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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 separate instructions is at www.irs.gov/form990pf

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning JUN 1, 2015, and ending MAY 31, 2016

Name of foundation
THE MANITOWOC COMPANY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
2400 SOUTH 44TH STREET

City or town, state or province, country, and ZIP or foreign postal code
MANITOWOC, WI 54220

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) **\$ 2,369,632.** (Part I, column (d) must be on cash basis.)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____

A Employer identification number
23-7199469

B Telephone number
920-652-1715

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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	307,454.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	99.	99.		STATEMENT 1
	4 Dividends and interest from securities	51,633.	51,633.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	106,551.			
	b Gross sales price for all assets on line 6a	106,551.			
	7 Capital gain net income (from Part IV, line 2)		106,551.		
	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	465,737.	158,283.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 3	7,000.	6,400.		1,500.
	17 Interest				
	18 Taxes STMT 4	1,734.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses Add lines 13 through 23	8,734.	6,400.		1,500.
	25 Contributions, gifts, grants paid	307,454.			307,454.
26 Total expenses and disbursements. Add lines 24 and 25	316,188.	6,400.		308,954.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	149,549.				
b Net investment income (if negative, enter -0-)		151,883.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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		25,881.	26,159.	26,159.
	2	Savings and temporary cash investments		59,936.	54,510.	54,510.
	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				
	7	Other notes and loans receivable ▶				
		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				
	b	Investments - corporate stock				
	c	Investments - corporate bonds				
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 5		1,961,775.	2,123,446.	2,288,963.
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		2,047,592.	2,204,115.	2,369,632.
	17	Accounts payable and accrued expenses		5,000.		
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)		5,000.	0.	
		Foundations that follow SFAS 117, check here ▶ ☐				
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here ▶ ☒				
	27	Capital stock, trust principal, or current funds		2,042,592.	2,204,115.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		0.	0.	
	30	Total net assets or fund balances		2,042,592.	2,204,115.	
	31	Total liabilities and net assets/fund balances		2,047,592.	2,204,115.	

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	2,042,592.
2	Enter amount from Part I, line 27a	2	149,549.
3	Other increases not included in line 2 (itemize) ▶ MISC BASIS ADJUSTMENTS	3	11,974.
4	Add lines 1, 2, and 3	4	2,204,115.
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	2,204,115.

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 CAPITAL GAINS DIVIDENDS				
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 106,551.			106,551.	
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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			106,551.	
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		106,551.
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		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))
2014	364,712.	2,286,453.	.159510
2013	326,929.	2,134,729.	.153148
2012	173,376.	1,982,950.	.087433
2011	155,795.	1,834,288.	.084935
2010	11,843.	1,765,534.	.006708
2 Total of line 1, column (d)			2 .491734
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 .098347
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 2,313,132.
5 Multiply line 4 by line 3			5 227,490.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,519.
7 Add lines 5 and 6			7 229,009.
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.			8 308,954.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,519.
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	1,519.
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	1,519.
6 Credits/Payments:			
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	1,120.	
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	1,120.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	5.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	404.	
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 2016 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b 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
c Did the foundation file Form 1120-POL for this year?		X
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? 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		X
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?	X	
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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MI		
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	X	
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 2015 or the taxable year beginning in 2015 (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

N/A

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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 ► N/A	X	
14 The books are in care of ► THE FOUNDATION Telephone no. ► 920-652-1715 Located at ► 2400 SOUTH 44TH STREET, MANITOWOC, WI ZIP+4 ► 54220		
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 N/A		
16 At any time during calendar year 2015, 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. If "Yes," enter the name of the foreign country ►		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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A		
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 2015?		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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ 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		
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? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2015 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 2015.) N/A		
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 2015?		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)?

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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?

N/A

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
BARRY L. PENNYPACKER 2400 SOUTH 44TH STREET MANITOWOC, WI 54220	PRESIDENT 1.00	0.	0.	0.
DAVID J. ANTONIUK 2400 SOUTH 44TH STREET MANITOWOC, WI 54220	VICE PRESIDENT 1.00	0.	0.	0.
LOUIS F. RAYMOND 2400 SOUTH 44TH STREET MANITOWOC, WI 54220	VICE PRESIDENT/SECRETARY 1.00	0.	0.	0.
DAVID J. ANTONIUK 2400 SOUTH 44TH STREET MANITOWOC, WI 54220	TREASURER/ASSIST SECRETARY 1.00	0.	0.	0.

