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Form 990-PF

## 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. By law, the IRS cannot redact the information on the form.
- Information about Form 990-PF and its instructions is at [www.irs.gov/form990pf](http://www.irs.gov/form990pf).

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013, and ending 12-31-2013

Name of foundation LUX FOUNDATION INC		A Employer identification number 39-1618778			
% THE PRIVATEBANK Number and street (or P O box number if mail is not delivered to street address) C/O STEPHEN M FISHER ASSOCIATES 11414 W PARK PLACE SUITE 107 Suit		B Telephone number (see instructions) (414) 359-9066			
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 532243500		C If exemption application is pending, check here <input checked="" type="checkbox"/>			
<b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		<b>D</b> 1. Foreign organizations, check here <input checked="" type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>			
<b>H</b> 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					
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 8,691,813</b>		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis.)</i>			
<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>					
1	Contributions, gifts, grants, etc , received (attach schedule)	0			
2	Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
3	Interest on savings and temporary cash investments	136	136	136	
4	Dividends and interest from securities. . . . .	207,735	207,735	207,735	
5a	Gross rents . . . . .				
b	Net rental income or (loss) _____				
6a	Net gain or (loss) from sale of assets not on line 10	23,166			
b	Gross sales price for all assets on line 6a 862,696				
7	Capital gain net income (from Part IV, line 2) . . .		23,166		
8	Net short-term capital gain . . . . .			23,166	
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) . . . . .	5,260	5,260	5,260	
12	<b>Total.</b> Add lines 1 through 11 . . . . .	236,297	236,297	236,297	
<b>Operating and Administrative Expenses</b>					
13	Compensation of officers, directors, trustees, etc	0	0	0	0
14	Other employee salaries and wages . . . . .				
15	Pension plans, employee benefits . . . . .				
16a	Legal fees (attach schedule) . . . . .	2,780	0	0	2,780
b	Accounting fees (attach schedule) . . . . .				
c	Other professional fees (attach schedule) . . . . .	48,172	41,424	41,424	6,748
17	Interest . . . . .				
18	Taxes (attach schedule) (see instructions)	1,706	1,791	1,791	0
19	Depreciation (attach schedule) and depletion . . .				
20	Occupancy . . . . .				
21	Travel, conferences, and meetings . . . . .				
22	Printing and publications . . . . .				
23	Other expenses (attach schedule) . . . . .	10	0	0	10
24	<b>Total operating and administrative expenses.</b>				
	Add lines 13 through 23 . . . . .	52,668	43,215	43,215	9,538
25	Contributions, gifts, grants paid . . . . .	377,500			377,500
26	<b>Total expenses and disbursements.</b> Add lines 24 and 25	430,168	43,215	43,215	387,038
27	Subtract line 26 from line 12				
a	<b>Excess of revenue over expenses and disbursements</b>	-193,871			
b	<b>Net investment income</b> (if negative, enter -0-) . . .		193,082		
c	<b>Adjusted net income</b> (if negative, enter -0-) . . .			193,082	

<b>Part III</b> <b>Balance Sheets</b>	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>				
<b>1</b>	Cash—non-interest-bearing . . . . .			
<b>2</b>	Savings and temporary cash investments . . . . .	44,019	27,646	27,646
<b>3</b>	Accounts receivable ►	51,950		
	Less allowance for doubtful accounts ►			
<b>4</b>	Pledges receivable ►			
	Less allowance for doubtful accounts ►			
<b>5</b>	Grants receivable . . . . .			
<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .			
<b>7</b>	Other notes and loans receivable (attach schedule) ►			
	Less allowance for doubtful accounts ►			
<b>8</b>	Inventories for sale or use . . . . .			
<b>9</b>	Prepaid expenses and deferred charges . . . . .			
<b>10a</b>	Investments—U S and state government obligations (attach schedule)	1,541,381	1,866,121	1,893,569
<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	3,207,138	3,191,541	5,377,139
<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	1,075,509	640,806	641,582
<b>11</b>	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>12</b>	Investments—mortgage loans . . . . .			
<b>13</b>	Investments—other (attach schedule) . . . . .	750,195	750,195	751,877
<b>14</b>	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
<b>15</b>	Other assets (describe ►) . . . . .			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	6,670,192	6,476,309	8,691,813
<b>Liabilities</b>				
<b>17</b>	Accounts payable and accrued expenses . . . . .			
<b>18</b>	Grants payable . . . . .			
<b>19</b>	Deferred revenue . . . . .			
<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons			
<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .			
<b>22</b>	Other liabilities (describe ►) . . . . .			
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>				
<b>24</b>	Unrestricted . . . . .			
<b>25</b>	Temporarily restricted . . . . .			
<b>26</b>	Permanently restricted . . . . .			
<b>27</b>	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
<b>28</b>	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
<b>29</b>	Capital stock, trust principal, or current funds . . . . .	6,670,192	6,476,309	
<b>30</b>	Paid-in or capital surplus, or land, bldg , and equipment fund			
<b>31</b>	Retained earnings, accumulated income, endowment, or other funds			
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,670,192	6,476,309	
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	6,670,192	6,476,309	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	6,670,192
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-193,871
<b>3</b>	Other increases not included in line 2 (itemize) ►	<b>3</b>	
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	6,476,321
<b>5</b>	Decreases not included in line 2 (itemize) ►	<b>5</b>	12
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	<b>6</b>	6,476,309

