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Return of Private Foundation

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

2014

Department of the Treasury
Internal Revenue Service

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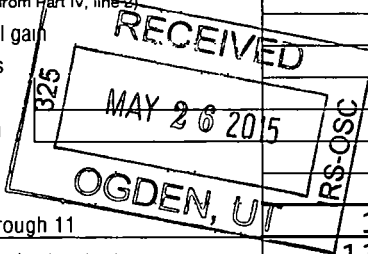
Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

Open to Public Inspection

For calendar year 2014 or tax year beginning , and ending

Name of foundation FAYE MCBEATH FOUNDATION US BANK, N.A.		A Employer identification number 39-6074450
Number and street (or P O box number if mail is not delivered to street address) P.O. BOX 2043	Room/suite	B Telephone number 414-765-6446
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 53201		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input checked="" type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,800.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	32.	32.		STATEMENT 1
	4 Dividends and interest from securities	16,360.	16,360.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,413.			
	b Gross sales price for all assets on line 6a	1,076,638.			
	7 Capital gain net income (from Part IV, line 2)		1,413.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	17,805.	17,805.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	131,207.	29,901.		96,175.
	14 Other employee salaries and wages	19,259.	4,878.		19,513.
	15 Pension plans, employee benefits	18,664.	3,733.		14,931.
	16a Legal fees STMT 3	824.	0.		824.
	b Accounting fees STMT 4	11,214.	2,804.		8,410.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	10.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	50.	0.		50.
	22 Printing and publications	4,360.	0.		4,360.
	23 Other expenses STMT 6	28,941.	341.		28,601.
	24 Total operating and administrative expenses. Add lines 13 through 23	214,529.	41,657.		172,864.
	25 Contributions, gifts, grants paid	1,066,910.			1,304,027.
26 Total expenses and disbursements. Add lines 24 and 25	1,281,439.	41,657.		1,476,891.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-1,263,634.				
b Net investment income (if negative, enter -0-)		0.			
c Adjusted net income (if negative, enter -0-)			N/A		



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P 2

FAYE MCBEATH FOUNDATION
US BANK, N.A.

Form 990-PF (2014)

39-6074450 Page 2

Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	104,006.		
	2 Savings and temporary cash investments	274,624.		
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶	10,000.		
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	1,235.		
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other	STMT 7	1,079,526.	0.	0.
14 Land, buildings, and equipment; basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)		1,888.	2,800.	2,800.
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,471,279.	2,800.	2,800.
Liabilities	17 Accounts payable and accrued expenses	6,957.		
	18 Grants payable	191,387.	2,800.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 9)		5,000.	0.
23 Total liabilities (add lines 17 through 22)		203,344.	2,800.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted		1,267,935.	0.
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances		1,267,935.	0.
31 Total liabilities and net assets/fund balances		1,471,279.	2,800.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,267,935.
2 Enter amount from Part I, line 27a	2	-1,263,634.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	4,301.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	4,301.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	0.

Form 990-PF (2014)

FAYE MCBEATH FOUNDATION
US BANK, N.A.

Form 990-PF (2014)

39-6074450 Page 3

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 SHORT TERM CAPITAL GAIN - EXHIBIT 1	P		
b LONG TERM CAPITAL GAIN - EXHIBIT 1	P		
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 463,609.		462,001.	1,608.
b 613,029.		613,224.	-195.
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			1,608.
b			-195.
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	1,413.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2013	1,139,581.	1,211,530.	.940613
2012	1,183,669.	2,817,603.	.420098
2011	1,403,285.	3,990,300.	.351674
2010	1,306,024.	4,243,815.	.307748
2009	1,234,718.	4,740,187.	.260479

2 Total of line 1, column (d)	2	2.280612
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	.456122
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	98,994.
5 Multiply line 4 by line 3	5	45,153.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	45,153.
8 Enter qualifying distributions from Part XII, line 4	8	1,476,891.

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.

FAYE MCBEATH FOUNDATION

US BANK, N.A.

