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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Trust Treated as Private Foundation▶ Do not enter social security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

January 1

, 2016, and ending

December 31

, 2016

Name of foundation

BROOKBANK FOUNDATION, INC.

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

P.O. BOX 1016

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

GRAFTON, WI 53024-1016

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) ▶ \$ **7,276,704**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

A Employer identification number**39-1516196****B** Telephone number (see instructions)**262-478-0775****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) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	145,834	154,940		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(138,736)			
	b Gross sales price for all assets on line 6a	5,203,238			
	7 Capital gain net income (from Part IV, line 2)		114,757		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)		626		
	12 Total. Add lines 1 through 11	7,098	270,323		
	13 Compensation of officers, directors, trustees, etc.	33,000	3,000		30,000
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	57,222	63,504		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	0	22		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	10	3,655		10
	24 Total operating and administrative expenses. Add lines 13 through 23	90,232	70,181		30,010
	25 Contributions, gifts, grants paid	523,795			523,795
	26 Total expenses and disbursements. Add lines 24 and 25	614,027	70,181		553,805
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	(606,929)			
	b Net investment income (if negative, enter -0-)		200,142		
	c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form **990-PF** (2016)

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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	229,577	198,569	198,569
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	5,406,602	6,348,104	6,348,104
	c Investments—corporate bonds (attach schedule)	1,417,750	730,031	730,031
	11 Investments—land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	7,053,929	7,276,704	7,276,704
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	755,000	559,700	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	755,000	559,700	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,298,929	6,717,004	
	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)	6,298,929	6,717,004	
	31 Total liabilities and net assets/fund balances (see instructions)	7,053,929	7,276,704	

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	6,298,929
2 Enter amount from Part I, line 27a	2	(606,929)
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	5,692,000
5 Decreases not included in line 2 (itemize) ▶	5	1,025,004
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,717,004

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 PUBLICLY TRADED SECURITIES		P	VARIOUS	VARIOUS
b PUBLICLY TRADED SECURITIES (SKYLANDS QUEST K-1)		P	VARIOUS	VARIOUS
c CAPITAL GAIN DISTRIBUTIONS		P	VARIOUS	VARIOUS
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 5,203,238	0	5,341,100	(137,862)	
b			244,058	
c			8,561	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
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	114,757
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3	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.

(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	508,324	7,523,665	.0675633
2014	567,460	7,824,556	.0725230
2013	320,740	7,639,205	.0419860
2012	438,800	7,360,759	.0596134
2011	3,306,132	7,318,938	.4517229
2 Total of line 1, column (d)			2 .6934086
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 .1386817
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 6,925,620
5 Multiply line 4 by line 3			5 960,457
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,001
7 Add lines 5 and 6			7 962,458
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.			8 553,805

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	4,003	
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	4,003	
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	4,003	
6	Credits/Payments.			
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	8,197	
b	Exempt foreign organizations—tax withheld at source	6b	0	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0	
d	Backup withholding erroneously withheld	6d	0	
7	Total credits and payments. Add lines 6a through 6d	7	8,197	
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
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	4,194	
11	Enter the amount of line 10 to be Credited to 2017 estimated tax 4,194 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?		✓
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>		✓
c Did the foundation file Form 1120-POL for this year?		✓
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ (2) On foundation managers. ▶ \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$		
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>		✓
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>		✓
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
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? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
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? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	✓	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ WISCONSIN		
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>	✓	
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>		✓
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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)		✓
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)		✓
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	✓	
14 The books are in care of ► BROOKBANK FOUNDATION Telephone no. ► 262-478-0775 Located at ► 11501 N PORT WASHINGTON RD. #201, MEQUON, WI ZIP+4 ► 53092		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here. and enter the amount of tax-exempt interest received or accrued during the year ► 15		☐
16 At any time during calendar year 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ► CAYMAN ISLANDS	✓	

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)?	1b	
Organizations relying on a current notice regarding disaster assistance check here ► ☐		
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?	1c	✓
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? ☐ Yes ☒ No If "Yes," list the years ► 20____, 20____, 20____, 20____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20____, 20____, 20____, 20____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ 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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016.</i>)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
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?	4b	✓

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)? **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? ☐ 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** ☒

