	15.	15.		0.	
FEDERAL TAX	287,865.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	288,408.	543.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
GS CAPITAL PARTNERS VI PARALLEL LP	7,320.	7,320.		0.	
GSCP VI PARALLEL AIV, LP	981.	981.		0.	
MELLON PRIVATE EQUITY FUND V LP	12,026.	12,026.		0.	
WHITEHALL PARALLEL GLOBAL REAL ESTATE LP	5,922.	5,922.		0.	
BLUE LION CAPITAL LP	75,238.	75,238.		0.	
MASON WELLS BIOMEDICAL FUND I LP	2,115.	2,115.		0.	
MISCELLANEOUS OFFICE EXPENSES	501.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	104,103.	103,602.		0.	

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - DETAIL AVAIL. UPON REQUEST	16,246,025.	22,495,416.
TOTAL TO FORM 990-PF, PART II, LINE 10B	16,246,025.	22,495,416.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BONDS	7,440,192.	7,205,071.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,440,192.	7,205,071.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
-------------	-------------------	-----------	----

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	43,215,698.	49,360,766.
TOTAL TO FORM 990-PF, PART II, LINE 13		43,215,698.	49,360,766.

**Windhover Foundation, Inc.**  
**Form 990-PF - Part XV - Question 3a**  
**EIN: 39-1482470**

1/1/2013	Laura Noll	1,500
1/1/2013	Professional Dimension	5,000
1/1/2013	Milwaukee Film Festival	25,000
1/1/2013	Laurence University	5,000
1/1/2013	Life Striders	600
1/1/2013	St. Ignatius Loyola	2,500
1/1/2013	Milwaukee College Prep School	10,000
1/1/2013	St. Loan of Arc Church	2,500
1/1/2013	Milwaukee Repertory	10,000
1/1/2013	Milwaukee Art Museum	2,500
1/1/2013	Milwaukee Tennis	2,000
1/1/2013	Solomon R Guggenheim	5,000
1/1/2013	New York Presbyterian	10,000
1/8/2013	Hunger Task Force	100,000
1/23/2013	ALS Association	5,000
1/25/2013	Collegiate School	2,200
2/6/2013	St. David's School	5,000
2/6/2013	GC Scholarship Fund	10,000
2/11/2013	Laura Noll	1,500
2/11/2013	Samantha Moldenhauer	1,500
2/11/2013	Andrew Mittag	1,500
2/11/2013	Kayla Dieball	2,500
2/11/2013	Madison Franz	2,000
2/11/2013	Stephanie Janichek	1,500
2/11/2013	Austin Schoen	2,000
2/11/2013	David Witkiewicz	1,500
2/11/2013	Ashley Przedwiecki	1,500
2/11/2013	Elizabeth Opliger	1,500
2/11/2013	Kristyn Emmer	2,000
2/11/2013	Paul Sukowski	1,500
2/11/2013	Megan Horst	1,000
2/11/2013	Joshua Jenz	2,000
2/11/2013	Kyle Kocher	1,500
2/11/2013	Samantha Zarske	1,500
2/11/2013	Sara Rebers	1,000
2/11/2013	Jacob Kream	1,500
2/11/2013	Elizabeth Kream	2,000
2/11/2013	Jessica McTrusty	1,500
2/11/2013	Kayla Christaansen	1,500
2/11/2013	Katherine Gonzalez	1,500
2/11/2013	Peter Colwell	1,500
2/11/2013	Andrew Hinkins	1,500
2/11/2013	Eric Matenaer	2,000
2/11/2013	Adam Cox	2,250
2/11/2013	Andrew Muench	2,000
2/11/2013	Caillin Dolan	1,500
2/11/2013	Kelly Petschauer	1,500



Windhover Foundation, Inc.  
Form 990-PF - Part XV - Question 3a  
EIN: 39-1482470