39-6074450

Form 990-PF (2014)

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
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	0.
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	0.
6 Credits/Payments:			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	2,800.	
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	2,800.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,800.	
11 Enter the amount of line 10 to be: Credited to 2015 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>	11	2,800.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? 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?		
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		
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>WI</u>		
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		
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

STMT 10

N/A

FAYE MCBEATH FOUNDATION

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.FAYEMCBEATH.ORG</u>	X		
14	The books are in care of ► <u>US BANK, N.A.</u> Telephone no. ► <u>414-765-5135</u> Located at ► <u>777 E. WISCONSIN AVE., MILWAUKEE, WI</u> ZIP+4 ► <u>53201-9668</u>			
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			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the foreign country ►		Yes	No
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here		
1b			X
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 2014?		
1c			X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	
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. ► _____, _____, _____, _____		
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 2014 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 2014)	N/A	
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?		X
4b			X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions) Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

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

5b		
6b		X
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.

(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 STATEMENT 11		131,207.	5,000.	10,143.

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

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

Total number of other employees paid over \$50,000 0

FAYE MCBEATH FOUNDATION

Form 990-PF (2014)

US BANK, N.A.

39-6074450

Page 7

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

Form 990-PF (2014)

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	100,502.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	100,502.
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	100,502.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,508.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	98,994.
6	Minimum investment return. Enter 5% of line 5	6	4,950.

Part XI

Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	4,950.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,950.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,950.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,950.

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	1,476,891.
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	1,476,891.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,476,891.

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.

FAYE MCBEATH FOUNDATION
US BANK, N.A.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				4,950.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009	1,000,237.			
b From 2010	1,097,249.			
c From 2011	1,211,816.			
d From 2012	1,046,713.			
e From 2013	1,084,588.			
f Total of lines 3a through e	5,440,603.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ \$ 1,476,891.				
a Applied to 2013, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2014 distributable amount				4,950.
e Remaining amount distributed out of corpus	1,471,941.			
5 Excess distributions carryover applied to 2014 (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	6,912,544.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	1,000,237.			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	5,912,307.			
10 Analysis of line 9:				
a Excess from 2010	1,097,249.			
b Excess from 2011	1,211,816.			
c Excess from 2012	1,046,713.			
d Excess from 2013	1,084,588.			
e Excess from 2014	1,471,941.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year		Prior 3 years		(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:
SEE EXHIBIT 3, 414-272-2626
101 W. PLEASANT STREET, STE 210, MILWAUKEE, WI 53212

b The form in which applications should be submitted and information and materials they should include:
SEE EXHIBIT 3

c Any submission deadlines:
SEE EXHIBIT 3

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
SEE EXHIBIT 4

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date 5/13/15, Title U.S. BANK N.A. TRUSTEE. May the IRS discuss this return with the preparer shown below (see instr)? [X] Yes [] No

Paid Preparer Use Only Print/Type preparer's name BRIAN MECHENICH, Preparer's signature, Date 05/13/15, Check [] if self-employed, PTIN P00976753, Firm's name REILLY, PENNER & BENTON LLP, Firm's EIN 39-0747409, Firm's address 1233 NORTH MAYFAIR ROAD, SUITE 302 MILWAUKEE, WI 53226-3255, Phone no. (414) 271-7800

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MONEY MARKET INTEREST	32.	32.	
TOTAL TO PART I, LINE 3	32.	32.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS ON TAXABLE BONDS	16,360.	0.	16,360.	16,360.	
TO PART I, LINE 4	16,360.	0.	16,360.	16,360.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	824.	0.		824.
TO FM 990-PF, PG 1, LN 16A	824.	0.		824.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT	10,050.	2,513.		7,537.
TAX/PAYROLL PREPARATION FEE	1,164.	291.		873.
TO FORM 990-PF, PG 1, LN 16B	11,214.	2,804.		8,410.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	10.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	10.	0.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ADMINISTRATIVE EXPENSES	25,894.	0.		25,895.	
COMPUTER AND WEBSITE	619.	0.		619.	
INSURANCE - DIRECTOR & OFFICER	1,703.	341.		1,362.	
MEMBERSHIP DUES	725.	0.		725.	
TO FORM 990-PF, PG 1, LN 23	28,941.	341.		28,601.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE	
NUVEEN SHORT TERM BOND FUND	FMV	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.	

FORM 990-PF	OTHER ASSETS			STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE		
ACCRUED INTEREST INCOME - OTHER EXCISE TAX RECEIVABLE	1,888. 0.	0. 2,800.	0. 2,800.	0. 2,800.	
TO FORM 990-PF, PART II, LINE 15	1,888.	2,800.	2,800.	2,800.	

FORM 990-PF	OTHER LIABILITIES	STATEMENT	9
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
RETIREMENT BENEFITS		5,000.	0.
TOTAL TO FORM 990-PF, PART II, LINE 22		5,000.	0.

