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

Department of the Treasury
Internal Revenue Service

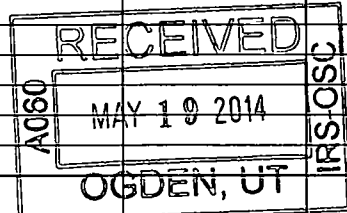
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Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

| | | |
|---|---|---|
| Name of foundation WPS Charitable Foundation, Inc. | | A Employer identification number 39-1568111 |
| Number and street (or P O box number if mail is not delivered to street address) 1717 W. Broadway | Room/suite | B Telephone number (see instructions) 608-221-4711 |
| City or town, state or province, country, and ZIP or foreign postal code Madison, WI 53713 | | C If exemption application is pending, check here ▶ <input type="checkbox"/> |
| G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <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) ▶ \$ 2,261,767 | 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, column (d) must be on cash basis.) | | |

| 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) | 1,004,350 | | | |
| | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B | | | | |
| | 3 Interest on savings and temporary cash investments | 39 | 39 | N/A | |
| | 4 Dividends and interest from securities | 43,923 | 43,923 | N/A | |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 14,353 | | | |
| | b Gross sales price for all assets on line 6a | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 14,353 | | |
| | 8 Net short-term capital gain | | | 1,339 | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| b Less: Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | | | | |
| 12 Total. Add lines 1 through 11 | 1,062,665 | 58,315 | 1,339 | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | 350 | 0 | 0 | 350 |
| | 14 Other employee salaries and wages <i>Sch #5</i> | | | | |
| | 15 Pension plans, employee benefits | | | | |
| | 16a Legal fees (attach schedule) | | | | |
| | b Accounting fees (attach schedule) | | | | |
| | c Other professional fees (attach schedule) <i>TRUST FEES</i> | 8,865 | 8,865 | | |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see instructions) <i>Excise Tax</i> | 1,238 | | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) <i>SEA #2</i> | 652 | | | 652 |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 11,105 | 8,865 | | 1,002 |
| | 25 Contributions, gifts, grants paid <i>SEA #3</i> | 55,000 | | | 55,000 |
| 26 Total expenses and disbursements. Add lines 24 and 25 | 66,105 | 8,865 | 0 | 56,002 | |
| 27 Subtract line 26 from line 12: | | | | | |
| a Excess of revenue over expenses and disbursements | 996,560 | | | | |
| b Net investment income (if negative, enter -0-) | | 49,450 | | | |
| c Adjusted net income (if negative, enter -0-) | | | 1,339 | | |



SCANNED MAY 30 2014

| 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 | 10,693 | 6,647 | 6,647 |
| | 2 | Savings and temporary cash investments | 69,237 | 1,014,694 | 1,014,694 |
| | 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) | 4,848 | 4,631 | 813 |
| | b | Investments—corporate stock (attach schedule) | 350,802 | 582,922 | 639,645 |
| | c | Investments—corporate bonds (attach schedule) <i>See #4.</i> | 771,400 | 594,646 | 599,968 |
| | 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 ▶) | | | | |
| 16 | Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I) | 1,206,980 | 2,203,540 | 2,261,767 | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> | | | | |
| | 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 ▶ <input checked="" type="checkbox"/> | | | | |
| | and complete lines 27 through 31. | | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | | | | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 1,206,980 | 2,203,540 | | |
| 30 | Total net assets or fund balances (see instructions) | 1,206,980 | 2,203,540 | | |
| 31 | Total liabilities and net assets/fund balances (see instructions) | 1,206,980 | 2,203,540 | | |

| 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 | 1,206,980 |
| 2 | Enter amount from Part I, line 27a | 2 | 996,560 |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 2,203,540 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 2,203,540 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|---|---|---|----------------------------------|
| 1a See Schedule 1 | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | |
| (j) FMV as of 12/31/69 | (k) Adjusted basis as of 12/31/69 | (l) Excess of col. (i) over col. (j), if any | | |
| a N/A | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |
| 2 Capital gain net income or (net capital loss) | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | 14,353 |
| 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 | { If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 } | | 3 | 1,339 |