2/11/2013	Ellen Krueger	2,000
2/11/2013	Emily Newman	1,500
2/11/2013	Dana Graceffa	2,000
2/11/2013	Nicholas Miller	1,500
2/11/2013	Alex Prunty	1,500
2/11/2013	Ryan Lau	2,000
2/11/2013	Cara Krystosek	1,500
2/11/2013	Eric Colwell	1,500
2/11/2013	Emily Means	1,500
2/11/2013	Kelli Heeringa	1,500
2/11/2013	Heather Schrauth	1,500
2/11/2013	Brian Dolan	2,000
2/11/2013	Brian Binder	1,500
2/11/2013	Ashley Prunty	1,500
2/11/2013	Brianna Harris	2,000
2/11/2013	Mary Purdy	1,500
2/11/2013	Catherine Purdy	2,000
2/11/2013	Tyler Walvort	1,500
2/11/2013	Katie Crees	1,500
2/11/2013	Ryanne Mallow	2,000
2/11/2013	Jonathan Toepfer	1,500
2/11/2013	Kristen Perrine	2,000
2/11/2013	Zing Cer	1,500
2/11/2013	Eric Rybold	1,000
2/11/2013	Bethany Stoppel	1,500
2/11/2013	Jacob Boyd	1,500
2/11/2013	Erica Castro	2,250
2/11/2013	Casey Crees	2,000
2/11/2013	Ava Golner	2,250
2/11/2013	Justin Pilger	1,500
2/11/2013	Nicole Faust	1,500
2/11/2013	Felicia Bonanno	1,500
2/11/2013	Brittany Baures	1,500
2/11/2013	Jessica Earle	1,500
2/11/2013	Cynthia Schreiber	1,500
2/11/2013	John Schultz	1,500
2/11/2013	Haili Olson	1,500
2/11/2013	Alison Boulden	2,000
2/11/2013	Taylor Blazer	1,500
2/11/2013	Kayla Loos	2,000
2/11/2013	Kelsey McCann	1,500
2/11/2013	Emmalyn Nelton	1,500
2/11/2013	Amanda Alford	1,500
2/11/2013	Nicole Savignac	1,500
2/11/2013	Alyse Hoth	1,500
2/11/2013	Kevin Hass	2,000
2/12/2013	Sarcoma Foundation	5,000

Windhover Foundation, Inc.  
Form 990-PF - Part XV - Question 3a  
EIN: 39-1482470

2/13/2013	Milwaukee Ballet	5,000
2/26/2013	Museum Of The City Of New York	5,000
2/26/2013	Horicon Food Pantry	1,480
2/26/2013	People Against a Violent Environment	1,480
2/26/2013	Famly Promise	1,480
2/26/2013	Harvest House	888
2/26/2013	Hebron House	4,480
2/26/2013	Hartford Food Pantry	1,924
2/26/2013	Slinger Community	1,480
2/26/2013	Watertown Food Pantry	1,776
2/26/2013	Pewaukee Ministerium	3,520
2/26/2013	St. Paul's Episcopal	2,000
2/26/2013	Church Of Peace	2,000
2/26/2013	Mayville Food Pantry	2,000
2/26/2013	Fond Du Lac Food Pantry	4,000
2/26/2013	St Boniface Church	1,480
2/26/2013	Full Shelf Food Pantry	2,812
2/26/2013	Ripon Community Food	1,000
2/26/2013	Father Carrs Place	1,000
2/26/2013	Lomira Food Pantry	4,000
3/2/2013	University Of Wisconsin Foundation - Refund 2012 Gift	(22,082)
3/4/2013	Regional Food Bank	4,575
3/4/2013	Christ Episcopal Church	963
3/4/2013	St. Clement's School	1,926
3/4/2013	St. Aloysius	900
3/4/2013	Good Samaritan Outreach	5,963
3/4/2013	St. Matthias Catholic	900
3/4/2013	Holy Assumption	900
3/4/2013	Love Inc	2,350
3/4/2013	Blessed Mother Theresa	1,570
3/4/2013	Solutions Center	4,000
3/4/2013	First Southern Baptist Church	1,190
3/4/2013	Menomonee Falls Food Pantry	628
3/4/2013	Mountain View Baptist	882
3/4/2013	Blue Ridge Area Food	2,550
3/4/2013	Camp Fire Usa	2,750
3/4/2013	Community Action	2,300
3/4/2013	Dickson County Help	1,475
3/4/2013	Effingham County	8,360
3/4/2013	Holy Rosary Church	1,175
3/4/2013	Hope Ministries Food	6,250
3/4/2013	Larimer County Food	1,288
3/4/2013	Nashville Rescue Mission	3,200
3/4/2013	The Food Bank Of Nor	1,750
3/4/2013	Weld Food Bank	1,288
3/4/2013	Open Hand	1,900
3/4/2013	Hope Center	6,280