FORM 990-PF	STATEMENT CONCERNING LIQUIDATION, TERMINATION, ETC. - PART VII-A, LINE 5	STATEMENT	10
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EXPLANATION

THE OPERATIONS OF THE FOUNDATION WERE GOVERNED BY THE TRUST AGREEMENT ESTABLISHED BY FAYE MCBEATH AND DATED JUNE 26, 1964, WHICH STIPULATED THAT THE TRUST CONTINUE UNTIL DECEMBER 31, 2014. IN ORDER TO EXPEND THE ASSETS OF THE TRUST BY THE END OF THE YEAR 2014, THE TRUSTEES AWARDED GRANTS EACH YEAR IN AMOUNTS THAT EXHAUSTED SUCH ASSETS BY DECEMBER 31, 2014.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	11
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SCOTT E. GELZER 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	EXECUTIVE DIRECTOR 40.00	100,350.	0.	10,143.
STEVEN J. SMITH 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	TRUSTEE 1.00	5,000.	0.	0.
SARA E. ASTER 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	TRUSTEE 1.00	5,000.	0.	0.
P. MICHAEL MAHONEY 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	CHAIR 1.00	5,000.	0.	0.
MARY KELLNER 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	VICE CHAIR 1.00	5,000.	0.	0.

GREGORY WESLEY 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	SECRETARY 1.00	5,000.	0.	0.
SARAH DEAN 101 W. PLEASANT STREET, SUITE 210 MILWAUKEE, WI 53212	RETIRED EXECUTIVE DIRECTOR 0.01	0.	5,000.	0.
U.S. BANK, N.A. 777 E. WISCONSIN AVENUE MILWAUKEE, WI 53202	TRUSTEE 1.00	5,857.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>131,207.</u>	<u>5,000.</u>	<u>10,143.</u>

ACCT 662C 000011119300
 FROM 01/01/2014
 TO 12/31/2014

U.S. BANK N A.
 MUTUAL FUND INCOME SCHEDULE
 PAYE MCBEATH FOUNDATION *
 TRUST YEAR ENDING 12/31/2014

PAGE 31
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TAX PREPARER: 192
 TRUST ADMINISTRATOR: 711
 INVESTMENT OFFICER: 409

MUTUAL (FACTORED) FUNDS

NUVEEN SHORT TERM BOND FUND CL I - 670678648	01/31/14	02/29/14	04/01/14	04/30/14	06/02/14	07/01/14	SUB TOTAL	
DATE OF TRANSACTION	08/01/14	09/02/14	10/01/14	11/03/14	11/30/14			
UNITS	0 00	0.00	0.00	0.00	0 00	0 00		
	0 00	0.00	0 00	0 00	0 00			
NQ DOM DIVS-TC 502	1,881.70	1,881 60	1,881 70	1,881 60	1,881 70	1,881 60		
	1,335 65	1,047.55	950.40	950.46	286 20		16360 16	
	TOTAL							
NQ DOM DIVS-TC 502	16,360.16							