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 | 60,374 | 1,210,338 | 4.99% |
| 2011 | 49,642 | 941,419 | 5.27% |
| 2010 | 56,216 | 691,790 | 8.13% |
| 2009 | 57,535 | 647,310 | 8.89% |
| 2008 | 50,787 | 688,103 | 7.38% |
| 2 Total of line 1, column (d) | | | 34.66% |
| 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 | | | 6.93% |
| 4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 | | | 1,265,570 |
| 5 Multiply line 4 by line 3 | | | 87,704 |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | 495 |
| 7 Add lines 5 and 6 | | | 88,199 |
| 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. | | | 56,002 |

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 | 989 | 00 |
| 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 | 00 |
| 3 | Add lines 1 and 2 | 3 | 989 | 00 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | 0 | 00 |
| 5 | Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 989 | 00 |
| 6 | Credits/Payments: | | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 | 6a | | |
| 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 | 0 | 00 |
| 8 | Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached | 8 | 0 | 00 |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | 989 | 00 |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | | |
| 11 | Enter the amount of line 10 to be: Credited to 2014 estimated tax Refunded | 11 | | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|---|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | ✓ |
| 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? Website address ▶ None | 13 | ✓ | |
| 14 | The books are in care of ▶ Thomas R. Nelson Telephone no ▶ 608-221-6881 Located at ▶ 1717 W. Broadway, Madison, WI ZIP+4 ▶ 53713-1834 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. ▶ <input type="checkbox"/> 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? 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 ✓ |

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 checked="" type="checkbox"/> Yes <input 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)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/> | 1b | ✓ |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.</i>) | 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)? Yes No

Organizations relying on a current notice regarding disaster assistance check here **5b**

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. **6b**

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| See Schedule 5 | | | | |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

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

| 3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE." | | |
|---|---------------------|------------------|
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| None | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | | ▶ |

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc. | Expenses |
|--|----------|
| 1 None | |
| | |
| 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 | 1,170,253 |
| b | Average of monthly cash balances | 1b | 114,590 |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 1,284,843 |
| 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 | |
| 3 | Subtract line 2 from line 1d | 3 | 1,284,843 |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 19,273 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,265,570 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 63,279 |

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 | 63,279 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 989 |
| b | Income tax for 2013. (This does not include the tax from Part VI) | 2b | 0 |
| c | Add lines 2a and 2b | 2c | 989 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 62,290 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0 |
| 5 | Add lines 3 and 4 | 5 | 62,290 |
| 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 | 62,290 |

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 | 56,002 |
| 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 | 0 |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | 0 |
| b | Cash distribution test (attach the required schedule) | 3b | 0 |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 56,002 |
| 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 | 56,002 |

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 | | | | 62,290 |
| 2 Undistributed income, if any, as of the end of 2013: | | | | |
| a Enter amount for 2012 only | | | 0 | |
| b Total for prior years: 20____, 20____, 20____ | | 0 | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | 16,866 | | | |
| b From 2009 | 25,585 | | | |
| c From 2010 | 22,126 | | | |
| d From 2011 | 3,211 | | | |
| e From 2012 | 1,095 | | | |
| f Total of lines 3a through e | 68,883 | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ <u>56,002</u> | | | | |
| 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 | | | | 62,290 |
| 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)) | 0 | | | 0 |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | 68,883 | | | |
| 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 instructions | | | 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) (see instructions) | 0 | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | 16,866 | | | |
| 9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a | 52,017 | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | 25,585 | | | |
| b Excess from 2010 | 22,126 | | | |
| c Excess from 2011 | 3,211 | | | |
| d Excess from 2012 | 1,095 | | | |
| e Excess from 2013 | 0 | | | |

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

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

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

N/A

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

N/A

- 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

Thomas R. Nelson, Secretary and Treasurer, P.O. Box 7786, Madison, WI 53707-7786, 608-221-6881

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

The Foundation does accept requests for grants but awards grants primarily under an approved scholarship program

- c** Any submission deadlines:

None - Except approval scholarship program: that deadline is approved annually

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

None - Except as restricted in approval scholarship program

Part XV Supplementary Information (continued)

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

| Recipient | 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 |
|---|---|--------------------------------|----------------------------------|--------|
| Name and address (home or business) | | | | |
| <p>a <i>Paid during the year</i></p> <p>See Schedule 3</p> | | | | |
| <p>Total ▶ 3a</p> | | | | 55,000 |
| <p>b <i>Approved for future payment</i></p> <p>None</p> | | | | |
| <p>Total ▶ 3b</p> | | | | 0 |

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.