Part IV Capital Gains and Losses for Tax on Investment Income

**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 page 18 of the instructions before making any entries.

<b>(a)</b> Base period years Calendar year (or tax year beginning in)	<b>(b)</b> Adjusted qualifying distributions	<b>(c)</b> Net value of noncharitable-use assets	<b>(d)</b> Distribution ratio (col (b) divided by col (c))
2012	404,396	7,905,165	0 051156
2011	383,948	7,928,038	0 048429
2010	263,813	7,517,428	0 035094
2009	278,022	5,300,028	0 052457
2008	203,034	5,951,598	0 034114
<b>2</b>	<b>Total</b> of line 1, column (d). . . . .		0 22125
<b>3</b>	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 . . .		0 04425
<b>4</b>	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5. . . . .		8,365,841
<b>5</b>	Multiply line 4 by line 3. . . . .		370,189
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b). . . . .		1,931
<b>7</b>	Add lines 5 and 6. . . . .		372,120
<b>8</b>	Enter qualifying distributions from Part XII, line 4. . . . .		387,038

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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 _____ <b>(attach copy of letter if necessary—see instructions)</b>	1	1,931
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
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	
3	Add lines 1 and 2. . . . .	3	1,931
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	4	
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	5	1,931
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	2,500
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	2,500
8	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	569
11	Enter the amount of line 10 to be <b>Credited to 2014 estimated tax</b> <input type="checkbox"/> 569 <b>Refunded</b> <input type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

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? <input checked="" type="checkbox"/>	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .	1b	No
	<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>		
1c	Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .	1c	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1) On the foundation</b> <input type="checkbox"/> \$ _____ <b>(2) On foundation managers</b> <input type="checkbox"/> \$ _____		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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>	2	No
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> <input checked="" type="checkbox"/>	3	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a	No
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .	4b	
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> <input checked="" type="checkbox"/>	5	No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes
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>	7	Yes
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> WI		
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>	8b	Yes
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>	9	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses.</i>	10	No

**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). . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
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) . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

Website address ► N/A

14	The books are in care of ► THE PRIVATE BANK	Telephone no ► (312) 904-2359
	Located at ► 70 W MADISON SUITE 200 CHICAGO IL	ZIP + 4 ► 60602

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here . . . . .	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
	and enter the amount of tax-exempt interest received or accrued during the year . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No

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? . . . . .	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►		

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required****File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

1a	During the year did the foundation (either directly or indirectly)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	(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? ( <b>Exception.</b> 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 <b>any</b> 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 page 20 of the instructions)? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	Organizations relying on a current notice regarding disaster assistance check here . . . . .	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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 <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . . . .		
c	If the provisions of section 4942(a)(2) are being applied to <b>any</b> 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013) . . . . .		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

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

<b>5a</b>	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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). . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . .		<b>5b</b>	
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ► <input checked="" type="checkbox"/>			
<b>c</b>	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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>			
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<b>6b</b>	<b>No</b>
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .			
<i>If "Yes" to 6b, file Form 8870.</i>				
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		<b>7b</b>	
<b>b</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 <b>(If not paid, enter -0-)</b>	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT  C/O STEPHEN M FISHER ASSOCIATES MILWAUKEE, WI 532243500	STATEMENT 0	0	0	0

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
<b>Total number of other employees paid over \$50,000.</b> . . . . .				►

**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".**

## **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 _____	
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 _____ _____	
2 _____ _____	

All other program-related investments See page 24 of the 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 8,192,478
b	Average of monthly cash balances. . . . .	1b 300,763
c	Fair market value of all other assets (see instructions). . . . .	1c 0
d	<b>Total</b> (add lines 1a, b, and c). . . . .	1d 8,493,241
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 8,493,241
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4 127,399
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	5 8,365,842
6	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	6 418,292

**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. . . . .	1 418,292
2a	Tax on investment income for 2013 from Part VI, line 5. . . . .	2a 1,931
b	Income tax for 2013 (This does not include the tax from Part VI ). . . . .	2b
c	Add lines 2a and 2b. . . . .	2c 1,931
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3 416,361
4	Recoveries of amounts treated as qualifying distributions. . . . .	4
5	Add lines 3 and 4. . . . .	5 416,361
6	Deduction from distributable amount (see instructions). . . . .	6
7	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	7 416,361

**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 387,038
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	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 387,038
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 1,931
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	6 385,107