**Windhover Foundation, Inc.**  
**Form 990-PF - Part XV - Question 3a**  
**EIN: 39-1482470**

3/4/2013	Sussex Outreach Service	7,850
3/4/2013	Merced County Food Bank	6,700
3/4/2013	Enfields Food Shelf	900
3/4/2013	Power Connection	2,900
3/4/2013	Jinny's Helping Hand	2,300
3/4/2013	Our Daily Bread	6,050
3/4/2013	Midland Emergency	4,325
3/4/2013	Catholic Charities	3,850
3/4/2013	Parkesburg Food Bank	2,975
3/4/2013	Catholic Social Serv	3,850
3/4/2013	Fairfield Food Pantry	6,100
3/4/2013	Waukesha County Food	13,816
3/4/2013	Franklin Community Church	1,070
3/4/2013	First Baptist Church	2,268
3/4/2013	Salvation Army	3,852
3/4/2013	Salvation Army Berkeley	5,117
3/4/2013	St Benedict Church	1,688
3/4/2013	CCAP/Loaves And Fish	3,094
3/4/2013	St Rita's Catholic Church	900
3/4/2013	Saratoga County Chil	1,926
3/4/2013	Berkeley County	2,142
3/4/2013	St. Bruno Parish	1,256
3/4/2013	Mid-Del Food Pantry	2,288
3/4/2013	St. Christopher Episcopal	1,098
3/4/2013	St. Michael	882
3/4/2013	Upson County Food Pantry	2,268
3/4/2013	Mount Olivet Baptist	963
3/7/2013	Grand Central Neighbor	1,000
3/7/2013	Pewaukee Lake	1,250
3/8/2013	Grand Central Neighbor	1,000
4/17/2013	Amanda Alford	1,500
4/23/2013	ACEER Foundation	50,000
5/21/2013	Milan Mrkalj	1,500
5/23/2013	Convent Of The Sacred Heart	50,000
5/23/2013	Resurrection Episcopal Day School	9,300
6/16/2013	Woodland Pattern Book Center	1,000
6/16/2013	Angels Grace Hospice	10,000
6/16/2013	Chenequa Foundation	5,000
6/16/2013	Adult Learning Center	5,000
6/16/2013	Williams College	50,000
6/16/2013	Jack Russell Memorial Library Campaign	40,000
6/16/2013	Mission International Rescue Charity	5,000
6/16/2013	I Back Jack Foundation	2,500
6/16/2013	UEC/MVP Project	25,000
6/16/2013	Divine Savior Holy Angels	15,000
6/16/2013	Planned Parenthood	75,000
6/16/2013	University Lake School - Annual Giving Program	100,000

