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Form

990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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Information about Form 990-PF and its instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

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

Name of foundation CAROL AND RICHARD BAYERLEIN FDN LTD		A Employer identification number 39-1975173	
Number and street (or P O box number if mail is not delivered to street address) 1810 WEDGEWOOD DRIVE		B Telephone number (see instructions) (262) 548-6239	
City or town, state or province, country, and ZIP or foreign postal code ELM GROVE, WI 53122		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 362,732		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities.	7,000	7,000		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	11,260			
	b Gross sales price for all assets on line 6a 240,922				
	7 Capital gain net income (from Part IV, line 2) . . .		11,260		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	18,260	18,260	0	
	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)				
	b Accounting fees (attach schedule)	1,120	1,120	0	0
	c Other professional fees (attach schedule)	2,730	2,730	0	0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	200	200	0	0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10	10	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	4,060	4,060	0	0
	25 Contributions, gifts, grants paid	21,740			21,740
	26 Total expenses and disbursements. Add lines 24 and 25	25,800	4,060	0	21,740
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-7,540			
	b Net investment income (if negative, enter -0-)		14,200		
	c Adjusted net income (if negative, enter -0-) . . .			0	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,404	8,085	8,085
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	68,518	☒ 173,049	176,046
	c	Investments—corporate bonds (attach schedule).	302,451	☒ 183,699	178,601
	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)	372,373	364,833	362,732	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	372,373	364,833	
	30	Total net assets or fund balances (see page 17 of the instructions)	372,373	364,833	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	372,373	364,833		

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	372,373
2	Enter amount from Part I, line 27a	2	-7,540
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	364,833
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	364,833

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 Additional Data Table			
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 See Additional Data Table			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	11,260
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of 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	23,565	372,988	0 063179
2011	19,585	377,990	0 051814
2010	20,264	395,828	0 051194
2009	24,362	432,772	0 056293
2008	12,136	419,384	0 028938

2	Total of line 1, column (d).	2	0 251418
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 050284
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	367,876
5	Multiply line 4 by line 3.	5	18,498
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	142
7	Add lines 5 and 6.	7	18,640
8	Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	21,740

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 ☐ and enter "N/A" on line 1		1	142
Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2.		3	142
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	142
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
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	142
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			
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?		1a	No
b 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
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.			
c Did the foundation file Form 1120-POL for this year?.		1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0 (2) On foundation managers \$ 0			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		2	No
If "Yes," attach a detailed description of the activities.			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3	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 Form 990-T for this year?.		4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5	No
If "Yes," attach the statement required by General Instruction T.			
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? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions)			
WI			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	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)?			
If "Yes," complete Part XIV		9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		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).	11		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)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of CAROL BAYERLEIN Telephone no (262) 548-6239 Located at 1810 WEDGEWOOD DRIVE ELM GROVE WI ZIP+4 53122			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.			
		15		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country			

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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).			
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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here.	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		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? 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?			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		No

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))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

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)?

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

YesNo

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?

YesNo

b

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

6b

No

If "Yes" to 6b, file Form 8870.

7a

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

YesNo

b

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

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 Additional Data Table				

2

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

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

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

0

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Part VIII

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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.	0

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	363,858
b	Average of monthly cash balances.	1b	9,620
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	373,478
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	373,478
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	5,602
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	367,876
6	Minimum investment return. Enter 5% of line 5.	6	18,394

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	18,394
2a	Tax on investment income for 2013 from Part VI, line 5.	2a	142
b	Income tax for 2013 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	142
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	18,252
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	18,252
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	18,252

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	21,740
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	21,740
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	142
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	21,598
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				18,252
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			5,404	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010.				
d From 2011.				
e From 2012.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 21,740				
a Applied to 2012, but not more than line 2a			5,404	
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.				16,336
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	0			
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				1,916
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). . . .	0			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . .				
c Excess from 2011. . . .				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

Part XIV

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

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

1

See Additional Data Table

2

The name, address, and telephone number of the person to whom applications should be addressed

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)				
a Paid during the year See Additional Data Table				
Total			3a	21,740
b Approved for future payment				
Total			3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2013)