**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
<b>1</b> Distributable amount for 2013 from Part XI, line 7				416,361
<b>2</b> Undistributed income, if any, as of the end of 2013				
<b>a</b> Enter amount for 2012 only. . . . .			358,519	
<b>b</b> Total for prior years 2011, 2010, 2009				
<b>3</b> Excess distributions carryover, if any, to 2013				
<b>a</b> From 2008. . . . .				
<b>b</b> From 2009. . . . .				
<b>c</b> From 2010. . . . .				
<b>d</b> From 2011. . . . .				
<b>e</b> From 2012. . . . .	0			
<b>f Total of lines 3a through e. . . . .</b>	0			
<b>4</b> Qualifying distributions for 2013 from Part XII, line 4 ► \$ 387,038				
<b>a</b> Applied to 2012, but not more than line 2a			358,519	
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2013 distributable amount. . . . .			28,519	
<b>e</b> Remaining amount distributed out of corpus	0			
<b>5</b> Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
<b>6</b> Enter the net total of each column as indicated below:	0			
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> 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. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014. . . . .				387,842
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions). . . . .				
<b>9</b> Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a. . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2009. . . . .				
<b>b</b> Excess from 2010. . . . .				
<b>c</b> Excess from 2011. . . . .				
<b>d</b> Excess from 2012. . . . .				
<b>e</b> Excess from 2013. . . . .	0			

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

<b>1a</b> 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. <input type="text"/>
<b>b</b> Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed. <input type="text"/>
<b>b</b> 85% of line 2a. <input type="text"/>
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed. <input type="text"/>
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities. <input type="text"/>
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c. <input type="text"/>
<b>3</b> Complete 3a, b, or c for the alternative test relied upon
<b>a</b> "Assets" alternative test—enter
(1) Value of all assets. <input type="text"/>
(2) Value of assets qualifying under section 4942(j)(3)(B)(i). <input type="text"/>
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. <input type="text"/>
<b>c</b> "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). <input type="text"/>
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III). <input type="text"/>
(3) Largest amount of support from an exempt organization <input type="text"/>
(4) Gross investment income <input type="text"/>

**Part XV Supplementary Information (Complete this part only if the organization 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) )

**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

**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 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	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)				
<b>a Paid during the year</b>				
STATEMENT SEE STATEMENT STATEMENT, WI 53224		SEE STATEMENT	SEE STATEMENT	377,500
<b>Total. . . . .</b>			► 3a	377,500
<b>b Approved for future payment</b>				
<b>Total. . . . .</b>			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
a					
b					
c					
d					
e					
f					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . . .					
<b>3</b> Interest on savings and temporary cash investments . . . . .					
<b>4</b> Dividends and interest from securities. . . . .			14	136	
<b>5</b> Net rental income or (loss) from real estate			14	207,735	
a Debt-financed property. . . . .					
b Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property. . . . .					
<b>7</b> Other investment income. . . . .					
<b>8</b> Gain or (loss) from sales of assets other than inventory . . . . .			18	23,166	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. . . . .					
<b>11</b> Other revenue a <u>MPL PARTNERSHIP DISTRIBUTIONS</u>			15	5,260	
b					
c					
d					
e					
<b>12</b> Subtotal Add columns (b), (d), and (e). . . . .				236,297	
<b>13</b> <b>Total.</b> Add line 12, columns (b), (d), and (e). . . . .					236,297

13 Total/Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)

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



## TY 2013 Compensation Explanation

**Name:** LUX FOUNDATION INC

**EIN:** 39-1618778

Person Name	Explanation
STATEMENT	AS REQUIRED BUT LESS THAN FULL TIME

**Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.**

## TY 2013 Depreciation Schedule

**Name:** LUX FOUNDATION INC

**EIN:** 39-1618778

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
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## TY 2013 Investments - Land Schedule

**Name:** LUX FOUNDATION INC

**EIN:** 39-1618778

## TY 2013 Land, Etc. Schedule

**Name:** LUX FOUNDATION INC

**EIN:** 39-1618778

## FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES
LINE 3 - INCOME ON SAVINGS AND TEMPORARY CASH INVESTMENTS				
PRIVATE BANK MONEY MARKET FUND	12.8	12.8	12.8	12.8
TOTAL	12.8	12.8	12.8	12.8
OTHER INTEREST INCOME				
UNITED STATES TREASURY, TAX REFUND	8	8	8	8
INTEREST AND DIVIDENDS FROM SECURITIES				
INTEREST INCOME				
U S TREASURY NOTE, 1.625% INFLATION PROTECTED NOTE/2018	8,989	8,989	8,989	8,989
NET ACCRETION	5,360	5,360	5,360	5,360
BALTIMORE COUNTY, MARYLAND, BOND 3.125%/2014	3,125	3,125	3,125	3,125
BERKSHIRE HATHAWAY, INC., NOTE 1.900%/2017	2,903	2,903	2,903	2,903
DU PAGE COUNTY, ILLINOIS SCHOOL DIST., BOND 4 4.00%/2014	3,300	3,300	3,300	3,300
GENERAL ELECTRIC CAPITAL CORPORATION, NOTE 2.150%/2015	2,150	2,150	2,150	2,150
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION, POOL #455049 6.000%/2028	623	623	623	623
HOWARD HUGHES MEDICAL CENTER, NOTE 3.450%/2014	6,613	6,613	6,613	6,613
IBM CORPORATION, NOTE 1.35%/2016	(488)	(488)	(488)	(488)
JOHNSON COUNTY, KANSAS, UNIFIED SCHOOL DISTRICT, BUILD AMERICA BONDS, 3.375%/2014	4,922	4,922	4,922	4,922
KNOXVILLE, TENNESSEE ELECTRIC REVENUE BUILD AMERICA BOND 3.250%/2016	3,277	3,277	3,277	3,277
NATIONAL RURAL UTILITY COOPERATIVE 5.500%/2013	9,808	9,808	9,808	9,808
OHIO STATE BUILD AMERICA BOND, 2.257%/2015	2,527	2,527	2,527	2,527

## FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES
<u>INTEREST AND DIVIDENDS FROM SECURITIES</u>				
INTEREST INCOME (CONTINUED)				
PRINCIPAL LIFE, INC.,				
NOTE 5.550%/2015	5,550	5,550	5,550	
ROSEMONT, ILLINOIS,				
TAXABLE BOND, 2.375%/2014	2,375	2,375	2,375	
SOUTH ST. PAUL MINNESOTA SPECIAL SCHOOL DISTRICT,				
BOND 3.250%/2014	4,875	4,875	4,875	
TARGET CORPORATION,				
NOTE .4.94.75%/2014	402	402	402	
WAL-MART STORES, INC.,				
NOTE 7.250%/2013	5,438	5,438	5,438	
WHEATON, ILLINOIS PARK DISTRICT,				
NOTE 5.600%/2021	700	700	700	
WISCONSIN STATE TRANSPORTATION AUTHORITY,				
REVENUE BOND 4.003%/2016	4,002	4,002	4,003	4,003
GROSS INTEREST INCOME	76,452	76,452	76,452	76,452
LESS: AMORTIZATION	(24,211)	(24,211)	(24,211)	(24,211)
NET INTEREST INCOME	52,240	52,240	52,240	52,240
<u>DIVIDEND INCOME</u>				
ABBOTT LABORATORIES	1,288	1,288	1,288	1,288
ABBVIE, INC.	920	920	920	920
ACCENTURE, LTD.	4,350	4,350	4,350	4,350
AMERICAN EXPRESS COMPANY	1,290	1,290	1,290	1,290
APPLE, INC.	610	610	610	610
COCA-COLA COMPANY	3,136	3,136	3,136	3,136
CONOCOPHILLIPS	5,400	5,400	5,400	5,400
EXELON CORPORATION	4,365	4,365	4,365	4,365
EXXON MOBIL CORPORATION	4,059	4,059	4,059	4,059
GOLDMAN SACHS FINANCIAL SQUARE	8	8	8	8
ILLINOIS TOOL WORKS, INC.	2,124	2,124	2,124	2,124
INTEL CORPORATION	4,500	4,500	4,500	4,500
ISHARES MSCI EAFFE INDEX FUND	5,554	5,554	5,554	5,554
ISHARES MSCI EMERGING MARKETS INDEX	4,998	4,998	4,998	4,998
ISHARES RUSSELL 2000 INDEX	4,243	4,243	4,243	4,243
JOHNSON CONTROLS, INC.	1,995	1,995	1,995	1,995
JOHNSON & JOHNSON	5,180	5,180	5,180	5,180

## FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES			
				2			
<u>INTEREST AND DIVIDENDS FROM SECURITIES</u>							
<u>INTEREST INCOME (CONTINUED)</u>							
KOHLS CORPORATION	2,100	2,100	2,100				
LOWES COMPANIES, INC.	3,400	3,400	3,400				
MERCK & CO., INC	3,225	3,225	3,225				
NESTLE S.A. (ADR)	4,272	4,272	4,272				
NORTHERN TRUST CORPORATION	1,840	1,840	1,840				
ORACLE CORPORATION	960	960	960				
PEPSICO, INC	3,094	3,094	3,094				
PHILLIPS 66	1,328	1,328	1,328				
PROCTER & GAMBLE CO.	12,542	12,542	12,542				
ROYAL DUTCH SHELL PLC (SPON. ADR)	5,340	5,340	5,340				
SOUTHERN COMPANY	6,038	6,038	6,038				
STARWOOD PROPERTY TRUST, INC.	8,213	8,213	8,213				
SYSCO CORPORATION	5,264	5,264	5,264				
TRAVELERS COMPANIES, INC.	2,940	2,940	2,940				
UNITED PARCEL SERVICE, INC.	2,976	2,976	2,976				
UNITED TECHNOLOGIES CORPORATION, 7.5% PREFERRED	7,500	7,500	7,500				
VIRTUS MULTI-SECTOR SHORT-TERM BOND FUND	12,179	12,179	12,179				
VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	7,165	7,165	7,165				
VODAFONE GROUP PLC (ADR)	6,203	6,203	6,203				
3M COMPANY	3,048	3,048	3,048				
<b>TOTAL DIVIDEND INCOME</b>	<b>153,645</b>	<b>153,645</b>	<b>153,645</b>				
<u>CAPITAL GAINS DISTRIBUTIONS</u>							
VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	1,355	1,355	1,355				
STARWOOD PROPERTY TRUST, INC.	495	495	495				
<b>TOTAL CAPITAL GAINS DISTRIBUTIONS</b>	<b>1,850</b>	<b>1,850</b>	<b>1,850</b>				
<u>SUMMARY</u>							
TOTAL INTEREST INCOME	52,240	52,240	52,240				
TOTAL DIVIDEND INCOME	153,645	153,645	153,645				
TOTAL CAPITAL GAINS DISTRIBUTIONS	1,850	1,850	1,850				
<b>TOTAL</b>	<b>207,735</b>	<b>207,735</b>	<b>207,735</b>				

