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

OMB No 1545-0052

2016

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 2016 or tax year beginning , 2016, and ending

THE BROOKHILL FOUNDATION
10700 RESEARCH DRIVE #145
MILWAUKEE, WI 53226

A Employer identification number
20-5818635

B Telephone number (see instructions)

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 ► ☐

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, column (c), line 16) ☐ Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
\$ 21,165,270. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

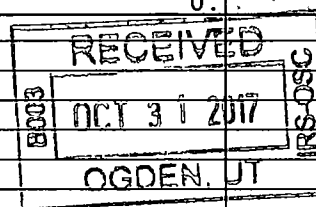
(d) Disbursements for charitable purposes (cash basis only)

REVENUE

- 1 Contributions, gifts, grants, etc., received (attach schedule)
2 Check ☒ if the foundation is not required to attach Sch B
3 Interest on savings and temporary cash investments 15.
4 Dividends and interest from securities 411,665.
5a Gross rents
b Net rental income or (loss)
6a Net gain or (loss) from sale of assets not on line 10 285,111.
b Gross sales price for all assets on line 6a 3,277,966.
7 Capital gain net income (from Part IV, line 2) 285,111.
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) (attach schedule)
11 Other income (attach schedule)
SEE STATEMENT 1
12 Total Add lines 1 through 11 703,182.

ADMINISTRATIVE AND EXPENSES

- 13 Compensation of officers, directors, trustees, etc 0.
14 Other employee salaries and wages
15 Pension plans, employee benefits
16a Legal fees (attach schedule)
b Accounting fees (attach sch) SEE ST 2 21,475.
c Other professional fees (attach sch) SEE ST 3 54,946.
17 Interest
18 Taxes (attach schedule) (see instrs) 38,496.
19 Depreciation (attach schedule) and depletion SEE STMT 5 226.
20 Occupancy
21 Travel, conferences, and meetings
22 Printing and publications
23 Other expenses (attach schedule)
SEE STATEMENT 6
24 Total operating and administrative expenses. Add lines 13 through 23 127,758.
25 Contributions, gifts, grants paid 3,150,000.
26 Total expenses and disbursements. Add lines 24 and 25 3,277,758.
27 Subtract line 26 from line 12:
a Excess of revenue over expenses and disbursements -2,574,576.
b Net investment income (if negative, enter -0-) 585,902.
c Adjusted net income (if negative, enter -0-) 0.



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	1,841,964.	913,104.	913,104.
	3 Accounts receivable			
	Less: allowance for doubtful accounts	33,326.	18,928.	18,928.
	4 Pledges receivable			
	Less: allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less: allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U.S. and state government obligations (attach schedule)	2,987,300.	2,562,304.	2,703,814.
	b Investments — corporate stock (attach schedule)	10,429,068.	9,662,868.	11,922,764.
	c Investments — corporate bonds (attach schedule)	1,288,517.	1,366,469.	1,292,857.
LIABILITIES	11 Investments — land, buildings, and equipment: basis			
	Less: accumulated depreciation (attach schedule)			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)	3,897,976.	3,392,155.	4,313,239.
	14 Land, buildings, and equipment: basis	20,364.		
	Less: accumulated depreciation (attach schedule)	19,800.	790.	564.
	15 Other assets (describe)			
	16 Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I).	20,478,941.	17,916,392.	21,165,270.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
NET ASSETS OR FUND BALANCES	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24 Unrestricted			
NET ASSETS OR FUND BALANCES	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	20,478,941.	17,916,392.	
	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 (see instructions)	20,478,941.	17,916,392.	
	31 Total liabilities and net assets/fund balances (see instructions)	20,478,941.	17,916,392.	