OMB No 1545-0047

2013

Name of the organization

WPS Charitable Foundation, Inc.

Employer identification number

39-1568111

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

| | |
|--|---|
| Name of organization WPS Charitable Foundation, Inc. | Employer identification number 39-1568111 |
|--|---|

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 | Wisconsin Physicians Service 1717 W. Broadway Madison, WI 53713-1895 | \$ 1,000,000 | 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) |
| ----- | ----- | \$ ----- | 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 WPS Charitable Foundation, Inc. | Employer identification number 39-1568111 |
|--|---|

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 |
|---------------------------|--|--|----------------------|
| ----- | N/A ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |
| ----- | ----- ----- ----- | \$ ----- | ----- |

| | |
|--|---|
| Name of organization WPS Charitable Foundation, Inc. | Employer identification number 39-1568111 |
|--|---|

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed.

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

WPS CHARITABLE FOUNDATION INC
Schedule 1 Form 990-PF
Net Gain or Loss from Sale of Assets
For the year ended December 31, 2013
EIN 39-1568111

| (a) | (b) | (c) | (d) | (e) | (f) |
|--|-------------------------|----------|--------------------|--------------------------------------|-----------------------|
| Date acquired, manner of acquisition, date sold, and to whom sold | Gross sales price | Cost | Expense of sale | Depreciation since acquisition | Net gain or (loss) |
| Alcoa, 5 40% Date acquired 01/24/12 Manner of acquisition purchase Date sold 12/09/13 To whom sold RBC Dain Rauscher | \$25,500 | \$26,205 | \$0 | n/a | (\$705) |
| American Express Credit, 7 30% Date acquired 09/15/08 Manner of acquisition purchase Date sold 08/20/13 To whom sold Redeemed | \$45,000 | \$46,366 | \$0 | n/a | (\$1,366) |
| AT&T, 2 95% Date acquired 05/19/11 Manner of acquisition purchase Date sold 10/28/13 To whom sold RBC Dain Rauscher | \$52,307 | \$51,148 | \$0 | n/a | \$1,159 |
| GNMA #201462 Date acquired 04/30/93 Manner of acquisition purchase Date sold monthly principal reductions To whom sold RBC Dain Rauscher | \$50 | \$50 | \$0 | n/a | \$0 |
| Avon Products, 6 50% Date acquired 01/12/12 Manner of acquisition purchase Date sold 11/12/13 To whom sold RBC Dain Rauscher | \$54,204 | \$57,381 | \$0 | n/a | (\$3,177) |
| Morgan Stanley 5 30% Date acquired 05/15/08 Manner of acquisition purchase Date sold 03/01/13 To whom sold Redeemed | \$25,000 | \$25,297 | \$0 | n/a | (\$297) |
| Morgan Stanley D W Discover 6 125% Date acquired 11/03/09 Manner of acquisition purchase Date sold 02/12/13 To whom sold Called | \$10,000 | \$10,000 | \$0 | n/a | \$0 |
| HSBC Holdings, 5 10% Date acquired 05/19/11 Manner of acquisition purchase Date sold 12/04/13 To whom sold RBC Dain Rauscher | \$55,275 | \$52,588 | \$0 | n/a | \$2,687 |
| Lloyds TSB Bank, Holdings, 5 10% Date acquired 07/25/11 Manner of acquisition purchase Date sold 12/04/13 To whom sold RBC Dain Rauscher | \$36,050 | \$35,000 | \$0 | n/a | \$1,050 |
| American Century Cap Portfolios Date acquired 11/05/12 Manner of acquisition purchase Date sold 12/10/13 To whom sold RBC Dain Rauscher | \$4,475 | \$4,333 | \$0 | n/a | \$142 |
| Dode & Cox Stock Fund Date acquired 11/05/12 Manner of acquisition purchase Date sold 02/04/13 To whom sold RBC Dain Rauscher | \$5,270 | \$4,799 | \$0 | n/a | \$471 |
| Davis NY Venture Fund Date acquired 11/05/12 Manner of acquisition purchase Date sold 12/23/13 To whom sold RBC Dain Rauscher | \$4,028 | \$3,892 | \$0 | n/a | \$136 |
| Goldman Sachs Growth Opp Instl Date acquired 11/05/12 Manner of acquisition purchase Date sold 12/09/13 To whom sold RBC Dain Rauscher | \$3,476 | \$3,405 | \$0 | n/a | \$71 |