## FORM 990-PF, PART I - ANALYSIS OF REVENUE AND EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	DISBURSEMENTS FOR CHARITABLE PURPOSES
LINE OTHER INCOME				
KINDER MORGAN ENERGY PARTNERS, L.P.	5,260	5,260	5,260	
LINE 16a <u>LEGAL FEES</u>				
STEPHEN M. FISHER & ASSOCIATES LLP, ATTORNEY'S FEES AND DISBURSEMENTS	2,780	NONE	NONE	2,780
LINE 16c <u>OTHER PROFESSIONAL FEES</u>				
THE PRIVATE BANK, AGENCY/CUSTODY FEES THE PRIVATE BANK, GNMA SERVICE CHARGES LODESTAR INVESTMENT COUNSEL, INC., INVESTMENT MANAGEMENT FEES	6,748 46 41,378	NONE 46 41,378	NONE 46 41,378	6,748 NONE NONE
	TOTAL 48,172	41,424	41,424	6,748
LINE 18 <u>TAXES</u>				
FOREIGN TAXES WITHHELD AT SOURCE UNITED STATES TREASURY, 2011 REFUND OF TAX ON INVESTMENT INCOME UNITED STATES TREASURY, 2013 EXCISE TAX ON INVESTMENT INCOME	1,791 (2,500) 2,415	1,791 NONE NONE	1,791 NONE NONE	NONE NONE NONE
	TOTAL 1,706	1,791	1,791	
LINE 23 - <u>OTHER EXPENSES</u>				
DEPARTMENT OF FINANCIAL INSTITUTIONS, ANNUAL REPORT FILING FEE	10	NONE	NONE	10

## FORM 990-PF, PART II - BALANCE SHEETS

## LINE 10a INVESTMENTS / U.S. AND STATE GOVERNMENT OBLIGATIONS

			ENDING BOOK VALUE	ENDING MARKET VALUE
\$ 150,000	U.S. TREASURY NOTE 1.625%		152,466	163,020
	INFLATION PROTECTED NOTE/2018			
\$ 101,686	U.S. TREASURY NOTE 1.625%		99,238	110,512
	INFLATION PROTECTED NOTE/2018			
\$ 100,000	U.S. TREASURY NOTE 1.625%		107,140	108,680
	INFLATION PROTECTED NOTE/2018			
\$ 150,000	U.S. TREASURY NOTE 1.625%		166,236	163,020
	INFLATION PROTECTED NOTE/2018			
\$ 55,759	U.S. TREASURY NOTE 1.625%		52,917	60,599
	INFLATION PROTECTED NOTE/2018			
\$ 100,000	BALTIMORE COUNTY, MARYLAND, BOND 3.125%/2014		101,349	101,972
	DU PAGE COUNTY, ILLINOIS SCHOOL DIST., BOND 4.400%/2014		76,023	76,880
\$ 75,000				
\$ 225,000	FREDDIE MAC, NOTE 1.250%/2018		225,000	223,902
\$ 9,407	GOVERNMENT NATIONAL MORTGAGE ASSOCIATION, POOL #485049 6.000%/2028		9,269	10,464
\$ 150,000	JOHNSON COUNTY, KANSAS, UNIFIED SCHOOL DISTRICT, BUILD AMERICA BONDS, 3.375%/2014		154,115	152,781
\$ 150,000	KNOXVILLE, TENNESSEE ELECTRIC REVENUE BUILD AMERICA BONDS 3.250%/2016		159,916	154,836
\$ 100,000	OHIO STATE BUILD AMERICA BOND, 2.527%/2015 ROSEMONT, ILLINOIS, TAXABLE BOND, 2.375%/2014		101,171	102,861
\$ 100,000	SOUTH ST. PAUL MINNESOTA SPECIAL SCHOOL DISTRICT, BOND 3.250%/2014		151,357	150,318
\$ 150,000	WHEATON, ILLINOIS PARK DISTRICT, NOTE 5.600%/2021		108,692	105,826
\$ 100,000	WISCONSIN STATE TRANSPORTATION AUTHORITY, REVENUE BOND 4.003%/2016		101,232	106,664
	TOTAL U.S AND STATE GOVERNMENT OBLIGATIONS		1,866,121	1,893,569

## LINE 10b INVESTMENTS / CORPORATE STOCK

		ENDING BOOK VALUE	ENDING MARKET VALUE
COMMON STOCK			
1,000 SHS .	ABBOTT LABORATORIES	22,001	38,330
800 SHS .	ABBOTT LABORATORIES	20,586	30,664
500 SHS .	ABBOTT LABORATORIES	11,487	19,165