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

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	2,248,242.
b	Average of monthly cash balances	1b	100,115.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,348,357.
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	2,348,357.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	35,225.
5	Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,313,132.
6	Minimum investment return. Enter 5% of line 5	6	115,657.

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	115,657.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	1,519.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,519.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	114,138.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	114,138.
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	114,138.

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	308,954.
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	308,954.
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	1,519.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	307,435.

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				114,138.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2015:				
a From 2010	11,843.			
b From 2011	156,322.			
c From 2012	174,193.			
d From 2013	221,151.			
e From 2014	252,577.			
f Total of lines 3a through e	816,086.			
4 Qualifying distributions for 2015 from Part XII, line 4: ▶ \$	308,954.			
a Applied to 2014, 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 2015 distributable amount				114,138.
e Remaining amount distributed out of corpus	194,816.			
5 Excess distributions carryover applied to 2015 (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	1,010,902.			
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 2014. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2015. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2016				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 2010 not applied on line 5 or line 7	11,843.			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	999,059.			
10 Analysis of line 9:				
a Excess from 2011	156,322.			
b Excess from 2012	174,193.			
c Excess from 2013	221,151.			
d Excess from 2014	252,577.			
e Excess from 2015	194,816.			

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- (4) Gross investment income

[illegible]Form **990-PF** (2015)

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN CANCER SOCIETY 790 MARVELLE LANE GREEN BAY, WI 54304		501(C)(3)	GENERAL SUPPORT	5,000.
AMERICAN HEART ASSOCIATION 2850 WORLD DAIRY DR MADISON, WI 53718		501(C)(3)	GENERAL SUPPORT	6,000.
AMERICAN RED CROSS 2600 W. WISCONSIN AVE MILWAUKEE, WI 53233		501(C)(3)	GENERAL SUPPORT	5,500.
AUTISM SOCIETY OF THE LAKESHORE NORTH 8TH STREET #434 MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	500.
BIG BROTHERS BIG SISTERS OF MANITOWOC 810 WASHINGTON ST MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	6,300.
Total	SEE CONTINUATION SHEET(S)			307,454.
b Approved for future payment				
NONE				
Total				0.

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (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. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.	Yes
	1a(1)
	1a(2)
	1b(1)
	1b(2)
	1b(3)
	1b(4)
	1b(5)
	1b(6)
	1c

[illegible]

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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
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 Mark Haupt

Date 9/16/16

vp compensation & Benefits

May the IRS discuss this return with the preparer shown below (see instr. 1)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

LAURA C. GUST, CPA

LAURA C. GUST, CP

09/01/16

P01249425

Firm's name ► WIPFLI LLP

Firm's EIN ► 39-0758449

Firm's address ► 7601 FRANCE AVENUE SOUTH, SUITE 400
MINNEAPOLIS, MN 55435

Phone no 952.548.3400

Form **990-PF** (2015)