WPS CHARITABLE FOUNDATION INC
Schedule 1 Form 990-PF
Net Gain or Loss from Sale of Assets
For the year ended December 31, 2013
EIN 39-1568111

| (a) Date acquired, manner of acquisition, date sold, and to whom sold | (b) Gross sales price | (c) Cost | (d) Expense of sale | (e) Depreciation since acquisition | (f) Net gain or (loss) |
|--|--------------------------------|------------------|---------------------------|---|------------------------------|
| Goldman Sachs Satellite CL I Date acquired 11/05/12 Manner of acquisition purchase Date sold 10/23/13 To whom sold RBC Dain Rauscher | \$6,955 | \$6,773 | \$0 | n/a | \$182 |
| Harbor Capital Appreciation Date acquired 11/05/12 Manner of acquisition purchase Date sold 12/19/13 To whom sold RBC Dain Rauscher | \$4,574 | \$4,393 | \$0 | n/a | \$181 |
| New World Fund Date acquired 11/05/12 Manner of acquisition purchase Date sold 12/30/13 To whom sold RBC Dain Rauscher | \$5,523 | \$5,056 | \$0 | n/a | \$467 |
| Vanguard Fixed Income Secs Date acquired 11/05/12 Manner of acquisition purchase Date sold 12/18/13 To whom sold RBC Dain Rauscher | \$25,023 | \$25,255 | \$0 | n/a | (\$232) |
| Vanguard Morgan Growth Date acquired 11/05/12 Manner of acquisition purchase Date sold 12/30/13 To whom sold RBC Dain Rauscher | \$6,131 | \$5,909 | \$0 | n/a | \$222 |
| Wasatch Advisors Funds Date acquired 11/05/12 Manner of acquisition purchase Date sold 12/30/13 To whom sold RBC Dain Rauscher | \$3,165 | \$3,181 | \$0 | n/a | (\$16) |
| GNMA #348823 Date acquired 10/19/93 Manner of acquisition purchase Date sold monthly principal reductions To whom sold RBC Dain Rauscher | \$168 | \$168 | \$0 | n/a | \$0 |
| Total Realized Gains/Losses | \$372,174 | \$371,199 | \$0 | \$0 | \$975 |
| <u>Long-term Capital Gains received on Mutual Funds</u> | | | | | |
| American Century Cap Portfolios | | | | | \$1,101 |
| Davis NY Venture Fund | | | | | 4,602 |
| Goldman Sachs Growth Opportunity | | | | | 817 |
| Harbor Capital Appreciation Fund | | | | | 1,738 |
| Harris Assoc Invt Tr - Oakmark Fund | | | | | 988 |
| Janus Perkins Small Cap Value | | | | | 774 |
| New World Fund | | | | | 126 |
| Templeton Global Bond | | | | | 23 |
| Templeton Inst Funds | | | | | 295 |
| Vanguard Morgan Growth Fund | | | | | 1,635 |
| Vanguard Fixed Income Secs Fund | | | | | 258 |
| Wasatch Advisors Funds | | | | | 335 |
| Long-Term Capital Gains | | | | | <u>\$12,692</u> |
| <u>Short-term Capital Gains received on Mutual Funds</u> | | | | | |
| American Century Cap Portfolios | | | | | \$261 |
| Davis NY Venture Fund | | | | | 224 |
| Goldman Sachs Growth Opportunity | | | | | 37 |
| Harris Assoc Invt Tr - Oakmark Fund | | | | | 33 |
| Templeton Inst Funds | | | | | 20 |
| Vanguard Morgan Growth Fund | | | | | 50 |
| Wasatch Advisors Funds | | | | | 61 |
| Short-Term Capital Gains | | | | | <u>\$686</u> |
| Total Realized and Capital Gains/Losses (Short Term Gain \$1,339 --- Long Term Gain \$13,014) | | | | | <u><u>\$14,353</u></u> |