## LINE 10b INVESTMENTS / CORPORATE STOCK (CONTINUED)

			ENDING BOOK VALUE	ENDING MARKET VALUE
COMMON STOCK				
1,500	SHS.	ACCENTURE, LTD.	39,158	123,330
1,000	SHS.	ACCENTURE, LTD.	23,520	82,220
1,000	SHS.	AMERICAN EXPRESS COMPANY	30,320	90,730
500	SHS.	AMERICAN EXPRESS COMPANY	19,210	45,365
200	SHS.	APPLE, INC.	91,122	112,204
1,200	SHS.	BAXTER INTERNATIONAL, INC	78,627	83,460
2,400	SHS.	COCA-COLA COMPANY	53,140	99,144
400	SHS.	COCA-COLA COMPANY	9,736	16,524
1,000	SHS.	CONOCOPHILLIPS	23,287	70,650
1,000	SHS.	CONOCOPHILLIPS	50,820	70,650
792	SHS.	EXXON MOBIL CORPORATION	32,430	80,150
528	SHS.	EXXON MOBIL CORPORATION	5,067	53,434
330	SHS.	EXXON MOBIL CORPORATION	30,914	33,396
1,500	SHS.	ILLINOIS TOOL WORKS, INC	52,256	126,120
4,000	SHS.	INTEL CORPORATION	83,138	103,820
1,000	SHS.	INTEL CORPORATION	21,188	25,955
2,000	SHS.	ISHARES MSCI EAFE INDEX FUND	101,999	134,190
1,000	SHS.	ISHARES MSCI EAFE INDEX FUND	55,590	67,095
3,000	SHS.	ISHARES MSCI EMERGING MARKETS INDEX	116,610	125,385
1,500	SHS.	ISHARES MSCI EMERGING MARKETS INDEX	61,830	62,693
500	SHS.	ISHARES MSCI EMERGING MARKETS INDEX	22,795	20,898
3,000	SHS.	ISHARES RUSSELL 2000 INDEX	231,030	346,080
1,500	SHS.	JOHNSON CONTROLS, INC.	61,347	76,950
1,400	SHS.	JOHNSON CONTROLS, INC.	28,224	71,820
1,000	SHS.	JOHNSON & JOHNSON	61,590	91,590
500	SHS.	JOHNSON & JOHNSON	31,285	45,795
500	SHS.	JOHNSON & JOHNSON	27,380	45,795
1,000	SHS.	KINDER MORGAN ENERGY PARTNERS, L.P.	50,904	80,660
1,500	SHS.	KOHL'S CORPORATION	81,913	85,125
3,000	SHS.	LOWES COMPANIES, INC.	60,800	148,650
2,000	SHS.	LOWES COMPANIES, INC.	43,900	99,100
2,500	SHS.	MERCK & CO, INC.	102,584	125,125
2,000	SHS.	NESTLE, S.A. (SPON ADR)	43,440	146,848
1,500	SHS.	NORTHERN TRUST CORPORATION	76,066	92,835
500	SHS.	NORTHERN TRUST CORPORATION	24,139	30,945
3,000	SHS.	ORACLE CORPORATION	68,250	114,780
1,000	SHS.	ORACLE CORPORATION	24,135	38,260
1,400	SHS.	PEPSICO, INC.	92,273	116,116
500	SHS.	PHILLIPS 66	7,343	38,565
500	SHS.	PHILLIPS 66	16,025	38,565

## FORM 990-PF, PART II - BALANCE SHEETS

## LINE 10b INVESTMENTS / CORPORATE STOCK (CONTINUED)

LINE 10b			BOOK VALUE	ENDING	MARKET VALUE
900	SHS .	PROCTER & GAMBLE COMPANY	1,407	73,269	
760	SHS .	PROCTER & GAMBLE COMPANY	-	61,872	
340	SHS .	PROCTER & GAMBLE COMPANY	277	27,679	
1,100	SHS .	PROCTER & GAMBLE COMPANY	68,503	89,551	
1,200	SHS .	PROCTER & GAMBLE COMPANY	-	97,692	
1,100	SHS .	ROYAL DUTCH SHELL PLC (SPON. ADR)	69,515	82,621	
400	SHS .	ROYAL DUTCH SHELL PLC (SPON. ADR)	28,376	30,044	
2,000	SHS .	SOUTHERN COMPANY	62,540	82,220	
1,000	SHS .	SOUTHERN COMPANY	32,163	41,110	
3,500	SHS .	STARWOOD PROPERTY TRUST, INC.	71,578	96,950	
1,000	SHS .	STARWOOD PROPERTY TRUST, INC	22,579	27,700	
	SHS .	LESS: RETURN OF CAPITAL (1,595)	51,124	72,200	
2,000	SHS .	SYSCO CORPORATION	40,470	61,370	
1,700	SHS .	SYSCO CORPORATION	28,409	36,100	
1,000	SHS .	SYSCO CORPORATION	73,497	135,810	
1,500	SHS .	TRAVELERS COMPANIES, INC	77,598	126,096	
1,200	SHS .	UNITED PARCEL SERVICE, INC.	107,900	130,940	
2,000	SHS .	UNITED TECHNOLOGIES CORP , 7 5% PREFERRED	76,544	117,930	
3,000	SHS .	VODAFONE GROUP PLC (ADR)	27,410	39,310	
1,000	SHS .	VODAFONE GROUP PLC (ADR)	70,519	229,200	
3,000	SHS .	WALT DISNEY COMPANY	54,697	98,175	
700	SHS .	3M COMPANY	38,570	70,125	
500	SHS .	3M COMPANY	3,191,541	5,377,139	

