



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



Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
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.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning January 1, 2013, and ending December 31, 2013

Name of foundation BROOKBANK FOUNDATION, INC.		A Employer identification number 39-1516196
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 1016	Room/suite	B Telephone number (see instructions) 262-478-0775
City or town, state or province, country, and ZIP or foreign postal code GRAFTON, WI 53024-1016		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 8,025,987	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	86,887	88,716		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	770,438			
	b Gross sales price for all assets on line 6a	7,560,542			
	7 Capital gain net income (from Part IV, line 2)		779,258		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	0	214			
12 Total. Add lines 1 through 11	857,325	868,188			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	30,000	3,000		27,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	21,863	29,755		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	6,000	6,310		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	271			
	23 Other expenses (attach schedule)	10	1,939		10
	24 Total operating and administrative expenses. Add lines 13 through 23	58,144	41,004		27,010
	25 Contributions, gifts, grants paid	293,730			293,730
26 Total expenses and disbursements. Add lines 24 and 25	351,874	41,004		320,740	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	505,451				
b Net investment income (if negative, enter -0-)		827,184			
c Adjusted net income (if negative, enter -0-)					

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form **990-PF** (2013)

SCANNED AUG 27 2014

23

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	100,834	402,768	402,768
	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			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,159,624	6,443,598	6,443,598
	c Investments—corporate bonds (attach schedule)	2,289,744	1,179,621	1,179,621
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ Prepaid Expenses)	30,000	0	0	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,580,202	8,025,987	8,025,987	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	25,000	255,000	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	25,000	255,000	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	7,555,202	7,770,987	
	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)	7,555,202	7,770,987		
31 Total liabilities and net assets/fund balances (see instructions)	7,580,202	8,025,987		

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	7,555,202
2 Enter amount from Part I, line 27a	2	505,451
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	8,060,653
5 Decreases not included in line 2 (itemize) ▶ See Attached	5	289,666
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	7,770,987

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	PUBLICLY TRADED SECURITIES	VARIOUS	VARIOUS	VARIOUS
b	CAPITAL GAIN DISTRIBUTIONS	VARIOUS	VARIOUS	
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	7,560,542	0	6,790,104	779,200
b				58
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			779,258	
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	779,258
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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	438,800	7,360,759	0.0595047
2011	3,306,132	7,318,938	0.4517229
2010	1,879,888	10,943,972	0.1717738
2009	92,500	1,568,754	0.0589640
2008	250,800	8,993,805	0.0278859
2	Total of line 1, column (d)		2 0.7698513
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 0.1539703
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5		4 7,639,205
5	Multiply line 4 by line 3		5 1,176,210
6	Enter 1% of net investment income (1% of Part I, line 27b)		6 8,272
7	Add lines 5 and 6		7 1,184,482
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.		8 320,740

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1	16,544	
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	16,544	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	16,544	
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	6,000	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	13,000	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	19,000	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,456	
11	Enter the amount of line 10 to be: Credited to 2014 estimated tax 2,456 Refunded 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers. ▶ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
b If "Yes," has it filed a tax return on Form 990-T for this year?		✓
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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?	✓	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WISCONSIN		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	✓	
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)? <i>If "Yes," complete Part XIV</i>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ▶				
14	The books are in care of ▶ BROOKBANK FOUNDATION	Telephone no. ▶	262-478-0775	
	Located at ▶ 11501 N PORT WASHINGTON RD #201, MEQUON, WI	ZIP+4 ▶	53092	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here. ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 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?	16	Yes	No
	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.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	
	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 2013?	1c	✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No		
	If "Yes," list the years ▶ 20 , 20 , 20 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 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.)	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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?	4b	✓

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)?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?**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
MARY ANN LABAHN 11501 N PORT WASHINGTON RD #201, MEQUON, WI	PRESIDENT, 1 HR	10,000	0	0
CHARLES P. LABAHN 11501 N PORT WASHINGTON RD #201, MEQUON, WI	EXEC VP & SECRETARY, 1 HR	10,000	0	0
RIDGE BRAUNSCHWEIG 11501 N PORT WASHINGTON RD #201, MEQUON, WI	VP & TREASURER, 4 HR	10,000	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 ☐ 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 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**Total.** Add lines 1 through 3