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
275 SHARES OF ALPS TRUST ETF	P	2013-06-20	2013-10-16
29 19 SHARES CONVERGENCE CORE PLUS	P	2012-12-27	2013-10-16
40 SHARES GIGGENHEIM ETF	P	2012-11-15	2013-10-16
375 SHARES ISHARES MORTGAGE REAL	P	2013-06-20	2013-10-16
80 SHARES MARKET VECTORS ETF	P	2012-10-23	2013-10-16
370 SHARES MARKET VECTORS ETF TRUST	P	2013-06-20	2013-10-16
289 SHARES OF NEWMONT MINING CORP	P	2013-10-21	2013-12-12
25 SHARES PROSHS ULTRA BASIC MATL	P	2012-02-08	2013-01-24
60 SHARES SPDR S&P 500 ETF TR	P	2013-06-11	2013-07-25
8 22 SHARES VANGUARD SMALL CAP VAL	P	2012-12-21	2013-10-16
300 SHARES ISHARES GOLD TRUST	P	2012-12-19	2013-10-16
4566 19 SHARES DOUBLELINE TOTAL RETURN	P	2013-03-20	2013-11-05
80 SHARES ISHARES TR RUSSELL 1000	P	2012-06-04	2013-10-16
247 SHARES PIMCO EXCH TRADED FUND	P	2012-08-08	2013-11-05
50 SHARES PROSHS ULTRA BASIC MATL	P	2012-04-10	2013-10-16
150 SHARES SECTOR SPDR TECH SELEC	P	2012-04-10	2013-07-31
20 SHARES SECTOR SPDR TECH SELEC	P	2012-04-10	2013-10-16
35 SHARES SPDR DIVIDEND	P	2012-02-08	2013-10-16
63 80 SHARES OF USFS DUNDS LTD DURATION	P	2008-06-25	2013-06-20
6 63 SHARES OF USFS LTD DURATION	P	2008-02-19	2013-12-09
26 SHARES OF VANGUARD SMALL CAP VAL	P	2012-03-21	2013-10-16
301 75 SHARES OF CONVERGENCE CORE PLUS	P	2011-02-25	2013-07-31
305 25 SHARES OF CONVERGENCE CORE PLUS	P	2011-02-25	2013-09-24
47 75 SHARES OF CONVERGENCE CORE PLUS	P	2011-12-29	2013-10-16
325 SHARES OF ISHARES GOLD TRUST	P	2011-12-28	2013-10-16
75 SHARES OF MARKET VECTORS ETF TRUST	P	2011-12-14	2013-10-16
75 SHARES OF PROSHS ULTRA BASIC MATL	P	2011-11-23	2013-01-24
70 SHARES OF SECTOR SPDR ENGY SELECT	P	2009-02-03	2013-01-16
36 SHARES OF SECTOR SPDR FINCL SELECT	P	2009-02-03	2013-10-16
290 SHARES OF SECTOR SPDR FINCL SELECT	P	2009-01-26	2013-01-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
210 SHARES OF SECTOR SPDR FINCL SELECT	P	2009-01-26	2013-10-16
120 SHARES OF SPDR S&P OIL & GAS EQUIP	P	2009-02-03	2013-07-25
71 SHARES OF SPDR S&P OIL & GAS EQUIP	P	2009-02-03	2013-10-16
831 25 SHARES OF USFS FUNDS LTD DURATION	P	2008-02-05	2013-06-11
641 19 SHARES OF USFS FUNDS LTD DURATION	P	2008-02-05	2013-06-20
293 26 SHARES OF USFS FUNDS LTD DURATION	P	2008-04-25	2013-06-20
2087 10 SHARES OF USFS FUNDS LTD DURATION	P	2009-05-26	2013-12-09
277 75 SHARES OF VANGUARD SMALL CAP VAL	P	2009-03-20	2013-01-11
1269 13 SHARES OF VANGUARD SMALL CAP VAL	P	2009-03-20	2013-10-16
13 SHARES OF SPDR S&P 500 ETF TR	P	2013-06-11	2013-10-16
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,791		4,686	105
487		398	89
4,790		3,997	793
4,462		4,898	-436
4,148		4,111	37
8,694		12,690	-3,996
6,712		7,933	-1,221
1,006		1,056	-50
10,105		9,800	305
178		143	35
3,723		4,882	-1,159
49,950		51,126	-1,176
6,348		4,829	1,519
25,046		25,034	12
2,172		1,746	426
4,762		4,451	311
633		594	39
2,428		1,965	463
765		775	-10
79		80	-1
6		5	1
4,975		3,697	1,278
4,975		3,740	1,235
783		586	197
4,034		4,973	-939
1,762		3,994	-2,232
3,018		2,181	837
5,180		3,313	1,867
3,069		1,703	1,366
4,957		2,650	2,307

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,322		1,919	2,403
4,951		2,076	2,875
3,060		1,228	1,832
9,959		10,164	-205
7,679		7,840	-161
3,511		3,586	-75
24,870		25,520	-650
4,974		2,618	2,356
1,269		552	717
2,215		2,123	92
74			74

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			105
			89
			793
			-436
			37
			-3,996
			-1,221
			-50
			305
			35
			-1,159
			-1,176
			1,519
			12
			426
			311
			39
			463
			-10
			-1
			1
			1,278
			1,235
			197
			-939
			-2,232
			837
			1,867
			1,366
			2,307