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	20,478,941.
2 Enter amount from Part I, line 27a	2	-2,574,576.
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	12,027.
4 Add lines 1, 2, and 3	4	17,916,392.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	17,916,392.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a NORTHERN TRUST		P	VARIOUS	VARIOUS
b NORTHERN TRUST		P	VARIOUS	VARIOUS
c GROSVENOR K-1		P	VARIOUS	VARIOUS
d CAPITAL GAIN DIVIDENDS				
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 1,036,154.		1,051,638.	-15,484.
b 2,174,378.		1,941,217.	233,161.
c 1,323.			1,323.
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			-15,484.
b			233,161.
c			1,323.
d			66,111.
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	285,111.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 </div>		3	0.

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))
2015	4,016,160.	24,744,355.	0.162306
2014	3,889,234.	27,898,634.	0.139406
2013	1,725,983.	27,245,801.	0.063349
2012	2,074,736.	25,749,956.	0.080572
2011	1,396,853.	26,781,986.	0.052156

2 Total of line 1, column (d)	2	0.497789
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.099558
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	21,236,842.
5 Multiply line 4 by line 3	5	2,114,298.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,859.
7 Add lines 5 and 6	7	2,120,157.
8 Enter qualifying distributions from Part XII, line 4	8	3,160,929.

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

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

1 a 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	5,859.
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	5,859.
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	5,859.
6 Credits/Payments:			
a 2016 estimated tax prmts and 2015 overpayment credited to 2016	6 a	49,081.	
b Exempt foreign organizations — tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	10,000.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	59,081.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	53,222.	
11 Enter the amount of line 10 to be: Credited to 2017 estimated tax 53,222. Refunded	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes.</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, col. (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions). WI		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV.</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' attach schedule (see instructions)	11	Yes	No
				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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>JAMES L. MOHR & ASSOCIATES LLP</u> Telephone no. <u>(414) 302-4020</u> Located at <u>10700 RESEARCH DRIVE SUITE 145 MILWAUKEE WI</u> ZIP + 4 <u>53226</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If 'Yes,' enter the name of the foreign country <u></u>			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.

1 a	During the year did the foundation (either directly or indirectly):		Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(6)	Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b		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 2016?	1 c		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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>			
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)	2 b		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. <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u> , <u>20</u> <u></u>			
3 a	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 2016 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 2016.)	3 b		N/A
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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 2016?	4 b		X

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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)?Organizations relying on a current notice regarding disaster assistance check here. ☐**5b**

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?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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MARICA K. PETERSON 10700 RESEARCH DRIVE, STE 145 MILWAUKEE, WI 53226	TRUSTEE 0	0.	0.	0.
JAMES L. MOHR 10700 RESEARCH DRIVE, STE 145 MILWAUKEE, WI 53226	EXEC DIRECTO 0	0.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0

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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	1 a	20,083,835.
b Average of monthly cash balances	1 b	1,476,411.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	21,560,246.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets.	2	0.
3 Subtract line 2 from line 1d.	3	21,560,246.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	323,404.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,236,842.
6 Minimum investment return. Enter 5% of line 5	6	1,061,842.

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	1,061,842.
2a Tax on investment income for 2016 from Part VI, line 5	2 a	5,859.
b Income tax for 2016. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	5,859.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	1,055,983.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	1,055,983.
6 Deduction from distributable amount (see instructions).	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,055,983.

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	1 a	3,160,929.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,160,929.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	5,859.
6 Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,155,070.

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,055,983.
2 Undistributed income, if any, as of the end of 2016:				
a Enter amount for 2015 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012	352,021.			
c From 2013	400,862.			
d From 2014	2,539,610.			
e From 2015	2,808,868.			
f Total of lines 3a through e	6,101,361.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 3,160,929.				
a Applied to 2015, 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 2016 distributable amount				1,055,983.
e Remaining amount distributed out of corpus	2,104,946.			
5 Excess distributions carryover applied to 2016. (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	8,206,307.			
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 2015. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	8,206,307.			
10 Analysis of line 9.				
a Excess from 2012	352,021.			
b Excess from 2013	400,862.			
c Excess from 2014	2,539,610.			
d Excess from 2015	2,808,868.			
e Excess from 2016	2,104,946.			