ACCT 662C 00001119300
 FROM 01/01/2014
 TO 12/31/2014

U S BANK N A
 STATEMENT OF CAPITAL GAINS AND LOSSES
 FAYE MCBEATH FOUNDATION *
 TRUST YEAR ENDING 12/31/2014

PAGE 32
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 02 59 16 PM

TAX PREPARER 192
 TRUST ADMINISTRATOR: 711
 INVESTMENT OFFICER: 409

LEGEND P - FEDERAL S - STATE I - INHERITED
 E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	MARKET DISCOUNT	TERM	NC	8949
0000 AMERICAN INTL GROUP INC COM - 026874107 - MINOR = 42									
SOLD		11/26/2014	964.65						
ACQ	0000		964.65	0.00	964.65	0.00	LT	Y	F
CHANGED 01/19/15 RJP									
1121 2510 NUVEEN SHORT TERM BOND FUND CL I - 670678648 - MINOR = 99									
SOLD		07/07/2014	11268.57						
ACQ	1121.2510	09/30/2013	11268.57	11212.51	56.06	0.00	ST	Y	C
19920 3190 NUVEEN SHORT TERM BOND FUND CL I - 670678648 - MINOR = 99									
SOLD		07/29/2014	200000.00						
ACQ	19920.3190	09/30/2013	200000.00	199203.19	796.81	0.00	ST	Y	C
14940 2390 NUVEEN SHORT TERM BOND FUND CL I - 670678648 - MINOR = 99									
SOLD		07/30/2014	149850.60						
ACQ	14940.2390	09/30/2013	149850.60	149402.39	448.21	0.00	ST	Y	C
10218.2970 NUVEEN SHORT TERM BOND FUND CL I - 670678648 - MINOR = 99									
SOLD		08/19/2014	102489.51						
ACQ	10218.2970	09/30/2013	102489.51	102182.97	306.54	0.00	ST	Y	C
61322.3710 NUVEEN SHORT TERM BOND FUND CL I - 670678648 - MINOR = 99									
SOLD		11/10/2014	611997.26						
ACQ	61322.3710	09/30/2013	611997.26	613223.71	-1226.45	0.00	LT	Y	F
0000 PHARMACIA CORPORATION - 71713U102									
SOLD		08/29/2014	67.23						
ACQ	0000		67.23	0.00	67.23	0.00	LT	Y	F
CHANGED 10/19/14 DWR									
TOTALS			1076537.82	1075224.77					

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	1607.62	0.00	-194.57	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	0.00			0.00
	1607.62	0.00	-194.57	0.00	0.00	0.00
STATE						
NONCOVERED FROM ABOVE	1607.62	0.00	-194.57	0.00	0.00	0.00*
COVERED FROM ABOVE	0.00	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIV/DIST	0.00	0.00	0.00			0.00
	1607.62	0.00	-194.57	0.00	0.00	0.00

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
WISCONSIN	0.00	0.00

	Cost	Proceeds
S/T	462,001.06	463,608.68
L/T	613,223.71	613,029.14
Total	1,075,224.77	1,076,637.82



FAYE MCBEATH FOUNDATION *
 ACCOUNT NUMBER 000011119300

Page 34 of 36
 January 1, 2014 to December 31, 2014

PURCHASE SUMMARY

Trade Date	Description	Income Cash	Principal Cash	Book Value
Cash and Cash Equivalents				
	First Amer Prime Oblig Fund Cl Y FAIXX			
	Combined Purchases For The Period 1/ 1/14 - 12/31/14		-1,189,214.11	1,189,214.11
Total Cash and Cash Equivalents		\$0.00	-\$1,189,214.11	\$1,189,214.11
Total Purchases		\$0.00	-\$1,189,214.11	\$1,189,214.11

Exhibit 2



FAYE MCBEATH FOUNDATION *
ACCOUNT NUMBER 000011119300

Page 35 of 36
January 1, 2014 to December 31, 2014

SALE/MATURITY SUMMARY

Trade Date	Description	Book Value	Proceeds	Estimated Gain/Loss
Cash and Cash Equivalents				
First Amer Prime Oblig Fund Cl Y FAIXX				
	Combined Sales For The Period 1/ 1/14 - 12/31/14	-1,463,837.83	1,463,837.83	
Total Cash and Cash Equivalents		-\$1,463,837.83	\$1,463,837.83	\$0.00
Fixed Income-Taxable				
Nuveen Short Term Bond Fund Cl I FLTIX				
07/08/14	Sold 1,121,251 Shares Trade Date 7/7/14 1,121,251 Shares At 10 05 USD	-11,212.51	11,268.57	56.06
07/30/14	Sold 19,920,319 Shares Trade Date 7/29/14 19,920,319 Shares At 10 04 USD	-199,203.19	200,000.00	796.81
07/31/14	Sold 14,940,239 Shares Trade Date 7/30/14 14,940,239 Shares At 10 03 USD	-149,402.39	149,850.60	448.21
08/20/14	Sold 10,218,297 Shares Trade Date 8/19/14 10,218,297 Shares At 10 03 USD	-102,182.97	102,489.51	306.54

Exhibit 2



FAYE MCBEATH FOUNDATION *
 ACCOUNT NUMBER. 000011119300

Page 36 of 36
 January 1, 2014 to December 31, 2014

SALE/MATURITY SUMMARY (continued)

Trade Date	Description	Book Value	Proceeds	Estimated Gain/Loss
11/12/14	Sold 61,322 371 Shares Trade Date 11/10/14 61,322 371 Shares At 9 98 USD	-613,223 71	611,997 26	-1,226 45
Total Nuveen Short Term Bond Fund C I I		-\$1,075,224.77	\$1,075,605.94	\$381.17
Total Fixed Income-Taxable		-\$1,075,224.77	\$1,075,605.94	\$381.17
Total Sales & Maturities		-\$2,539,062.60	\$2,539,443.77	\$381.17