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,403
			2,875
			1,832
			-205
			-161
			-75
			-650
			2,356
			717
			92
			74

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
RICHARD E BAYERLEIN	OFFICER 1 00	0	0	0
1810 WEDGEWOOD DRIVE ELM GROVE, WI 53122				
CAROL C BAYERLEIN	OFFICER 2 00	0	0	0
1810 WEDGEWOOD DRIVE ELM GROVE, WI 53122				
STEVEN R BAYERLEIN	OFFICER 1 00	0	0	0
N2 W29819 BLODWEN DRIVE WAUKESHA, WI 53188				
DOUGLAS G BAYERLEIN	OFFICER 1 00	0	0	0
34675 BARTLETT ROAD OCONOMOWOC, WI 53066				
BETH WILSON	OFFICER 1 00	0	0	0
1160 TERRACE DRIVE ELM GROVE, WI 53122				

Form 990PF Part XV 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 (but only if they have contributed more than \$5,000).

RICHARD E BAYERLEIN
CAROL C BAYERLEIN

Form 990PF Part XV Line 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)				
a Paid during the year				
ALZHEIMER'S ASSOCIATION PO BOX 96011 WASHINGTON,DC 200906011	NONE	PUBLIC	CHARITABLECHARITABLE	200
AMERICAN DIABETES ASSOCIATION 1701 N BEAUREGARD STREET ALEXANDRIA,VA 22311	NONE	PUBLIC	CHARITABLE	1,000
AMERICAN HEART ASSOCIATION 795 N VAN BUREN MILWAUKEE,WI 53202	NONE	PUBLIC	CHARITABLE	350
AMERICAN INSTITUTE FOR CANCER RESEARCH 1759 R STREET NW WASHINGTON,DC 20009	NONE	PUBLIC	CHARITABLE	500
BOYS & GIRLS CLUB 2739 N 15TH STREET MILWAUKEE,WI 53202	NONE	PUBLIC	CHARITABLE	250
BROOKFIELD ACADEMY 3215 N BROOKFIELD RD BROOKFIELD,WI 53045	NONE	PUBLIC	CHARITABLE	1,000
COMMUNITY METHODIST CHURCH 14700 WATERTOWN PLANK RD ELM GROVE,WI 53122	NONE	PUBLIC	CHARITABLE	140
CONGREGATIONAL HOME 13900 W BURLEIGH ROAD BROOKFIELD,WI 53005	NONE	PUBLIC	CHARITABLE	200
ELMBROOK HUMANE SOCIETY 2950 ENTERPRISE AVENUE BROOKFIELD,WI 53045	NONE	PUBLIC	CHARITABLE	50
FAMILY SERVICE OF WAUKESHA 101 W BROADWAY WAUKESHA,WI 53186	NONE	PUBLIC	CHARITABLE	100
FEEDING AMERICA 1700 W FOND DU LAC AVENUE MILWAUKEE,WI 53205	NONE	PUBLIC	CHARITABLE	230
HABITAT FOR HUMANITY 3726 N BOOTH STREET MILWAUKEE,WI 532121536	NONE	PUBLIC	CHARITABLE	800
HEIFER INTERNATIONAL 1 WORLD AVENUE LITTLE ROCK,AR 72202	NONE	PUBLIC	CHARITABLE	440
HELP HOSP VETERNS 36585 PENFIELD LANE WINCHESTER,CA 92596	NONE	PUBLIC	CHARITABLE	100
HILLSDALE COLLEGE 33 E COLLEGE STREET HILLSDALE,MI 49242	NONE	PUBLIC	CHARITABLE	400
Total  3a				21,740