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	7,614,344
b	Average of monthly cash balances	1b	141,194
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	7,755,538
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	7,755,538
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	116,333
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,639,205
6	Minimum investment return. Enter 5% of line 5	6	381,960

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	381,960
2a	Tax on investment income for 2013 from Part VI, line 5	2a	16,544
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	0
c	Add lines 2a and 2b	2c	16,544
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	365,416
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	365,416
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	365,416

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	320,740
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	320,740
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	320,740

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				365,416
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				15,237
c From 2010				1,335,242
d From 2011				2,943,493
e From 2012				78,432
f Total of lines 3a through e	4,372,404			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ 320,740				
a Applied to 2012, 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 2013 distributable amount				320,740
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	44,676			44,676
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	4,327,728			
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 2012. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				
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 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	4,327,728			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				1,305,803
c Excess from 2011				2,943,493
d Excess from 2012				78,432
e Excess from 2013				NONE

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number or e-mail address 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				293,730
Total			3a	293,700
b <i>Approved for future payment</i> SEE ATTACHED				255,000
Total			3b	255,000

Enter gross amounts unless otherwise indicated.

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

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

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	✓
	(2) Other assets	1a(2)	✓
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	✓
	(3) Rental of facilities, equipment, or other assets	1b(3)	✓
	(4) Reimbursement arrangements	1b(4)	✓
	(5) Loans or loan guarantees	1b(5)	✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)	✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	✓
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[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

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**

Under penalties of perjury I declare that I have examined
correct and complete Declaration of preparer (other than
Signature of officer or trustee

8-15-2014
Date

VICE PRESIDENT & TREASURER
Title _____

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Page 1 of 5PART II, LINE 10B (Corporate Stocks)

Mid Cap Equity Fund	\$ 1,859,450
All Cap Equity Fund	1,284,584
Large Cap Equity Fund	1,215,719
Small Cap Equity Fund	561,939
MSCI Emerging Markets Fund	257,039
MLP Fund	257,090
Skylands Quest LLC	<u>1,007,777</u>
	<u>\$ 6,443,598</u>

PART II, LINE 10C (Corporate Bonds)

Intermediate Bond Fund	\$ 1,179,621
------------------------	--------------

PART III, LINE 5

Investments - Unrealized Market Value Appreciation (Depreciation)	\$ (59,666)
Future Commitments Made	<u>(255,000)</u>
Subtotal	(314,666)
Prior Commitments Paid	25,000
Increase(Decrease) in Fund Balance	<u>\$ (289,666)</u>

Page 2 of 5

PART XV, LINE 3B (Approved for Future Payment)

Commitments made payable to:

Florentine Opera	\$	35,000.00
Palm Springs Art Museum		10,000.00
Alverno College		210,000.00
Total		\$ 255,000.00

Line 11 (990-PF) - Other Income - 214

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2	Other portfolio income	-	214		
		-			

Line 16Cb (990-PF) - Accounting Fees - -

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		-	-		

Line 16C (990-PF) - Other Fees 21,863 29,755

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Investment Advisory	21,863	29,755		

Line 18 (990-PF) - Taxes 6,000 6,310 -

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	990-PF 2013 Est. Taxes Paid	6,000	6,000		
2	Foreign Taxes Paid	-	310		

Line 23 (990-PF) - Other Expenses 10 1,939 - 10

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Filing Fees	10			10
2	Payment in lieu of dividends and stock loan fees in connection with short sales	-	1,939		