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? **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
MARY ANN LABAHN				
11501 N PORT WASHINGTON RD #201, MEQUON, WI	PRESIDENT, 1 HR	11,000		
CHARLES P LABAHN				
11501 N PORT WASHINGTON RD #201, MEQUON, WI	EXEC VP & SECRETARY, 1 HR	11,000		
RIDGE BRAUNSCHWEIG				
11501 N PORT WASHINGTON RD #201, MEQUON, WI	VP & TREASURER, 4 HR	11,000		

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**

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

Part IX-A Summary of Direct Charitable Activities

Expenses

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

Amount

Total. Add lines 1 through 3	0
-------------------------------------	---

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,713,872
b	Average of monthly cash balances	1b	317,214
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	7,031,086
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	7,031,086
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	105,466
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,925,620
6	Minimum investment return. Enter 5% of line 5	6	346,281

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	346,281
2a	Tax on investment income for 2016 from Part VI, line 5 2a	4,003	
b	Income tax for 2016. (This does not include the tax from Part VI.) 2b	0	
c	Add lines 2a and 2b	2c	4,003
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	342,278
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	342,278
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	342,278

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	553,805
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	553,805
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	553,805

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				342,278
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	2,943,493			
b From 2012	78,432			
c From 2013	0			
d From 2014	186,153			
e From 2015	134,079			
f Total of lines 3a through e	3,342,157			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ \$ 553,805				
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)				
d Applied to 2016 distributable amount				342,278
e Remaining amount distributed out of corpus	211,527			
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	3,553,684			
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)	2,943,493			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	610,191			
10 Analysis of line 9:				
a Excess from 2012	78,432			
b Excess from 2013	0			
c Excess from 2014	186,153			
d Excess from 2015	134,079			
e Excess from 2016	211,527			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, 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)

	Prior 3 years				(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0	0	0	0	0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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 <i>Paid during the year</i> SEE ATTACHED				523,795
Total			3a	523,795
b <i>Approved for future payment</i> SEE ATTACHED				559,700
Total			3b	559,700

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities			14	145,834	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory			18	(138,735)	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				7,099	
13	Total. Add line 12, columns (b), (d), and (e)				7,099	7,099

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

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

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | Yes | No |
| | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| (1) Cash | 1a(1) | ☒ |
| (2) Other assets | 1a(2) | ☒ |
| b Other transactions: | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | ☒ |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | ☒ |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | ☒ |
| (4) Reimbursement arrangements | 1b(4) | ☒ |
| (5) Loans or loan guarantees | 1b(5) | ☒ |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | ☒ |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | ☒ |
| 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. | | |

[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.

[illegible]

**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 _____

Title

VICE PRESIDENT & TREASURER

May the IRS discuss this return with the preparer shown below (see instructions)? ☐ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

Page 1 of 5PART II, LINE 10B (Corporate Stocks)

Mid Cap Equity Fund	\$ 2,185,834
Large Cap Equity Fund	1,827,991
S&P 500 Index Fund	769,149
Alternative Strategies	863,771
Freeport First Lien Loan Fund III	113,735
Skylands Quest LLC	587,624
	\$ 6,348,104

PART II, LINE 10C (Corporate Bonds)

Intermediate Fixed Income	\$ 730,031
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PART III, LINE 5

Investments - Unrealized Market Value Appreciation	\$ 829,704
Future Commitments Made	(79,700)
Subtotal	750,004
Prior Commitments Paid	275,000
Increase (Decrease) in Fund Balance	\$ 1,025,004

Page 2 of 5**PART XV, LINE 3B (Approved for Future Payment)**

Commitments made payable to:

Alverno College	\$	80,000.00
Harvard Business School		50,000.00
Latin School of Chicago		20,000.00
Palm Springs Art Museum		9,700.00
University of Wisconsin Foundation		400,000.00
Total	\$	559,700.00

Line 11 (990-PF) - Other Income - 626

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Other portfolio income		626		

Line 16Cb (990-PF) - Accounting Fees - -

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1		-	-		

Line 16C (990-PF) - Other Fees 57,222 63,504

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Investment Advisory	57,222	63,504		