WPS CHARITABLE FOUNDATION INC.
Schedule 2 Form 990-PF
Other Expenses
For the year ended December 31, 2013
EIN: 39-1568111

| <u>Expense</u> | <u>Amount</u> |
|-----------------------------------|---------------|
| Annual state filing fees | \$10 |
| Postal permit and box rental fees | 442 |
| Bank fees | 200 |
| | <hr/> |
| | <u>\$652</u> |

WPS CHARITABLE FOUNDATION INC
Schedule 3 Form 990-PF
Contributions, Gifts, Grants Paid
For the year ended December 31, 2013
EIN 39-1568111

| Name and Address of Donee | Name and Address of Individual | Relationship | Organizational Status | Purpose of Grant or Contribution | Amount |
|--|---|--------------|-----------------------|----------------------------------|---------|
| Activity: Grants Paid | | | | | |
| University of Wisconsin - Whitewater Student Accounts P O Box 88 Whitewater, WI 53190-0088 | Nicole Annen 4219 Oak Park Road Deerfield, WI 53531 | N/A | 509(a)(1) | Financial Support of Students | \$1,000 |
| University of Wisconsin - LaCrosse Cashier's Office 121 Graff Main Hall 1725 State Street LaCrosse, WI 54601 | Ross Harmon 931 Kimberton Court Sun Prairie, WI 53590 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Madison Ms Cathy Starkey Assistant Bursar Fee/Cashiering 122 A W Peterson Building 750 University Avenue Madison, WI 53706-1490 | Armani Davis 7002 New Washburn Way Madison, WI 53719 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Milwaukee 2200 East Kenwood Blvd Milwaukee, WI 53211 | Gabrielle DuCharme 13 Laramie Court Madison, WI 53719 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Nebraska - Omaha 6001 Dodge Street Omaha, NE 68182 | Luke Allmon 2119 297th Place Missouri Valley, IA 51555 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| Carroll University 100 N East Ave Waukesha, WI 53186 | Kylene Bollfrass 128 W Windsor Avenue Cottage Grove, WI 53527 | N/A | 509(a)(1) | Financial Support of Students | 500 |
| University of Wisconsin - Marathon County 518 South 7th Avenue Wausau, WI 54401 | Jacob Bloechl 355 County Road FF Athens, WI 54411 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| Concordia University 12800 N Lake Shore Drive Mequon, WI 53097 | Clara Breitenfeldt 902 11th Street Mosinee, WI 54455 | N/A | 509(a)(1) | Financial Support of Students | 500 |
| University of Wisconsin - Eau Claire 105 Garfield Avenue P O Box 4004 Eau Claire, WI 54702-4004 | Stephanie Dunlavy H3516 County Road N Colby, WI 54421 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Whitewater Student Accounts P O Box 88 Whitewater, WI 53190-0088 | Josh Heath 103 Kingston Way Waunakee, WI 53597 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Green Bay 2420 Nicolet Drive Green Bay, WI 54311 | Bethany Detert W1673 County Road C Merrill, WI 54452 | N/A | 509(a)(1) | Financial Support of Students | 2,500 |
| University of Minnesota - Twin Cities 200 Fraser Hall Minneapolis, MN 55455 | Hannah Conley 1129 E Gorham Madison, WI 53703 | N/A | 509(a)(1) | Financial Support of Students | 500 |
| University of Wisconsin - Whitewater Student Accounts P O Box 88 Whitewater, WI 53190-0088 | Ashley Hennrichs 335 Walnut Street Oregon, WI 53575 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Stout 712 S Broadway St Menomonie, WI 54751 | Wyonna Lynn Campbell 1200 Iowa Court Platteville, WI | N/A | 509(a)(1) | Financial Support of Students | 500 |