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Form 990-PF (2016)

Part XV Supplementary Information (continued)**3** Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE STATEMENT 9				
Total			3 a	3,150,000.
b Approved for future payment				
Total			3 b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
GROSVENOR K-1	\$ 4,335.	\$ 4,335.	
MISCELLANEOUS INCOME	677.		
NORTHERN TRUST	1,379.	1,379.	
TOTAL	\$ 6,391.	\$ 5,714.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX SERVICES .	\$ 21,475.	\$ 10,738.		\$ 10,737.
TOTAL	\$ 21,475.	\$ 10,738.	\$ 0.	\$ 10,737.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY MANAGEMENT	\$ 21,733.	\$ 21,733.		
MARQUETTE INVESTMENT SERVICES	12,500.	12,500.		
NORTHERN TRUST AGENCY FEES.	6,632.	6,632.		
WILLIAM BLAIR INVESTMENT FEES	14,081.	14,081.		
TOTAL	\$ 54,946.	\$ 54,946.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2015 EXTENSION PAYMENT.	\$ 20,000.	\$ 20,000.		
4Q 2016 ESTIMATED PAYMENT.	10,500.	10,500.		
FOREIGN TAXES - NORTHERN TRUST	7,996.	7,996.		
TOTAL	\$ 38,496.	\$ 38,496.	\$ 0.	\$ 0.

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STATEMENT 5
FORM 990-PF, PART I, LINE 19
ALLOCATED DEPRECIATION

<u>DATE</u> <u>ACQUIRED</u>	<u>COST</u> <u>BASIS</u>	<u>PRIOR YR</u> <u>DEPR</u>	<u>METHOD</u>	<u>RATE</u>	<u>LIFE</u>	<u>CURRENT</u> <u>YR DEPR</u>	<u>NET INVEST</u> <u>INCOME</u>	<u>ADJUSTED</u> <u>NET INCOME</u>
OFFICE DESK 5/01/12	1,432	985	200DB	0.0893		128	0	0
OFFICE SHELIVING 7/28/12	1,101	758	200DB	0.0893		98	0	0

STATEMENT 6
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	<u>(A)</u> <u>EXPENSES</u> <u>PER BOOKS</u>	<u>(B) NET</u> <u>INVESTMENT</u> <u>INCOME</u>	<u>(C)</u> <u>ADJUSTED</u> <u>NET INCOME</u>	<u>(D)</u> <u>CHARITABLE</u> <u>PURPOSES</u>
GROSVENOR K-1	\$ 12,423.	\$ 12,423.		
SUPPLIES	192.			\$ 192.
TOTAL	\$ 12,615.	\$ 12,423.	\$ 0.	\$ 192.

STATEMENT 7
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

<u>CATEGORY</u>	<u>BASIS</u>	<u>ACCUM.</u> <u>DEPREC.</u>	<u>BOOK</u> <u>VALUE</u>	<u>FAIR MARKET</u> <u>VALUE</u>
FURNITURE AND FIXTURES	\$ 11,364.	\$ 10,800.	\$ 564.	\$ 564.
MACHINERY AND EQUIPMENT	8,776.	8,776.	0.	0.
MISCELLANEOUS	224.	224.	0.	0.
TOTAL	\$ 20,364.	\$ 19,800.	\$ 564.	\$ 564.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

RETURN OF CAPITAL - BAILLARD..	\$ 12,027.
TOTAL	\$ 12,027.