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
MALAIKA EARLY LEARNING CENTER 125 WAUER STREET MILWAUKEE, WI 53212	NONE	PUBLIC	CHARITABLE	300
MILWAUKEE PUBLIC MUSEUM 800 W WELLS STREET MILWAUKEE, WI 53233	NONE	PUBLIC	CHARITABLE	3,000
MILWAUKEE RESCUE MISSION 830 NORTH 19TH STREET MILWAUKEE, WI 53233	NONE	PUBLIC	CHARITABLE	300
MILWAUKEE SYMPHONY ORCHESTRA 700 N WATER STREET STE 700 MILWAUKEE, WI 53202	NONE	PUBLIC	CHARITABLE	5,000
NATIONAL BREAST CANCER FOUNDATION INC 2600 NETWORK BLVD SUITE 300 FRISCO, TX 75034	NONE	PUBLIC	CHARITABLE	350
NORTHWESTERN UNIVERSITY ALPHA PHI 850 NORTH LAKE SHORE DIRVE CHICAGO, IL 60601	NONE	PUBLIC	CHARITABLE	500
SALVATION ARMY 4757 N 76TH STREET MILWAUKEE, WI 53218	NONE	PUBLIC	CHARITABLE	1,150
SKYLITE OPERA 158 N BROADWAY MILWAUKEE, WI 53202	NONE	PUBLIC	CHARITABLE	500
SLOAN KETTERING MEMORIAL PO BOX 27106 NEW YORK, NY 27106	NONE	PUBLIC	CHARITABLE	150
TEN CHIMNEYS FOUNDATION PO BOX 225 GENESSE DEPOT, WI 53127	NONE	PUBLIC	CHARITABLE	300
THE GATHERING 804 E JUNEAU AVENUE MILWAUKEE, WI 53202	NONE	PUBLIC	CHARITABLE	750
UNITED METHODIST CHILDREN SERVICE 3939 W LISBON AVE MILWAUKEE, WI 53208	NONE	PUBLIC	CHARITABLE	150
WHEATON FRANCISCAN - ELMBROOK MEMORIAL FOUNDATION 19333 W NORTH AVENUE BROOKFIELD, WI 53045	NONE	PUBLIC	CHARITABLE	500
WILSON CENTER FOR ARTS 19805 W CAPITAL DR BROOKFIELD, WI 53045	NONE	PUBLIC	CHARITABLE	500
ZOOLOGICAL SOCIETY 10005 W BLUE MOUND RD MILWAUKEE, WI 53226	NONE	PUBLIC	CHARITABLE	250
Total  3a				21,740

Form 990PF Part XV Line 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)				
a <i>Paid during the year</i>				
ALPHA PHI FOUNDATION 1930 SHERMAN AVENUE EVANSTON,IL 60201	NONE	PUBLIC	CHARITABLE	200
AMERICAN LUNG ASSOCIATION 13100 WLISBON RD STE 700 BROOKFIELD,WI 53005	NONE	PUBLIC	CHARITABLE	200
ARTHRITIS FOUNDATION 1330 W PEACHTREE STREET SUITE 100 ATLANTA,GA 30309	NONE	PUBLIC	CHARITABLE	150
BROOM TREE MINISTRIES PO BOX 180681 DELAFIELD,WI 53018	NONE	PUBLIC	CHARITABLE	400
ELM GROVE COMMUNITY FOUNDATION PO BOX 74 ELM GROVE,WI 53122	NONE	PUBLIC	CHARITABLE	100
FEED THE CHILDREN PO BOX 36 OKLAHOMA CITY,OK 731010036	NONE	PUBLIC	CHARITABLE	50
FRIENDS OF THE EG FISHER PUBLIC LIBRARY 1289 INGLESIDE AVE ATHENS,TN 37303	NONE	PUBLIC	CHARITABLE	50
MANOR PARK FOUNDATION 3023 S 84TH STREET WEST ALLIS,WI 53227	NONE	PUBLIC	CHARITABLE	200
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD SUITE 300 JACKSONVILLE,FL 32256	NONE	PUBLIC	CHARITABLE	930
Total  3a				21,740

TY 2013 Accounting Fees Schedule

Name: CAROL AND RICHARD BAYERLEIN FDN LTD

EIN: 39-1975173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,120	1,120	0	0

**TY 2013 Investments Corporate
Bonds Schedule**

Name: CAROL AND RICHARD BAYERLEIN FDN LTD
EIN: 39-1975173

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CLOSED - END BOND FUNDS	183,699	178,601

**TY 2013 Investments Corporate
Stock Schedule****Name:** CAROL AND RICHARD BAYERLEIN FDN LTD**EIN:** 39-1975173

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EQUITIES	173,049	176,046

TY 2013 Other Expenses Schedule

Name: CAROL AND RICHARD BAYERLEIN FDN LTD

EIN: 39-1975173

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
DFI FILING FEE	10	10	0	0

TY 2013 Other Professional Fees Schedule

Name: CAROL AND RICHARD BAYERLEIN FDN LTD

EIN: 39-1975173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
MANAGEMENT FEES	2,730	2,730	0	0

TY 2013 Taxes Schedule

Name: CAROL AND RICHARD BAYERLEIN FDN LTD

EIN: 39-1975173

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXCISE TAX	200	200	0	0

TY 2013 IRS Payment**Name:** CAROL AND RICHARD BAYERLEIN FDN LTD**EIN:** 39-1975173**Routing Transit Number:** 031000053**Bank Account Number:** 7027500093**Type of Account:** Checking**Payment Amount in Dollars and Cents:** 142**Requested Payment Date:** 2014-06-04**Taxpayer's Daytime Phone Number:** (262) 548-6239