WPS CHARITABLE FOUNDATION INC
Schedule 3 Form 990-PF
Contributions, Gifts, Grants Paid
For the year ended December 31, 2013
EIN 39-1568111

| Name and Address of Donee | Name and Address of Individual | Relationship | Organizational Status | Purpose of Grant or Contribution | Amount |
|--|--|--------------|-----------------------|----------------------------------|---------|
| Activity Grants Paid | | | | | |
| University of Minnesota - Twin Cities 200 Fraser Hall Minneapolis, MN 55455 | Julia Fry 3856 W. Sharon Lane Franklin, WI 53132 | N/A | 509(a)(1) | Financial Support of Students | \$1,250 |
| Vanderbilt University 2305 West End Ave Nashville, TN 37203 | Robert C Rice 5305 Maywood Road Monona, WI 53716 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - LaCrosse Cashier's Office 121 Graff Main Hall 1725 State Street LaCrosse, WI 54601 | Susan Roi 3308 Terrace Ct. #3 Wausau, WI 54401 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| Winona State University P O Box 5838 Somsen Hall, Room 108 Winona, MN 55987 | Samantha Franco 4918 Ralph Circle Madison, WI 53714 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Whitewater Student Accounts P O Box 88 Whitewater, WI 53190-0088 | Kyle Chrstensen 111 W Lakeview Avenue Madison, WI 53716 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Stevens Point 2100 Main Street Stevens Point, WI 54481 | Jeanette Decker 4174 Oak Street McFarland, WI 53558 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - LaCrosse Cashier's Office 121 Graff Main Hall 1725 State Street LaCrosse, WI 54601 | Deanna Schultz 8775 40th Street Colfax, WI 54730 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| St Louis University 221 N Grand Blvd St Louis, MO 63103 | Ywei Chen 13411 Hascall Street Omaha, NE 68144 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| William Woods University One University Ave Fulton, MO 65251 | Samantha Christianson 34 Tower Drive Sun Prairie, WI 53590 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Madison Ms Cathy Starkey Assistant Bursar Fee/Cashiering 122 A W Peterson Building 750 University Avenue Madison, WI 53706-1490 | Evan Lange 5336 Pierceville Road Cottage Grove, WI 53527 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Madison Ms Cathy Starkey Assistant Bursar Fee/Cashiering 122 A W Peterson Building 750 University Avenue Madison, WI 53706-1490 | Julia Gilbertson 3106 Sunrise Court Middleton, WI 53562 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - Eau Claire 105 Garfield Avenue P O Box 4004 Eau Claire, WI 54702-4004 | Meredith Bauer 302 Ellickson Street Arlington, WI 53911 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Eau Claire 105 Garfield Avenue P O Box 4004 Eau Claire, WI 54702-4004 | Meghan Hosely 1030 Gaslight Drive Sun Prairie, WI 53590 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |

WPS CHARITABLE FOUNDATION INC
Schedule 3 Form 990-PF
Contributions, Gifts, Grants Paid
For the year ended December 31, 2013
EIN 39-1568111