## LINE 10c INVESTMENTS / CORPORATE BONDS

LINE 10c		TOTAL CORPORATE STOCKS	BOOK VALUE	ENDING	MARKET VALUE
\$ 200,000		BERKSHIRE HATHAWAY, INC.,		206,164	204,604
\$ 100,000		NOTE 1.900% /2017			
\$ 125,000		GENERAL ELECTRIC CAPITAL CORPORATION,		100,192	101,831
\$ 100,000		NOTE 2.150% /2015			
\$ 100,000		IBM CORPORATION,		128,934	128,419
\$ 100,000		NOTE 1.95% /2016			
\$ 100,000		PRINCIPAL LIFE, INC.,		105,615	106,627
\$ 100,000		NOTE 5.550% /2015			
		TARGET CORPORATION,		99,900	100,101
		NOTE .49475% /2014			
		TOTAL CORPORATE BONDS		640,806	641,582

## FORM 90-PF, PART II - BALANCE SHEETS

LINE 13	INVESTMENTS / OTHER / MUTUAL FUNDS	BOOK VALUE	ENDING BOOK VALUE	ENDING MARKET VALUE
51,020.41	SHS. VIRTUS MULTI-SECTOR SHORT-TERM BOND FUND	250,000	247,959	
20,833.33	SHS. VIRTUS MULTI-SECTOR SHORT-TERM BOND FUND	100,000	101,250	
14,258.550	SHS. VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	150,000	152,566	
14,018.691	SHS. VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	150,000	150,000	
9,355.246	SHS. VANGUARD SHORT-TERM INVESTMENT GRADE BOND FUND	100,195	100,195	100,101
	TOTAL OTHER INVESTMENTS	750,195	751,877	

FORM 990-BF: PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

## SHORT-TERM CAPITAL GAIN AND LOSS

<u>DESCRIPTION</u>	<u>HOW ACQUIRED</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PROCEEDS OF SALE</u>	<u>COST OR OTHER BASIS</u>	<u>GAIN OR (LOSS)</u>
NONE						

LONG-TERM CAPITAL: GAIN AND LOSS

DESCRIPTION		HOW ACQUIRED	DATE ACQUIRED	DATE SOLD	PROCEEDS OF SALE	COST OR OTHER BASIS	GAIN OR (LOSS)
AMORTIZATION AND RETURN OF PRINCIPAL							
GOVERNMENT NATIONAL MORTGAGE ASSOCIATION, POOL #485049	6.000%/2028	P	VAR.	VAR.	394	389	6
2,300	SHS. ABBVIE, INC.	P	VAR.	1/23/2013	84,183	58,639	25,544
\$ 60,000	NATIONAL RURAL UTILITY COOPERATIVE, 5.500%/2013	P	3/15/2010	3/4/2013	66,097	66,013	84
\$ 150,000	WAL-MART STORES, INC., NOTE 7.250%/2013	P	11/21/2001	6/1/2013	150,000	150,000	-
\$ 135,000	NATIONAL RURAL UTILITY COOPERATIVE, NOTE 5.500%/2013	P	3/15/2010	7/1/2013	135,000	135,000	-
\$ 200,000	HOWARD HUGHES MEDICAL CENTER, NOTE 3.450%/2014	P	8/12/2009	9/1/2013	206,611	200,199	6,412
3,000	SHS. EXELON CORPORATION	P	VAR.	11/12/2013	84,029	135,187	(51,158)
300	SHS. ILLINOIS TOOL WORKS, INC.	P	11/5/2005	12/16/2013	24,040	10,451	13,588
600	SHS. JOHNSON CONTROLS, INC.	P	4/27/2012	12/16/2013	30,512	19,373	11,140
1,000	SHS. PROCTER & GAMBLE COMPANY	P	VAR	12/16/2013	81,930	64,280	17,550

WILLIAM CLAYTON AND ROBERT CLAYTON FROM STATE OF ALABAMA

GROSS SALES PRICE EOP A/I: ASSETS 862,696

#### EBPOS\$ SALES PRICE FOR ALL ASSETS

## FORM 990-PF, PART VIII - LIST OF OFFICERS, DIRECTORS AND TRUSTEES

NAME AND ADDRESS	TITLE	TIME DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO
				EMPLOYEE BENEFIT PLANS AND EXPENSE ACCOUNTS
BARBARA E. MANGER 3318 N. LAKE DRIVE MILWAUKEE, WI 53211	PRESIDENT / DIRECTOR	AS REQUIRED BUT LESS THAN FULL TIME	NONE	NONE
ROBERT E. MANGER 687 EL RANCHO ROAD SANTA BARBARA, CA 93108	VICE PRESIDENT / DIRECTOR	AS REQUIRED BUT LESS THAN FULL TIME	NONE	NONE
WILLIAM H. LYNCH 3318 N. LAKE DRIVE MILWAUKEE, WI 53211	TREASURER / DIRECTOR	AS REQUIRED BUT LESS THAN FULL TIME	NONE	NONE
STEPHEN M. FISHER 11414 W. PARK PLACE MILWAUKEE, WI 53202-5306	SECRETARY	AS REQUIRED BUT LESS THAN FULL TIME	NONE	NONE
LUKE M. LYNCH P.O. BOX 12197 JACKSON, WY 83002	DIRECTOR	AS REQUIRED	NONE	NONE

## FORM 990-PF, PART XV - SUPPLEMENTARY INFORMATION

LINE 1A - 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.