Line 18 (990-PF) - Taxes - 22

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Taxes Paid	-	22		

Line 23 (990-PF) - Other Expenses 10 3,655

	Description	Revenue and expenses per books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Filing Fees	10			
2	Payment in lieu of dividends and stock loan fees in connection with short sales	-	3,655		

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<u>Recipient</u>	<u>Individual Relationship to Foundation Mgr /Substantial Contri</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Alverno College Milwaukee, WI	N/A	Public	Education	\$ 41,000 00
Blood Center of Wisconsin Milwaukee, WI	N/A	Public	Medical	\$ 1,000.00
Boerner Botanical Gardens, Friends of Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 5,000 00
Boy's/Girl's Club Milwaukee, WI	N/A	Public	General Charitable	\$ 1,000 00
CAVT Museums Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Charles E. Kubly Foundation Milwaukee, WI	N/A	Public	General Charitable	\$ 1,000.00
Columbia St. Mary's Foundation Milwaukee, WI	N/A	Public	Medical	\$ 1,000 00
Economics Wisconsin Milwaukee, WI	N/A	Public	Education	\$ 2,500.00
Eisenhower Medical Center Rancho Mirage, CA	N/A	Public	Medical	\$ 1,000 00
Florentine Opera Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 81,630 00
Latin School of Chicago Chicago, IL	N/A	Public	Education	\$ 3,000 00
Mayo Clinic Rochester, MN	N/A	Public	Medical	\$ 1,000.00
McCallum Theatre Institute Palm Desert, CA	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Medical College of Wisconsin Milwaukee, WI	N/A	Public	Medical	\$ 2,500.00
Miami University Oxford, OH	N/A	Public	Education	\$ 1,000 00
Milwaukee Art Museum Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 25,000 00
Milwaukee Ballet Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000 00
Milwaukee Film Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 20,000.00
Milwaukee Institute of Art & Design Milwaukee, WI	N/A	Public	Education	\$ 3,000 00

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<u>Recipient</u>	<u>Individual: Relationship to Foundation Mgr./Substantial Contr.</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Milwaukee Public Library Foundation Milwaukee, WI	N/A	Public	General Charitable	\$ 1,000 00
Milwaukee Public Museum Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 5,000 00
Next Act Theatre Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000 00
Next Door Foundation Milwaukee, WI	N/A	Public	General Charitable	\$ 2,000 00
Old World Wisconsin Foundation Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Pabst Mansion Support Fund Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
Palm Springs Art Museum Palm Springs, CA	N/A	Public	Cultural Arts/Science	\$ 13,925.00
Palm Springs Art Museum ATC Palm Springs, CA	N/A	Public	Cultural Arts/Science	\$ 1,000 00
Palm Springs International Film Society Palm Springs, CA	N/A	Public	Cultural Arts/Science	\$ 21,100.00
Riverside High School Foundation Milwaukee, WI	N/A	Public	Education	\$ 1,000.00
Sharon Lynn Wilson Center for the Arts Brookfield, WI	N/A	Public	Cultural Arts/Science	\$ 2,700 00
St Ann Center Milwaukee, WI	N/A	Public	General Charitable	\$ 1,000 00
St Christopher's Episcopal Church River Hills, WI	N/A	Public	Religious	\$ 4,000 00
St John's Lutheran Church Milwaukee, WI	N/A	Public	Religious	\$ 2,000 00
St. Sava Orthodox Cathedral Milwaukee, WI	N/A	Public	Religious	\$ 10,000 00
The MACC Fund Milwaukee, WI	N/A	Public	Medical	\$ 1,000.00
United Way of Greater Milwaukee Milwaukee, WI	N/A	Public	General Charitable	\$ 25,000.00
University of Wisconsin Foundation Madison, WI	N/A	Public	Education	\$ 200,000 00
UPAF - United Performing Arts Fund Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 10,000.00

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<u>Recipient</u>	<u>Individual: Relationship to Foundation Mgr /Substantial Contri</u>	<u>Status</u>	<u>Purpose</u>	<u>Amount</u>
Wisconsin Aquatics Association Milwaukee, WI	N/A	Public	General Charitable	\$ 25,440 00
Wisconsin Historical Foundation Milwaukee, WI	N/A	Public	Cultural Arts/Science	\$ 1,000.00
				<u>\$ 523,795.00</u>