| Name and Address of Donee | Name and Address of Individual | Relationship | Organizational Status | Purpose of Grant or Contribution | Amount |
|--|---|--------------|-----------------------|----------------------------------|---------|
| <u>Activity Grants Paid</u> University of Colorado - Boulder Campus Box. 552 UCB RGNT 125 Boulder, CO | Nathan Kielpinski 1535 Parmenter Street Middleton, WI 53562 | N/A | 509(a)(1) | Financial Support of Students | \$1,250 |
| Beloit College 700 College Street Beloit, WI 53511 | Elizabeth Levy 322 N Few Street Madison, WI 53703 | N/A | 509(a)(1) | Financial Support of Students | 2,000 |
| University of Florida S-107 Crisser Hall P O Box 114025 Gainesville, FL 32611 | Alexander Maller 9657 Halyard Drive Largo, FL 33773 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - Madison Ms Cathy Starkey Assistant Bursar Fee/Cashiering 122 A W Peterson Building 750 University Avenue Madison, WI 53706-1490 | Daniel C McKay W991 Cottage Road Brodhead, WI 53520 | N/A | 509(a)(1) | Financial Support of Students | 2,500 |
| University of Kansas 1450 Jayhawk Blvd Lawrence, KS 66045 | Colman Mulkern 1101 Marg Street Madison, WI 53716 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - Stout 712 S Broadway St Menomonie, WI 54751 | Andrew Olund N786 Pine Dells Road Merrill, WI 54452 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Madison Ms Cathy Starkey Assistant Bursar Fee/Cashiering 122 A W Peterson Building 750 University Avenue Madison, WI 53706-1490 | Jillian Plane 1249 Elizabeth Street Madison, WI 53703 | N/A | 509(a)(1) | Financial Support of Students | 1,000 |
| University of Wisconsin - Whitewater Student Accounts P O Box 88 Whitewater, WI 53190-0088 | Lorayne Schultz 1843 Sand Ridge Ct Verona, WI 53593 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Minnesota - Mankato Office of Admissions 122 Taylor Center Mankato, MN 56001 | Sydney Temple 1926 Paso Roble Way Madison, WI 53716 | N/A | 509(a)(1) | Financial Support of Students | 2,000 |
| Murray State University 102 Curris Center Murray, KY 42071 | Paige Beuligmann 1008 Manon Street Carterville, IL 62918 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - LaCrosse Cashier's Office 121 Graff Main Hall 1725 State Street LaCrosse, WI 54601 | Alex Cordova 1206 East 7th Street Merrill, WI 54452 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - Madison Ms Cathy Starkey Assistant Bursar Fee/Cashiering 122 A W Peterson Building 750 University Avenue Madison, WI 53706-1490 | Alyssa Gile 239 Kennedy Heights Madison, WI 53704 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - Platteville Cashier's Office 1 Univensty Plaza Platteville, WI 53818-3099 | Enkajo Johnson 735 Scott Street Oregon, WI 53575 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |

WPS CHARITABLE FOUNDATION INC
Schedule 3 Form 990-PF
Contributions, Gifts, Grants Paid
For the year ended December 31, 2013
EIN 39-1568111

| Name and Address of Donee | Name and Address of Individual | Relationship | Organizational Status | Purpose of Grant or Contribution | Amount |
|--|---|--------------|-----------------------|----------------------------------|------------------------|
| <u>Activity: Grants Paid</u> | | | | | |
| University of Nebraska Office of Admissions 1410 Q Street Lincoln, NE 68588-0417 | Samuel Loerch 125 Oakmont Plaza Papillon, NE 68133 | N/A | 509(a)(1) | Financial Support of Students | \$1,250 |
| DePaul University 14026 Collection Center Drive Chicago, IL 60693-0140 | Everett Mulroe 5613 Winnequah Road Monona, WI 53716 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - Madison Ms Cathy Starkey Assistant Bursar Fee/Cashiering 122 A W Peterson Building 750 University Avenue Madison, WI 53706-1490 | Bradley O'Loughlin 2909 Brandon Road Madison, WI 53719 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - LaCrosse Cashier's Office 121 Graff Main Hall 1725 State Street LaCrosse, WI 54601 | Even Riniker N9495 Hawk Ridge Road New Glarus, WI 53574 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - Platteville Cashier's Office 1 University Plaza Platteville, WI 53818-3099 | Troy Showers | | 509(a)(1) | Financial Support of Students | 1,250 |
| Lawrence University P O Box 599 Appleton, WI 54912 | Kali Thibault 904 Tompkins Drive Madison, WI 53716 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| University of Wisconsin - Eau Claire 105 Garfield Avenue P O Box 4004 Eau Claire, WI 54702-4004 | Carlin Voss 1230 Gateway Pass Verona, WI 53593 | N/A | 509(a)(1) | Financial Support of Students | 1,250 |
| Subtotal Grants Paid | | | | | <u>\$55,000</u> |
| <u>Activity Contributions</u> | | | | | |
| None | N/A | N/A | 509(a)(1) | N/A | <u>\$0</u> |
| Subtotal Contributions Paid | | | | | <u>\$0</u> |
| Total Grants and Contributions Paid | | | | | <u><u>\$55,000</u></u> |