SALE/MATURITY SUMMARY MESSAGES

Realized gains / losses are preliminary and approximate and should not be used for income tax purposes

FAYE McBEATH FOUNDATION
 December 31, 2014

Exhibit 2

NET GAIN OR (LOSS) FROM SALE OF ASSETS NO ON LINE 10			
	BOOK COST	PROCEEDS	BOOK GAIN(LOSS)
A/C # 000011119300 - pg 36 of 36	2,539,063	2,539,444	381
Capital Gain Net Income - Book			381

CAPITAL GAIN NET INCOME			
	TAX COST	PROCEEDS	TAX GAIN(LOSS)
Realized Gain - Exhibit 1 page 32	1,075,225	1,076,638	1,413
Capital Gain Net Income - Tax			1,413



Grant Application Procedures & Policies 2014

Applicants should note that this description of procedures and policies is a companion to the Funding Interests that the Foundation updates each year. These annual updates will continue until our sunset date of 2014, as determined by our founder. As of April 30, 2013 the Foundation does not accept or respond to unsolicited letter of intent or other requests for funds.

Grant qualifications

Grants are awarded to nonprofit, tax-exempt 501(c)(3) organizations organized under the laws of the State of Wisconsin. The Foundation does not consider direct applications from nonprofits incorporated outside the state of Wisconsin. Grants are made within the state of Wisconsin and principally to support programs having primary focus on the residents of the greater Milwaukee community including Milwaukee, Waukesha, Ozaukee and Washington counties.

Application process

- Formal invitation by Foundation staff to submit a letter of intent or concept paper
- Formal invitation by Foundation staff to submit a full proposal
- Submittal and review of a full proposal
- Notification of the Trustees' decision

Submittal of a letter of intent (only upon request by Foundation staff)

Prepare a 1-2 page letter of intent that includes a brief description of the applicant organization, the program to be funded, the corresponding match between the Foundation's guidelines and the request, the amount requested and the estimated total project budget. Include the name and address of the organization, and the name, phone number and email address for a contact person. You will be given a deadline for a requested letter of intent. Please consult the Foundation's funding priorities carefully prior to your submittal.

If specifically invited, send the letter of intent to:

Scott Gelzer, Executive Director
 The Faye McBeath Foundation
 101 W. Pleasant Street, Suite 210, Milwaukee, WI 53212
info@fayemcbeath.org

Communication with and from Foundation staff

Upon receipt of an *invited* letter of intent, Foundation staff will formally acknowledge receipt by e-mail or letter. Staff may contact you to discuss the project and in some cases, may schedule a site visit. If the request is clearly outside the current program or geographical focus of the Foundation, a decline letter will be promptly sent informing you of this determination.

Certain applicants may be asked to participate in an intermediate step, which is to submit a 3-5 page concept paper. Should this request be made, staff will provide format and content guidance. Concept papers are usually reviewed by the entire Board.

Formal invitation by Foundation staff to submit a full proposal

Generally, applicants will receive a response to a letter of intent within **60 days** of a letter's receipt. **It is possible for a letter's review to be deferred, and notification will be provided in writing or via email.** The final response will either be a decline of the letter or a formal invitation to submit a full proposal.

Submittal and review of a full proposal

If you are formally invited by McBeath Foundation staff to submit a full proposal, you will use a format supplied by the Faye McBeath Foundation. The Foundation requires that a volunteer serving on the Board sign the application. Staff will inform you of the deadline for submitting the full proposal. Meetings are scheduled with most applicants at this stage of review. **It is preferred that a volunteer serving on the Board of Directors of the applicant nonprofit should participate in the meeting.**

Notification of the Trustees' decision

The Trustees meet 4-5 times each year to consider grant proposals. Written notification of the Trustees' decision regarding a grant proposal will be sent within ten days of the Trustee meeting. Organizations awarded grants will receive written notification of grant conditions, payment dates and reporting requirements.

Types of grants

With the impending sunset, the Board will consider opportunities on a case-by-case basis. The potential for impact from a potential McBeath investment must be crystal clear. The majority of grants have supported specific programs. On occasion, operating and capacity-building grants have been awarded. Capital grants are rare and limited to projects with community-wide impact that reflect the program interests of the Foundation. Any invited requests for operating or capacity-building support must include an organization's results-oriented annual plan, covering both programs and management.