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STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
MILWAUKEE COLLEGE PREPATORY SCHOOL 2449 NORTH 36TH STREET MILWAUKEE WI 53210	NONE	PC	EDUCATION EXPANSION	\$ 200,000.
MATHEMATICS INSTITUTE OF WISCONSIN, INC. W233 N2080 RIDGEVIEW PARKWAY WAUKESHA WI 53188	COMMON CONTROL	PF	GENERAL OPERATING	1,820,000.
BROOKFIELD ACADEMY 3462 N. BROOKFIELD ROAD BROOKFIELD WI 53045	NONE	PC	SCHOLARSHIPS	200,000.
EDUCATIONAL ENTERPRISES INC 20935 SWENSON DR, SUITE 101 WAUKESHA WI 53186	NONE	PC	GENERAL OPERATING	500,000.
GREEN LAKE CONFERENCE CENTER W2511 STATE ROAD 23 GREEN LAKE WI 54941	NONE	PC	GENERAL OPERATING	150,000.
LA CASA DE ESPERANZA, INC. 410 ARCADIAN AVENUE WAUKESHA WI 53186	NONE	PC	CHARTER SCHOOL EXPENSES	200,000.
MONTESSORI SCHOOL OF WAUKESHA 2600 SUMMIT AVENUE WAUKESHA WI 53188	NONE	PC	GENERAL SUPPORT	10,000.
THE COLONIAL WILLAMSBURG FUND PO BOX 1776 WILLIAMSBURG VA 23187	NONE	PC	GENERAL OPERATING	20,000.
WISCONSIN PHILHARMONIC 234 WEST MAIN STREET, SUITE 9 WAUKESHA WI 53187	NONE	PC	GENERAL SUPPORT	5,000.
TEN CHIMNEYS S43 W31575 DEPOT ROAD GENESEE DEPOT WI 53127	NONE	PC	GENERAL SUPPORT	10,000.
MILWAUKEE SYMPHONY 1101 N MARKET STREET SUITE 100 MILWAUKEE WI 53202	NONE	PC	GENERAL SUPPORT	25,000.

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STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
MILWAUKEE YOUTH SYMPHONY ORCHESTRA 325 W WALNUT STREET MILWAUKEE WI 53212	NONE	PC	GENERAL SUPPORT	\$ 10,000.

TOTAL \$ 3,150,000.

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**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**

NORTHERN TRUST - DIVIDENDS	\$	357,763.
NORTHERN TRUST - INTEREST		599.
GROSVENOR - DIVIDENDS & INTEREST		944.
BAILLARD REAL ESTATE INV TRUST		52,359.
TOTAL	\$	<u>411,665.</u>

**DISPOSITIONS
EXCLUDED (2A)**

NORTHERN TRUST	\$	35,857.
BAILLARD REAL ESTATE INVESTMENT TRUST		30,254.
TOTAL	\$	<u>66,111.</u>

**BALANCE SHEET
SAVINGS AND TEMPORARY CASH INVESTMENTS**

NORTHERN TRUST	\$	871,431.
NORTHERN TRUST BANK		41,673.
TOTAL	\$	<u>913,104.</u>

**BALANCE SHEET
OTHER (FORM 990-PF)[O]**

GROSVENOR INSTITUTIONAL PARTNERS LP	\$	360,783.
BAILLARD REIT		3,031,372.
TOTAL	\$	<u>3,392,155.</u>

**FMV OF ASSETS (990-PF)
SAVINGS AND TEMPORARY CASH INVESTMENTS**

NORTHERN TRUST	\$	871,431.
NORTHERN TRUST BANK		41,673.
TOTAL	\$	<u>913,104.</u>

**FMV OF ASSETS (990-PF)
OTHER [O]**

GROSVENOR INSTITUTIONAL PARTNERS LP	\$	1,127,021.
BAILLARD REIT		3,186,218.
TOTAL	\$	<u>4,313,239.</u>

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2016 FEDERAL BOOK DEPRECIATION SCHEDULE

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW.	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEC. BAL DEPR.	SALVAGE /BASIS REDUCT.	DEPR. BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
11	SOFTWARE	10/14/08		174							174	174	S/L	MQ	3	0
12	SOFTWARE	11/28/08		50							50	50	S/L	MQ	3	0
TOTAL MISCELLANEOUS																
				224		0	0	0	0	0	224	224				0
TOTAL DEPRECIATION																
				20,364		0	0	0	0	0	20,364	19,574				226
GRAND TOTAL DEPRECIATION																
				20,364		0	0	0	0	0	20,364	19,574				226