WPS CHARITABLE FOUNDATION INC

Schedule 4 Form 990-PF Part II Balance Sheet
List of U S government obligations and
Corporate stocks and bonds
As of December 31, 2013
EIN 39-1568111

| | | (b) Book Value | (c) Fair Market Value |
|----------|-----------------------------------|----------------------|-----------------------------|
| Line 10a | GNMA #201462 | \$2,042 | \$124 |
| | GNMA #348823 | 2,589 | 689 |
| | | <u>\$4,631</u> | <u>\$813</u> |
| Line 10b | American Century Cap Portfolios | \$27,715 | \$29,342 |
| | Dodge & Cox Income Fund | 45,000 | 43,883 |
| | Dodge & Cox Stock Funds | 46,149 | 59,203 |
| | Davis NY Venture Fund | 53,918 | 59,801 |
| | Goldman Sachs Growth Opp Instl | 14,446 | 16,380 |
| | Goldman Sachs Satellite Class I | 13,218 | 13,218 |
| | Harbor capital Appreciation | 63,860 | 78,387 |
| | Harris Assoc Invt Tr-Oakmark Fund | 34,420 | 34,442 |
| | Janus Invt Fund-Perkins Small Cap | 19,515 | 22,324 |
| | New World Fund | 15,190 | 16,727 |
| | Templeton Inst Funds | 34,029 | 39,624 |
| | Templeton Global Bond Advisor | 100,000 | 99,847 |
| | Vanguard Fixed Income Secs | 54,744 | 53,960 |
| | Vanguard Morgan Growth | 50,555 | 60,160 |
| | Wasatch Advisors Fund | 10,163 | 12,347 |
| | | <u>\$582,922</u> | <u>\$639,645</u> |
| Line 10c | American Express 2 80% | \$25,562 | \$26,122 |
| | Bank America Corp | 24,979 | 26,302 |
| | Bank New York MTN | 25,025 | 24,780 |
| | ConocoPhillips | 35,954 | 36,483 |
| | EMC Corp Mass | 24,959 | 24,716 |
| | Entergy Corp | 52,054 | 53,761 |
| | Exelon Generation Co | 42,144 | 39,985 |
| | General Electric Capital 3 50% | 26,518 | 26,091 |
| | General Electric Capital 4 375% | 49,658 | 54,189 |
| | Goldman Sachs 6 00% | 50,926 | 50,893 |
| | JP Morgan Chase | 25,047 | 26,720 |
| | PPL Energy Supply LLC | 27,707 | 26,379 |
| | Royal Bank of CDA | 50,000 | 51,035 |
| | Schwab Charles Corp New | 27,304 | 27,024 |
| | Shell International Fin BV | 24,836 | 24,655 |
| | Southwestern Electric Power | 30,372 | 29,304 |
| | Wal-Mart Stores Inc | 25,107 | 24,910 |
| | Wells Fargo & Co | 26,494 | 26,619 |
| | | <u>\$594,646</u> | <u>\$599,968</u> |

Schedule 5 Form 990-PF
List of Officers, Directors, Trustees, Managers
and their Compensation
For the year ended December 31, 2013
EIN 39-1568111

| Name and Address | Title, Hours | Compensation | Contributions to Benefit Plan | Expense Account |
|---|---|--------------|-------------------------------------|--------------------|
| Thomas R Nelson 1717 W Broadway Madison, WI 53713 | Secretary/Treasurer, Trustee, More than 2 | \$0 | \$0 | \$0 |
| Timothy Flaherty, M D 1717 W Broadway Madison, WI 53713 | Chairman, Trustee, Less than 2 | 350 | 0 | 0 |
| Michael Hamerik 1717 W Broadway Madison, WI 53713 | President, Trustee, Less than 2 | 0 | 0 | 0 |
| Ellen Foley 1717 W Broadway Madison, WI 53713 | Vice President, Less than 2 | 0 | 0 | 0 |
| Craig Campbell 1717 W Broadway Madison, WI 53713 | Trustee, Less than 2 | 0 | 0 | 0 |
| Totals | | <u>\$350</u> | <u>\$0</u> | <u>\$0</u> |