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
BOYS AND GIRLS CLUB OF WASHINGTON 805 PENNSYLVANIA AVE HAGERSTOWN, MD 21742		501(C)(3)	GENERAL SUPPORT	5,000.
CAPITAL THEATRE FOUNDATION 159 SOUTH MAIN STREET CHAMBERSBURG, PA 17201		501(C)(3)	GENERAL SUPPORT	2,000.
CAPITOL CIVIC CENTRE 913 S. 8TH STREET MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	13,000.
CHIEFS FOOTBALL INC 2301 CLAY PIT RD MANITOWOC, WI 54221		501(C)(3)	GENERAL SUPPORT	4,500.
EXCHANGE CLUB P.O. BOX 447 JACKSON, TN 38302		501(C)(3)	GENERAL SUPPORT	8,320.
FEEDING AMERICA EASTER WISCONSIN 1700 W FOND DU LAC AVENUE MILWAUKEE, WI 53205		501(C)(3)	GENERAL SUPPORT	10,000.
FIRST 200 BEDFORD ST. MANCHESTER, NH 3101		501(C)(3)	GENERAL SUPPORT	10,000.
FRANKLIN SCIENCE COUNCIL P.O. BOX 1404 CHAMBERSBURG, PA 17201		501(C)(3)	GENERAL SUPPORT	1,000.
FRIENDS OF MARINERS TRAIL P.O. BOX 2341 MANITOWOC, WI 54221		501(C)(3)	GENERAL SUPPORT	250.
GOODWILL INDUSTRIES OF NCW 1800 APPLETON ROAD MENASHA, WI 54952		501(C)(3)	GENERAL SUPPORT	10,000.
Total from continuation sheets				284,154.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
JACKSON ELEMENTARY SCHOOL 1210 NORTH 18TH STREET MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	100.
JEROME R KING PLAYGROUND ASSOCIATION 240 NORTH CARLISLE STREET GREENCASTLE, PA 17225		501(C)(3)	GENERAL SUPPORT	500.
LAKESHORE CAP INC OF WISCONSIN 702 STATE STREET MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	700.
LAKESHORE HUMANE SOCIETY 1551 N. 8TH STREET MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	500.
LAKESHORE INTERFAITH HOSPITALITY NETWORK OF MANITOWOC COUNTY 1110 SOUTH 10TH STREET MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	2,000.
LAKESHORE TECHNICAL COLLEGE FOUNDATION 1290 NORTH AVE CLEVELAND, WI 53015		501(C)(3)	GENERAL SUPPORT	51,400.
LILIAN S BESORE MEMORIAL LIBRARY 305 EAST BALTIMORE ST. GREENCASTLE, PA 17225		501(C)(3)	GENERAL SUPPORT	10,000.
MAKE-A-WISH FOUNDATION OF WI 920 NORTH DURKEE ST. APPLETON, WI 54911		501(C)(3)	GENERAL SUPPORT	6,250.
MANITOWOC-TWO RIVERS YMCA INC 205 MARITIME DRIVE MANITOWOC, WI 54221		501(C)(3)	GENERAL SUPPORT	3,500.
NATIONAL FIRE SAFETY COUNCIL, INC PO BOX 378 MICHIGAN CENTER, MI 49254		501(C)(3)	GENERAL SUPPORT	120.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RAWHIDE INC E 7475 RAWHIDE ROAD NEW LONDON, WI 54961		501(C)(3)	GENERAL SUPPORT	1,000.
RENFREW INSTITUTE FOR CULTURAL 1010 E MAIN ST WAYNESBORO, PA 17268		501(C)(3)	GENERAL SUPPORT	1,000.
RONALD MCDONALD HOUSE CHARITIES 8948 WATERTOWN PLANK ROAD WAUWATOSA, WI 53226		501(C)(3)	GENERAL SUPPORT	15,000.
ROUZERVILLE LIONS CLUB FOUNDATION P.O. BOX 304 ROUZERVILLE, PA 17250		501(C)(3)	GENERAL SUPPORT	250.
SHEBOYGAN SYMPHONY ORCHESTRA 921 S 8TH ST. SHEBOYGAN, WI 53082		501(C)(3)	GENERAL SUPPORT	500.
SPECIAL OLYMPICS MICHIGAN CENTRAL MICHIGAN UNIVERSITY MOUNT PLEASANT, MI 48859		501(C)(3)	GENERAL SUPPORT	250.
THE HAVEN OF MANITOWOC COUNTY 1003 MARSHALL STREET MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	500.
UNITED WAY OF FRANKLIN CO. 182 S SECOND STREET CHAMBERSBURG, PA 17201		501(C)(3)	GENERAL SUPPORT	15,381.
UNITED WAY OF MANITOWOC COUNTY 1704 MEMORIAL DRIVE MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	20,000.
UNITED WAY OF NORTHERN OZAUKEE P.O. BOX 39 PORT WASHINGTON, WI 53074		501(C)(3)	GENERAL SUPPORT	3,500.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WISCONSIN MARITIME MUSEUM 75 MARITIME DR. MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	12,500.
WOMEN IN NEED 156 E QUEEN ST CHAMBERSBURG, PA 17201		501(C)(3)	GENERAL SUPPORT	700.
YMCA OF CHAMBERSBURG 570 EAST MCKINLEY ST CHAMBERSBURG, PA 17201		501(C)(3)	GENERAL SUPPORT	10,000.
YOUNG LIFE 420 YOUNG CASCADE AVE COLORADO SPRINGS, CO 80903		501(C)(3)	GENERAL SUPPORT	250.
YOUNG MEN'S CHRISTIAN ASSOCIATION 810 EAST MAIN STREET WAYNESBORO, PA 17268		501(C)(3)	GENERAL SUPPORT	833.
BLUE RIDGE SUMMIT FREE LIBRARY 15055 SUMMIT PLAZA BLUE RIDGE SUMMIT, PA 17214		501(C)(3)	GENERAL SUPPORT	500.
BOY SCOUTS OF AMERICA 146 PLAINS ROAD RAYMOND, ME 04071		501(C)(3)	GENERAL SUPPORT	2,000.
DOMESTIC VIOLENCE CENTER 300 EAST REED AVENUE MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	500.
GLACIER LAKES CONSERVANCY 529 ONTARIO AVENUE SHEBOYGAN, WI 53081		501(C)(3)	GENERAL SUPPORT	500.
MANITOWOC YOUTH BASEBALL ASSOCIATION 2002 MARSHALL STREET MANITOWOC, WI 54220		501(C)(3)	GENERAL SUPPORT	50,400.
Total from continuation sheets				