**Windhover Foundation, Inc.**  
**Form 990-PF - Part XV - Question 3a**  
**EIN: 39-1482470**

6/16/2013	University School Of Milwaukee	200,000
6/16/2013	Walker's Point Center For The Arts	1,000
6/16/2013	Waukesha Land Conservancy	5,000
6/16/2013	ACLU Of Wisconsin Foundation	5,000
6/16/2013	Patronato Benefico Oriental Of The U.S	35,000
6/16/2013	Audio & Braille Literacy Enhancement	3,000
6/16/2013	Columbia St. Mary's - St. Ben's Clinic	25,000
6/16/2013	Growing Power	25,000
6/16/2013	Milwaukee Art Museum	30,000
6/25/2013	Marymount School	100,000
6/25/2013	Thoracic Surgery Foundation	1,000
6/25/2013	Collegiate School	50,000
6/25/2013	Albert Einstein College Of Medicine	10,000
6/25/2013	Columbia University Latino Alumni Association	5,000
6/25/2013	Milwaukee Women	2,500
6/25/2013	Brown University - Women's Crew	10,000
6/25/2013	Marymount School	25,000
6/25/2013	Collegiate School	50,000
6/25/2013	Columbia University College Of Physicians And ...	10,000
7/2/2013	Collegiate School - Annual Fund	5,000
7/2/2013	Milwaukee Art Museum	100,000
7/3/2013	New York University	10,000
7/11/2013	Friends Of Art - Milwaukee Art Museum	96,800
7/26/2013	Waukesha County Police Chiefs' Association	2,000
7/31/2013	Madeline Fisher	2,000
8/2/2013	Milwaukee Film Festival	30,000
8/7/2013	Lawrence University	8,500
8/15/2013	Milwaukee Repertory	10,000
8/23/2013	Milwaukee Tennis	2,500
8/30/2013	Urban Ecology Center	25,000
9/11/2013	Charles E. Kubly Foundation	5,000
9/11/2013	United Way Of Eastern Panhandle	1,547
9/12/2013	Jessica Peterson	1,000
9/12/2013	Samantha Moldenhauer	1,250
9/12/2013	Stephanie Sulik	1,750
9/12/2013	Zing Cer	1,500
9/12/2013	Keng Moua	1,000
9/12/2013	Sierra Fravel	1,000
9/12/2013	Yoana Taseva	1,750
9/12/2013	Emily Grunwaldt	2,250
9/12/2013	Megan Horst	1,250
9/12/2013	Lisa Wegner	750
9/12/2013	Kenneth Zarske	1,000
9/12/2013	Olivia Hernandez	500
9/12/2013	Kimberly Karnitz	1,250
9/12/2013	Jennifer Kitscha	2,000
9/12/2013	Kinsey Tedford	1,750

**Windhover Foundation, Inc.**  
**Form 990-PF - Part XV - Question 3a**  
**EIN: 39-1482470**

9/12/2013	Laura Toepfer	875
9/12/2013	Matthew Brooks	2,000
9/12/2013	Amanda Ezell	1,500
9/12/2013	Heather Jost	1,750
9/12/2013	Alex Lena	1,000
9/12/2013	Mindi Peek	500
9/12/2013	Timothy Pupak	2,000
9/12/2013	Evan Rypel	1,000
9/12/2013	Ethan Tranel	1,250
9/12/2013	Nathan Uline	1,000
9/12/2013	Amber Hall	750
9/12/2013	Jamī Kay	1,500
9/12/2013	Jessica McTrusty	2,250
9/12/2013	Emily Noack	750
9/12/2013	Philip Ohlinger	2,000
9/12/2013	Justin Pilger	1,750
9/12/2013	Olivia Williamson	1,000
9/12/2013	Kayla Christiaansen	1,250
9/12/2013	Katherine Gonzalez	1,000
9/12/2013	Zachary Graceffa	1,250
9/12/2013	Elizabeth Horning	1,000
9/12/2013	Nicole Scharschmidt	2,000
9/12/2013	Rebecca Sxhroedl	1,000
9/12/2013	Conner Kulp	1,750
9/12/2013	Mikayla Wells	875
9/12/2013	Nicole Faust	500
9/12/2013	Katy Rybold	1,500
9/12/2013	Emily Hume	1,500
9/12/2013	Samantha Pulte	1,000
9/12/2013	Kelsey Jasinski	1,750
9/12/2013	Felicia Bonanno	1,500
9/12/2013	Jaclyn Freund	1,500
9/12/2013	Andrew Muench	2,000
9/12/2013	Kaelyn Freiberg	1,500
9/12/2013	Tyler Geisthardt	2,000
9/12/2013	Krista Lipke	875
9/12/2013	Kraig Pieper	1,500
9/12/2013	Michael Ruminski	1,750
9/12/2013	Samantha Schubring	500
9/12/2013	Katelyn Streeter	1,000
9/12/2013	Georgi Tasev	750
9/12/2013	Ellen Krueger	1,625
9/12/2013	Jessica Landergott	500
9/12/2013	Rachel Metke	1,500
9/12/2013	Emily Newman	2,375
9/12/2013	Nicole Pickart	750
9/12/2013	Cynthia Schreiber	1,750