Proposal review criteria

The Foundation supports programs for children, aging & elders, health, health education, and civic and governmental affairs. See the Foundation's funding priorities for further guidance.

Benchmarks that will be applied to projects and organizations in all five interest areas are the following:

- ↳ Strength of proposal - Foundation guidelines match
- ↳ Quality and creativity in project design, implementation and evaluation
- ↳ Quality of the applicant nonprofit's leadership and organizational capacity
- ↳ Potential to stretch or leverage McBeath funds
- ↳ Specific interests of Trustees and/or staff

In addition to the above benchmarks, the Foundation may request that those organizations submitting full proposals for established projects include a two-year outline covering potential enhancement and sustainability as part of the application. Staff will provide guidance for such outlines.

Other grant-related information, which targets our funding, follows. The Foundation's Trustees have, over the years, adopted policies to further guide staff and invited applicants.

- The Foundation does not award grants for annual fund drives, scholarships, support of individuals, sponsorship of fundraising events, or emergency funds.
- The Foundation does not consider or acknowledge general solicitation letters.
- Basic health sciences research is not funded by the Foundation.
- Single disease or condition organizations are typically not funded by the Foundation. An exception may be made for a creative project involving one or more of the following: service to multiple populations, collaboration, and/or creation of a replicable model.
- Proposal deadlines are established based upon discussion with Foundation staff.
- Letters and proposals are to be submitted to staff at the Foundation offices.
- The Foundation will periodically consider additional funds for expanded evaluation of promising projects.

Funding Priorities 2014

The Foundation's Trustees support promising or established programs, operated by well-managed organizations. The priorities described below are reviewed and approved by the Board for the Foundation's final year.

Due to the 2014 sunset, the Foundation will not accept unsolicited letters of intent. Foundation staff will initiate contact in circumstances where a letter or concept paper is to be requested.

CHILDREN

The Foundation has supported promising programs or established approaches promoting the welfare of children, particularly those living in poverty. The focus in the children's area is student achievement oriented education programs serving ages 1-13. Specifically, we will consider the following, with emphasis on the first four areas below:

- i. Improving or maintaining reading skills, year round;
- ii. Enhancing professional development of education students, teachers and administrators with a focus on instructional improvements;
- iii. Providing substantive enrichment programs that build student achievement in-school, before school, after school and during the summer;
- iv. Enhancing high-potential and high-performing schools, both private and public. School enhancement will be implemented through grantmaking involving Foundation-identified schools.
- v. On select occasions, the Foundation will consider support of projects that improve the quality of childcare or enhance parental involvement in education.

AGING & ELDERS

The Foundation supports promising programs or proven approaches regarding challenges and opportunities involving adults aged 62 and older. Specifically, the Foundation will consider a limited roster of projects in the following areas.

- ☞ Enabling elders to remain in the community of choice to the greatest extent possible, with a particular interest in settings and services that help older adults age in their community; and
- ☞ Expanding opportunities for older adults, including projects that engage elders in civic improvement, improve access to and use of technology, encourage inter-generational support and promote healthy aging.

HEALTH

The Foundation supports promising programs that improve access to basic and preventive health services for underserved populations. Specifically, the Foundation supports the following:

- ☞ Expanding and enhancing the quality and scope of community-based primary and rehabilitative services, including medical, dental and mental health.
- ☞ Helping individuals and families move beyond basic needs

HEALTH EDUCATION

The Foundation also supports promising programs and fresh approaches in health education that lead to improved public health. The Foundation will place a higher priority on projects that integrate health and health education efforts. Specifically, the Foundation supports the following:

- ☞ Supporting creative solutions addressing worker shortages and education of professionals in health care, community and public health, with an emphasis on nursing.

CIVIC AND GOVERNMENTAL AFFAIRS

The Foundation is interested in building the capacity of nonprofit organizations and underwriting efforts to improve the effectiveness of community services and public policy. Specifically, the Foundation supports the following:

- ☞ Underwriting planning, research, collaboration and other consensus-building strategies likely to improve community services and policies in Foundation priority areas.
- ☞ Improving the capacity of nonprofit and civic organizations through;
 - ↳ The Nonprofit Management Fund of Milwaukee, Ozaukee and Washington Counties;
 - ↳ Other projects of interest to the Trustees that are of timely importance.