23-7199469

3 Grants and Contributions Paid During the Year (Continuation)**Total from continuation sheets**

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.
► Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2015

Name of the organization

Employer identification number

THE MANITOWOC COMPANY FOUNDATION

23-7199469

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2015)

Name of organization	Employer identification number
THE MANITOWOC COMPANY FOUNDATION	23-7199469

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MANITOWOC COMPANY 2400 SOUTH 44TH STREET MANITOWOC, WI 54221	\$ 307,454.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization

Employer identification number

THE MANITOWOC COMPANY FOUNDATION**23-7199469****Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

THE MANITOWOC COMPANY FOUNDATION

23-7199469

Part III

Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this info once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

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

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
JP MORGAN	97.	97.	
WELLS FARGO	2.	2.	
TOTAL TO PART I, LINE 3	99.	99.	

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
WELLS FARGO	158,184.	106,551.	51,633.	51,633.	
TO PART I, LINE 4	158,184.	106,551.	51,633.	51,633.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
JP MORGAN FEES	4,900.	4,900.		0.
ACCOUNTING FEES	2,100.	1,500.		1,500.
TO FORM 990-PF, PG 1, LN 16C	7,000.	6,400.		1,500.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED TAXES PAID	1,120.	0.		0.
PY BALANCE DUE	614.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,734.	0.		0.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	2,123,446.	2,288,963.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,123,446.	2,288,963.

**THE MANITOWOC COMPANY
FOUNDATION**

MAY 1, 2016 - MAY 31, 2016

Portfolio detail

Cash and Sweep Balances

Sweep Balances - You have the right, in the course of normal business operations, to withdraw balances in the Bank Deposit Sweep or redeem shares of the money market mutual fund used in the sweep, subject to any open commitments in any of your accounts and have the proceeds returned to your accounts or remitted to you. Note, however, that as required by federal banking regulations, the banks in the Bank Deposit Sweep reserve the right to require seven days prior notice before permitting a transfer out of the Bank Deposit Sweep. In addition, the money market mutual funds in the sweep reserve the right to require one or more day's prior notice before permitting withdrawals.

Bank Deposit Sweep - Consists of monies held at Wells Fargo Bank, N.A. and (if amounts exceed \$250,000) at one or more other Wells Fargo affiliated banks. These assets are not covered by SIPC, but are instead eligible for FDIC insurance of up to \$250,000 per depositor, per institution, in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account, please contact Your Financial Advisor.