**Windhover Foundation, Inc.**  
**Form 990-PF - Part XV - Question 3a**  
**EIN: 39-1482470**

9/12/2013	Ella Singh	1,250
9/12/2013	Kyle Warras	1,750
9/12/2013	Kendra Brooks	1,500
9/12/2013	Kimberly Bugsch	750
9/12/2013	Krystal Hinckley	2,000
9/12/2013	Kelsey Jaeger	1,750
9/12/2013	Kari Kuen	1,500
9/12/2013	Cassandra Pruitt	1,000
9/12/2013	Christopher Stollfus	1,000
9/12/2013	Emily Bassett	500
9/12/2013	Brittany Flasch	2,000
9/12/2013	Stephanie Hankinson	1,000
9/12/2013	Jordan Kasprzak	750
9/12/2013	Alexandra Gaertner	1,250
9/12/2013	Samantha Johnson	1,000
9/12/2013	Jonathan Kuderer	1,000
9/12/2013	Tyler Sandblom	2,000
9/12/2013	Clay Wegner	750
9/12/2013	Kaitlyn Gannon	1,500
9/12/2013	Aaron Wiese	1,250
9/12/2013	Erika Spieldenner	1,250
9/12/2013	Jennifer Volz	1,000
9/12/2013	Ryan Lau	2,250
9/12/2013	Rusty Watson	1,500
9/12/2013	Brian Janichak	1,000
9/12/2013	Amanda Caldwell	1,000
9/12/2013	Rachel Kostrzewa	750
9/12/2013	Shannon Hauth	500
9/12/2013	John Lundeen	1,250
9/12/2013	Kenneth Phipps	750
9/12/2013	Eric Colwell	1,000
9/12/2013	Elizabeth Cox	1,000
9/12/2013	Kelli Heeringa	2,000
9/12/2013	Jared Shackelford	2,500
9/12/2013	Morgan Drewek	1,750
9/12/2013	Kayla Pier	1,000
9/12/2013	Hali Olson	875
9/12/2013	Alison Boulden	1,750
9/12/2013	Brian Dolan	1,875
9/12/2013	Whitney Cull	1,000
9/12/2013	Ashley Prunty	2,750
9/12/2013	Jesse Coraggio	1,250
9/12/2013	Evelyn Kaczmarek	1,000
9/12/2013	Miranda Kittell	1,750
9/12/2013	Jamie Rypel	1,250
9/12/2013	Mackenzie Ruff	500
9/12/2013	Brianna Harris	1,500

Windhover Foundation, Inc.  
Form 990-PF - Part XV - Question 3a  
EIN: 39-1482470

9/12/2013	Kayla Loos	1,625
9/12/2013	Alexa Wild	1,000
9/12/2013	Calla Martin	1,250
9/12/2013	Laura Noll	2,000
9/12/2013	Mary Purdy	1,250
9/12/2013	Kelsey McCann	1,750
9/12/2013	Natalie Gerloff	2,000
9/12/2013	Alex Kocher	1,000
9/12/2013	Katie Crees	500
9/12/2013	Haley Pietila	1,000
9/12/2013	Ryanne Mallow	2,250
9/12/2013	Rebecca Meylor	1,500
9/12/2013	Christian Siebert	1,000
9/12/2013	Jennifer Vosters	2,250
9/12/2013	Farrell Vanbrocklin	1,000
9/12/2013	Jonathan Toepfer	1,375
9/12/2013	Kristen Perrine	750
9/12/2013	Alex Breister	750
9/12/2013	Jose Chavez Flores	1,250
9/12/2013	Anthony Curro	500
9/12/2013	Jeremy Dolan	875
9/12/2013	Mary Margaret Gallup	875
9/12/2013	Stephanie Gouin	1,375
9/12/2013	Morgan Gradinjan	1,500
9/12/2013	Matthew Grandinjan	500
9/12/2013	Kerra Harrell	1,250
9/12/2013	Lauren Klotz	1,625
9/12/2013	Kayla Kuehl	500
9/12/2013	Jack Maerki	1,000
9/12/2013	Alyssa Martinez	2,000
9/12/2013	Samantha Mitchell	2,250
9/12/2013	Courtney Monahan	1,000
9/12/2013	Christuan Morrissey	1,250
9/12/2013	Kathryn Nickel	1,000
9/12/2013	Sarah Pawlicki	500
9/12/2013	Amber Roberts	875
9/12/2013	Morgan Rosandich	1,250
9/12/2013	Calan Scheer	1,000
9/12/2013	Patricia Sokolowski	750
9/12/2013	Natalie Wehrhahn	750
9/26/2013	Milwaukee Repertory	15,000
10/1/2013	Women's Initiative	10,000
10/14/2013	Cecilia Alvarez	2,000
10/17/2013	ProHealth Care Foundation	50,000
10/17/2013	Cystic Fibrosis Foundation	15,000
10/17/2013	School For Strings	25,000
10/22/2013	Milwaukee College Prep School	5,000