BARBARA E. MANGER  
3318 N. LAKE DRIVE  
MILWAUKEE, WI 53211

LUKE M. LYNCH  
P.O. BOX 12197  
JACKSON, WY 83002

MATTHEW B. MANGER-LYNCH TRUST  
3318 N. LAKE DRIVE  
MILWAUKEE, WI 53211

## LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING YEAR.

RECIPIENT NAME AND ADDRESS (AND RELATIONSHIP TO <u>SUBSTANTIAL CONTRIBUTOR</u> )	FOUNDATION <u>STATUS OF RECIPIENT</u>	PURPOSE OF GRANT <u>OR CONTRIBUTION</u>	AMOUNT
ARTISTS WORKING IN EDUCATION MILWAUKEE, WISCONSIN BARBARA E. MANGER IS A DIRECTOR OF THIS ORGANIZATION	PUBLIC CHARITY	UNRESTRICTED GRANT	25,000
BAY BEACH WILDLIFE SANCTUARY GREEN BAY, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
BELLIN SCHOOL OF NURSING GREEN BAY, WISCONSIN [NONE]	PUBLIC CHARITY	SCHOLARSHIP FUND	30,000
BICYCLE FEDERATION OF WISCONSIN MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
CAMP MANITO-WISH YMCA BOULDER JUNCTION, WISCONSIN [NONE]	PUBLIC CHARITY	ACE CAMPERSHIP ENDOWMENT	10,000
CENTER FOR DEAF-BLIND PERSONS MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
COLLEGE OF CHARLESTON CHARLESTON, SOUTH CAROLINA [NONE]	PUBLIC CHARITY	GRICE FISHERIES SPAWNING PROJECT	5,000
CONSERVATION FUND WASHINGTON, D.C. [NONE]	PUBLIC CHARITY	NAMEKAGON BARRENS PROJECT WYOMING PROGRAMS	25,000 15,000

## LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING YEAR (CONTINUED)

THE GATHERING MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	7,500
GRAND AVENUE CLUB MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
THE GUESTHOUSE MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
HABITAT FOR HUMANITY MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	5,000
HERITAGE HILL FOUNDATION GREEN BAY, WISCONSIN [NONE]	PUBLIC CHARITY	GUARD HOUSE CAMPAIGN	20,000
KEEWENAW LAND TRUST HOUGHTON, MICHIGAN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
MENOMINEE TRIBAL COLLEGE KESHENA, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
MILWAUKEE RIVERKEEPER MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	7,500
MIDWEST ENVIRONMENTAL ADVOCATES MADISON, WISCONSIN WILLIAM H. LYNCH IS AN OFFICER AND DIRECTOR OF THIS ORGANIZATION	PUBLIC CHARITY	UNRESTRICTED GRANT	20,000
FRIENDS OF MWANGAZA NEW YORK, NEW YORK [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
MS SOCIETY MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
NATURAL RESOURCES FOUNDATION OF WISCONSIN MADISON, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	15,000
NORTH COUNTRY TRAIL ASSOCIATION LOWELL, MICHIGAN [NONE]	PUBLIC CHARITY	GRANT FOR IMPROVEMENTS	25,000

## LINE 3 - GRANTS AND CONTRIBUTIONS PAID DURING YEAR (CONTINUED)

NORTH EAST WISCONSIN LAND TRUST APPLETON, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
FRIENDS OF PATHWAYS JACKSON, WYOMING [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	5,000
PLoughshares Fund SAN FRANCISCO, CALIFORNIA [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	10,000
RIVER ALLIANCE OF WISCONSIN MADISON, WISCONSIN [NONE]	PUBLIC CHARITY	UNRESTRICTED GRANT	7,500
ST. NORBERT COLLEGE DE PERE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT TO MANGER SCHOLARSHIP FUND	20,000
TROUT UNLIMITED MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	WYOMING WATER PROJECT	5,000
URBAN ECOLOGY CENTER MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	15,000
WALKERS POINT CENTER FOR THE ARTS MILWAUKEE, WISCONSIN [NONE]	PUBLIC CHARITY	GRANT FOR OPERATIONS	10,000
WILDERNESS INQUIRY MINNEAPOLIS, MINNESOTA [NONE]	PUBLIC CHARITY	GRANT FOR SCHOLARSHIPS	10,000
WYOMING COMMUNITY FOUNDATION LARAMIE, WYOMING [NONE]	PUBLIC CHARITY	WYOMING PATHWAYS FUND	10,000
		TOTAL	<u>377,500</u>