Page 3 of 5

<u>Recipient</u>	<u>Individual: Relationship to Foundation Mgr./Substantial Contr.</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Alverno College Milwaukee, WI	N/A	Public	Education	\$ 43,000.00
Betty Ford Center Foundation Rancho Mirage, CA	N/A	Public	Medical	\$ 1,700.00
Blood Center of Wisconsin Milwaukee, WI	N/A	Public	Medical	\$ 1,000.00
Boerner Botanical Gardens, Friends of Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 5,000.00
Boy's/Girl's Club Milwaukee, WI	N/A	Public	General Charitable	\$ 1,000.00
CAVT Museums Milwaukee, WI	N/A	Public	Cultural Arts	\$ 3,000.00
Charles E. Kubly Foundation Milwaukee, WI	N/A	Public	General Charitable	\$ 1,000.00
Economics Wisconsin Milwaukee, WI	N/A	Public	Education	\$ 2,000.00
Florentine Opera Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 45,000.00
Humanitarian Organization Divac Milwaukee, WI	N/A	Public	General Charitable	\$ 1,000.00
Latino School of Chicago Chicago, IL	N/A	Public	Education	\$ 1,000.00
Mayo Clinic Rochester, Minnesota	N/A	Public	Medical	\$ 1,000.00
McCallum Theatre Institute Palm Desert, CA	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Medical College of Wisconsin Milwaukee, WI	N/A	Public	Medical	\$ 6,500.00
Miami University Oxford, OH	N/A	Public	Education	\$ 1,000.00
Milwaukee Art Museum Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 26,000.00
Milwaukee Ballet Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Milwaukee Film Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 20,000.00

Page 4 of 5

<u>Recipient</u>	<u>Individual: Relationship to Foundation Mgr./Substantial Contr.</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Milwaukee Institute of Art & Design Milwaukee, WI	N/A	Public	Education	\$ 1,000.00
Milwaukee Public Library Foundation Milwaukee, WI	N/A	Public	General Charitable	\$ 1,000.00
Milwaukee Public Museum Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 5,000.00
Milwaukee Symphony Orchestra Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 3,000.00
Next Act Theatre Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Next Door Foundation Milwaukee, WI	N/A	Public	General Charitable	\$ 2,000.00
Notre Dame Middle School Milwaukee, WI	N/A	Public	Education	\$ 1,000.00
Old World Wisconsin Foundation Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Pabst Mansion Support Fund Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Palm Springs Art Museum Palm Springs, CA	N/A	Public	Cultural Arts/Science	\$ 16,030.00
Palm Springs International Film Society Palm Springs, CA	N/A	Public	Cultural Arts/Science	\$ 21,800.00
Rogers Park Montessori School Milwaukee, WI	N/A	Public	Education	\$ 1,000.00
Schlitz Audubon Nature Center Milwaukee, WI	N/A	Public	Education	\$ 1,000.00
Serbian Orthodox Diocese of New Gracanica Third Lake, IL	N/A	Public	Religious	\$ 1,000.00
Service Club of Milwaukee Milwaukee, WI	N/A	Public	Education	\$ 1,000.00
Sharon Lynn Wilson Center for the Arts Brookfield, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
St. John's Lutheran Church and School Milwaukee, WI	N/A	Public	Religious	\$ 1,000.00
St Sava Orthodox Cathedral Milwaukee, WI	N/A	Public	Religious	\$ 3,000.00
St. Sava Orthodox School Milwaukee, WI	N/A	Public	Education	\$ 2,000.00

Page 5 of 5

<u>Recipient</u>	<u>Individual: Relationship to Foundation Mgr./Substantial Contr.</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
The Collectors Corner, Milwaukee Art Museum Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 5,500.00
United Way of Greater Milwaukee Milwaukee, WI	N/A	Public	General Charitable	\$ 25,000.00
University of Wisconsin Foundation Madison, WI	N/A	Public	Education	\$ 1,000.00
UPAF - United Performing Arts Fund Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 10,000.00
Wisconsin Aquatics Association Milwaukee, WI	N/A	Public	General Charitable	\$ 25,200.00
Wisconsin Historical Foundation Milwaukee, WI	N/A	Public	Cultural Arts/Science	<u>\$ 1,000.00</u>
				<u>\$ 293,730.00</u>