**Windhover Foundation, Inc.**  
**Form 990-PF - Part XV - Question 3a**  
**EIN: 39-1482470**

10/23/2013	Tuxedo Volunteer Ambulance Corps	250
11/12/2013	Tall Pines Conservancy	4,802
11/15/2013	St. David's School	50,000
11/25/2013	Resurrection Episcopal Day School	10,000
11/27/2013	University Lake School	500
12/5/2013	ACEER Foundation	100,000
12/17/2013	Children's Hospital Of Wisconsin	500,000
12/17/2013	Marymount School	150,000
12/17/2013	School For Strings	10,000
12/17/2013	Collegiate School	150,000
12/17/2013	Friends Seminary	50,000
12/17/2013	Hope For The Hopeless	2,800
12/18/2013	Parents Place	15,000
12/26/2013	Convent Of The Sacred Heart	25,000
12/26/2013	Tall Pines Conservancy	25,000
12/26/2013	New York Common Pantry	10,000
12/26/2013	Rock The Green	5,000
12/26/2013	Geneva Lake Sailing School	25,000
12/26/2013	St. Ignatius	5,000
12/26/2013	Central Park Conservancy - Playground Partners	5,000
12/26/2013	The Women's Committee Of The Central Park C	10,000
12/26/2013	Endometriosis Association	15,000
12/26/2013	Endometriosis Foundation Of America	10,000
12/26/2013	Bridger Stowe Grebe Foundation	5,000
12/26/2013	Schlitz Audubon Nature Center	5,000
12/26/2013	St. Monica's	1,000
12/26/2013	Solomon R Guggenheim	2,000
12/26/2013	LifeStriders	2,000
12/26/2013	Kappa Kappa Gamma	2,000
12/26/2013	New York Presbyterian	10,000
12/30/2013	People Against a Violent Environment	5,000
12/30/2013	Waukesha West Boys Track	5,000
12/30/2013	Betty Brinn	5,000
12/30/2013	Divine Savior Holy Angels	25,000
12/30/2013	Milwaukee Women	10,000
12/30/2013	Angels Grace Hospice	5,000
12/30/2013	Fountain House	5,000
12/30/2013	Grace Outreach	5,000
12/30/2013	Women's Center Of Waukesha	10,000
12/30/2013	NYC - Parents In Action	1,000
12/30/2013	Trinity Washington University	25,000
12/30/2013	Montessori School Of Waukesha	10,000
12/30/2013	Ann's Hope	5,000
12/30/2013	Children's Cancer And Blood Foundation	15,000
12/31/2013	Sinsinawa Dominicans	85,000
12/31/2013	Theatre Gigante	15,000
12/31/2013	International Crane Foundation	15,000



**Windhover Foundation, Inc.**  
**Form 990-PF - Part XV - Question 3a**  
**EIN: 39-1482470**

12/31/2013	Milwaukee Repertory	60,000
12/31/2013	University Of Chicago	10,000
12/31/2013	Columbia University	10,000
12/31/2013	Washington County Home School Athletics	10,000
12/31/2013	Global Foundation For Democracy & Development	25,000
		<u>3,739,507</u>

# Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

Department of the Treasury  
Internal Revenue Service

- **File a separate application for each return.**  
► **Information about Form 8868 and its instructions is at [www.irs.gov/form8868](http://www.irs.gov/form8868).**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**  
• 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](http://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
Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	WINDHOVER FOUNDATION, INC.	39-1482470
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	Social security number (SSN)
	N61 W23044 HARRY'S WAY	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	SUSSEX, WI 53089-9807	

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-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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

QUAD/GRAPHICS, INC.

- The books are in the care of ► N61 W23044 HARRY'S WAY - SUSSEX, WI 53089-9807

Telephone No. ► 414-566-6000

Fax No. ►

- 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 **AUGUST 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
► ☒ calendar year **2013** or  
► ☐ tax year beginning , and ending .

- 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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	57,563.
b If this application is for Forms 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	\$	115,080.
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 funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879 EO for payment instructions.