Other Grant-related Information

- The Foundation does not award grants for annual fund drives, scholarships, support of individuals, sponsorship of fundraising events, or emergency funds.
- The Foundation does not consider or acknowledge general solicitation letters.
- Basic health sciences research is not funded by the Foundation.
- Single disease or condition organizations are typically not funded by the Foundation. An exception may be made for a creative project involving one or more of the following: service to multiple populations, collaboration, and/or creation of a replicable model.
- Unsolicited letters of intent or grant proposals will not be accepted. Proposal deadlines are established based upon discussion with Foundation staff.
- The Foundation will consider additional funds for expanded evaluation of promising projects.

FAYE MCBEATH FOUNDATION
Grants Made/Paid in 2014 and Commitments Outstanding

Request Number	Agency/Purpose	Unpaid Balance 12/31/13	Grants Approved 2014	Grants Paid 2014	Grants Cancelled 2014	Unpaid Balance 12/31/14
3264	UW - Milwaukee, College of Nursing PIN Staffing	1,387			1,387	
3253	Milwaukee Public Library Foundation Summer Reading Program	35,000		35,000		
3404	Public Policy Forum Nursing's Voice Match	20,000			20,000	
3190	Public Policy Forum Nursing's Voice				20,000	
3322	Alverno College Mental Health Nurse Practitioner Clinical Instruction	25,000		15,000 10,000		
3315	Near South Side Catholic Schools Association Expansion of Community Nurse Program	5,000			5,000	
3304	Neighborhood House of Milwaukee International Learning Center	15,000		15,000		
3308	New Threads of Hope Transportation Costs	5,000		5,000		
3382	United Community Center Library/Literacy Services	25,000		25,000		
3368	Greater Milwaukee Foundation Nonprofit Management Fund	50,000			50,000	
3426	Marquette University Archives		10,000	10,000		
3432	Marquette University History Project		23,000	23,000		
3427	Medical College of Wisconsin Webinar Series		17,500	17,500		
3431	IMPACT Planning Council Summer Reading Planning		400	400		
3433	Public Policy Forum Sponsorship of Viewpoint Luncheon on Mental Health		1,000	1,000		
3434	IMPACT Planning Council 2014 Summer Reading Initiative Services		11,000	11,000		
3438	Neu-Life Community Development Summer Reading Partnership		1,000	1,000		
3439	Urban Day School Summer Reading - Read-a-thon		1,500	1,500		

FAYE MCBEATH FOUNDATION
Grants Made/Paid in 2014 and Commitments Outstanding

Request Number	Agency/Purpose	Unpaid Balance 12/31/13	Grants Approved 2014	Grants Paid 2014	Grants Cancelled 2014	Unpaid Balance 12/31/14
3437	Milwaukee Public Schools Foundation, Inc. Summer Reading - Milwaukee Parkside for the Arts		1,500	1,500		
3438	Medical College of Wisconsin Summer Reading - Reach Out and Read - Milwaukee		1,500	1,500		
3435	Boys & Girls Clubs of Greater Milwaukee Summer Reading - Reading Initiative at Camp		1,500	1,500		
3430	Milwaukee Public Library Foundation Summer Reading - Wayside from Summer Slide Series		1,500	1,500		
3449	New Threads of Hope Summer Reading - 25,000 New Books		15,000	15,000		
3452	Milwaukee Public Schools Foundation, Inc. Summer Reading - Victory School		1,500	1,500		
3451	Artists Working in Education Summer Reading		1,500	1,500		
3453	Neighborhood House of Milwaukee Summer Reading		1,500	1,500		
3302	UWM College of Nursing Jonas Scholars - Matching Funds	5,000		5,000		
3221	Marquette University Jonas Scholar - Matching Funds	5,000		5,000		
3425	Able, Inc Connections In Sight		30,000	30,000	28,530	
3422	Aurora Sinai Medical Center Bread of Healing Partnership		60,000	60,000		
3467	Alverno College William Randall Memorial Fund		5,000	5,000		
3423	Grand Avenue Club, Inc. Solidify an educational partnership with MATC		50,000	25,000	25,000	
3458	Greater Milwaukee Foundation Match Day 2015		25,000	25,000		
3419	Marquette University Endowment or funding of Nieman Fellows		150,000	150,000		
3221 01	Marquette University Jonas Scholar		10,000	10,000		
3429	Marquette University EDGM - project Learn		75,000	75,000		
3460	Milwaukee Collegiate Academy School Turnaround Project		20,000	20,000		