DESCRIPTION	ANNUAL PERCENTAGE YIELD EARNED*	CURRENT MARKET VALUE	ESTIMATED ANNUAL INCOME
BANK DEPOSIT SWEEP	0 01	17,671 59	1 76
Interest Period 05/01/16 - 05/31/16			

Total Cash and Sweep Balances

* APYE measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield earned is expressed as an annualized rate, based on a 365 day year.

Mutual Funds

If a portion of your fund position was converted, the 'Client Investment' value may include reinvestments from previously held positions.

Open End Mutual Funds

Open End Mutual Fund shares are priced at net asset value. Estimated Annual Income and Yield refer to Dividends and Interest Income only, and typically do not reflect Total return.

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
PIMCO FDS PAC INVT								
MGMT SER TOTAL RETURN FD								
INSTL CL								
PTTRX								
Acquired 02/20/08 nc	8,687 84500	10 81	93,915 60		88,616 02	-5,299 58		
Acquired 10/01/08 nc	60,000	10 31	618,600 00		612,000 00	-6,600 00		
Reinvestments m	42,701 68500	10 69	456,572 64		435,557 18	-21,015 46		
Total	111,389.53000	\$10.50	\$1,169,088.24	10.2000	\$1,136,173.20	-\$32,915.04	\$37,761.05	3.32
Client Investment (Excluding Reinvestments)							\$712,515 60	
Gain/Loss on Client Investment (Including Reinvestments)							\$423,657 60	

THE MANITOWOC COMPANY
FOUNDATION

MAY 1, 2016 - MAY 31, 2016

Mutual Funds

Open End Mutual Funds continued

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	ADJ COST/ ORIG COST	CURRENT PRICE	CURRENT MARKET VALUE	UNREALIZED GAIN/LOSS	ESTIMATED	
							ANNUAL INCOME	ANNUAL YIELD (%)
ROYCE SMALL-CAP VALUE								
FD SERVICE CLASS								
RYVFX								
Acquired 03/20/06 nc	5,531 10200	10 58	58,519 05		49,779 92	-8,739 13		
Reinvestments m	5,283 55800	10 50	55,507 36		47,552 02	-7,955 34		
Total	10,814.66000	\$10.54	\$114,026.41	9.0000	\$97,331.94	-\$16,694.47	N/A	N/A
Client Investment (Excluding Reinvestments)								
					\$58,519 05			
Gain/Loss on Client Investment (Including Reinvestments)								
					\$38,812 89			
THORNBURG INTL VALUE								
INTERNATIONAL VALUE FUND								
CLASS I								
TGVIX								
Acquired 03/20/06 nc	8,191 02300	26 18	214,440 97		197,321 74	-17,119 23		
Reinvestments m	6,606 63400	28 16	186,066 93		159,153 81	-26,913 12		
Total	14,797.65700	\$27.07	\$400,507.90	24.0900	\$356,475.55	-\$44,032.35	\$5,149.58	1.44
Client Investment (Excluding Reinvestments)								
					\$214,440 97			
Gain/Loss on Client Investment (Including Reinvestments)								
					\$142,034 58			
VANGUARD INDEX TRUST								
500 PORTFOLIO INV FUND								
VFINX								
Acquired 03/21/06 nc	2,932 49700	119 43	350,228 09		569,197 66	218,969 57		
Reinvestments m	668 64900	133 99	89,595 21		129,784 77	40,189 56		
Total	3,601.14600	\$122.13	\$439,823.30	194.1000	\$698,982.43	\$259,159.13	\$13,594.32	1.94
Client Investment (Excluding Reinvestments)								
					\$350,228 09			
Gain/Loss on Client Investment (Including Reinvestments)								
					\$348,754 34			
Total Open End Mutual Funds								
			\$2,123,445.85		\$2,288,963.12	\$165,517.27	\$56,504.95	2.47
Total Mutual Funds								
			\$2,123,445.85		\$2,288,963.12	\$165,517.27	\$56,504.95	2.47

m This security contains multiple tax lots that may or may not include cost information that is reportable to the IRS
nc Cost information for this tax lot is not covered by IRS reporting requirements Unless indicated, cost for all other lots will be reported to the IRS