FAYE MCBEATH FOUNDATION
Grants Made/Paid in 2014 and Commitments Outstanding

Request Number	Agency/Purpose	Unpaid Balance 12/31/13	Grants Approved 2014	Grants Paid 2014	Grants Cancelled 2014	Unpaid Balance 12/31/14
3418	Next Door Foundation, Inc. Parent Engagement Project with Urban Day		50,000	50,000		
3421	PEARLS for Teen Girls, Inc. Retaining girls through 8th and 9th grade transition		25,000	25,000		
3411	Schools That Can Milwaukee, Inc. School Turnaround Project		55,000	55,000		
3461	Siloah Lutheran School School Turnaround Project		20,000	20,000		
3462	St Anthony Elementary School School Turnaround Project		30,000	30,000		
3348	St Ann Center for Intergenerational Care Development & Implementation of nursing program		50,000	25,000	25,000	
3424	United Way of Greater Milwaukee Summer Reading 2015 Initiative		50,000	50,000		
3302 01	UW - Milwaukee, College of Nursing Jonas Scholar		10,000	10,000		
3459	Women's Center of Waukesha Emergency Client Assistance Fund		16,500	16,500		
3465	Hunger Task Force Summer Reading 2015 Initiative		2,000	2,000		
3466	SHARP Literacy Summer Reading 2015 Initiative		1,000	1,000		
3468	Disability Rights Wisconsin Mental Health Task Force - 10th Anniversary Summit		750	750		
3469	Wisconsin Center for Nursing Inc State Implementation Program		10,000	10,000		
3470	Donors Forum of Wisconsin The Power of Storytelling Presentation		375	375		
3472	Cardinal Stritch University Infusion of Mental Health Concepts		30,357	30,357		
3484	Boy & Girls Clubs of Greater Milwaukee Year-end Gift - I Have A Dream Foundation		5,000	5,000		
3478	Milwaukee Repertory Theatre, Inc. Year-end Gift		5,000	5,000		
3479	Medical College of Wisconsin Year-end Gift - Eye Institute		5,000	5,000		
3480	Medical College of Wisconsin Year-end Gift - Cancer Center		5,000	5,000		
3481	Greater Milwaukee Foundation Year-end Gift - The Black Arts Think Tank		5,000	5,000		
3381	Milwaukee Public Library Foundation Faye McBeath Reading Room		41,000	41,000		
3344	Greater Milwaukee Committee Celebrate Teachers Awards Underwriting		15,000	15,000		
3475	Donors Forum of Wisconsin 2015 Leadership Grant		10,000	10,000		

FAYE MCBEATH FOUNDATION
Grants Made/Paid in 2014 and Commitments Outstanding

Request Number	Agency/Purpose	Unpaid Balance 12/31/13	Grants Approved 2014	Grants Paid 2014	Grants Cancelled 2014	Unpaid Balance 12/31/14
3474	ACTS Housing From Outputs to Outcomes		10,000	10,000		
3473	NAMI Waukesha, Inc. Housing Support and Advocacy		10,000	10,000		
	Greater Milwaukee Foundation Faye McBeath Final Distribution		135,330	132,530		2,800
FAYE MCBEATH GRANTS SUBTOTAL		191,387	1,113,212	1,225,412	124,917	2,800
3454	Public Policy Forum Nursing s Voice		25,000	25,000		
3302	UWM College of Nursing Jonas Scholars - Matching Funds		5,000	5,000		
3221	Marquette University Jonas Scholar - Matching Funds		5,000	5,000		
3433	Public Policy Forum Sponsorship of Viewpoint Luncheon on Mental Health		1,000	1,000		
3471	UWM Foundation Mental Health Nursing Education		12,000	12,000		
3485	UWM - College of Nursing Mental Health Simulation Project & Convening MH Instructors		11,615	11,615		
3482	Marquette University Continuing Education		3,000	3,000		
3483	Wisconsin Center for Nursing, Inc Employer-educator work, Interprofessional & continuing education		16,000	16,000		
PIN GRANTS SUBTOTAL		-	78,615	78,615	-	-
TOTAL FAYE MCBEATH GRANTS		191,387	1,191,827	1,304,027	124,917	2,800