

Form **990-PF****Return of Private Foundation**

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

► Go to www.irs.gov/Form990PF for instructions and the latest information.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning , 2017, and ending , 20

Name of foundation VINE AND BRANCHES FOUNDATION, INC.
C/O THE LEGACY GROUP, INC.

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 2430

City or town, state or province, country, and ZIP or foreign postal code
BROOKFIELD, WI 53008

A Employer identification number
39-1827808

B Telephone number (see instructions)
(262) 754-2799

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 OLD

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 18,892,328.

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments.	12,624.	12,624.		ATCH 1
4 Dividends and interest from securities	232,823.	232,823.		ATCH 2
5a Gross rents				
b Net rental income or (loss)	1,802,925.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	11,154,916.			
7 Capital gain net income (from Part IV, line 2)		1,802,925.		
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) ATCH 3	1,594.	-13,881.		
12 Total. Add lines 1 through 11	2,049,966.	2,034,491.		
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 schedule)	16,100.			16,100.
Other professional fees (attach schedule) [4]	597,080.	264,080.		333,000.
17 Interest				
18 Taxes (attach schedule) (see instructions) [5]	18,550.	3,065.		10.
19 Depreciation (attach schedule) and depletion.				
20 Occupancy				
21 Travel, conferences, and meetings	19,779.			19,779.
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	14,421.	9,135.		5,286.
24 Total operating and administrative expenses. Add lines 13 through 23.	665,930.	276,280.		374,175.
25 Contributions, gifts, grants paid	2,472,200.			2,472,200.
26 Total expenses and disbursements. Add lines 24 and 25	3,138,130.	276,280.		2,846,375.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-1,088,164.			
b Net investment income (if negative, enter -0-)		1,758,211.		
c Adjusted net income (if negative, enter -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	917,573.	1,451,386.	1,451,386.
	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) ATCH 7	6,356,521.	7,920,992.	9,238,312.
	c	Investments - corporate bonds (attach schedule) ATCH 8	335,251.	441,958.	424,014.
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans.				
13	Investments - other (attach schedule) ATCH 9	6,286,915.	4,063,939.	7,778,616.	
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)	13,896,260.	13,878,275.	18,892,328.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable.			
	19	Deferred revenue.			
	20	Loans from officers, directors, trustees, and other disqualified persons.			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund.			
	29	Retained earnings, accumulated income, endowment, or other funds	13,896,260.	13,878,275.	
	30	Total net assets or fund balances (see instructions).	13,896,260.	13,878,275.	
	31	Total liabilities and net assets/fund balances (see instructions)	13,896,260.	13,878,275.	

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	13,896,260.
2	Enter amount from Part I, line 27a.	2	-1,088,164.
3	Other increases not included in line 2 (itemize) ▶ ATCH 10	3	1,096,679.
4	Add lines 1, 2, and 3	4	13,904,775.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	26,500.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,878,275.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, 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)
1 a SEE PART IV SCHEDULE					
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					
b					
c					
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	1,802,925.	
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	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 doesn't 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))
2016	2,340,945.	18,834,075.	0.124293
2015	2,370,521.	20,173,100.	0.117509
2014	2,686,142.	23,025,441.	0.116660
2013	2,424,128.	22,876,529.	0.105966
2012	2,308,368.	22,130,644.	0.104306
2 Total of line 1, column (d)			2 0.568734
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 50, or by the number of years the foundation has been in existence if less than 5 years			3 0.113747
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 18,903,977.
5 Multiply line 4 by line 3.			5 2,150,271.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 17,582.
7 Add lines 5 and 6.			7 2,167,853.
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 2,846,375.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	17,582.
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	
3	Add lines 1 and 2	3	17,582.
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	17,582.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	15,475.
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	15,475.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	2,107.
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 2018 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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 the 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>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? 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 <input type="checkbox"/> 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 <i>General Instruction G</i> ? 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 2017 or the tax year beginning in 2017? See the 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

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 ►	X	
14 The books are in care of ► THE LEGACY GROUP, INC. Telephone no ► (262) 754-2799 Located at ► PO BOX 2430 BROOKFIELD, WI ZIP+4 ► 53008		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year 15		
16 At any time during calendar year 2017, 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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ►		

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 <input type="checkbox"/> 1b		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017? <input type="checkbox"/> 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2017 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 2017) 3b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a		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 2017? 4b		X

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

		Yes	No
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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		<input type="checkbox"/>	
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?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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		<input type="checkbox"/>	
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
		<input type="checkbox"/>	

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
ATCH 12		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.

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		0.

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

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 THE VINE & BRANCHES FOUNDATION INC IS ORGANIZED AND OPERATED FOR THE SOLE PURPOSE OF MAKING CASH CONTRIBUTIONS TO QUALIFYING PUBLIC CHARITIES. THE FOUNDATION DOES NOT ENGAGE	
2 IN ANY OTHER DIRECT CHARITABLE ACTIVITIES.	

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 NOT APPLICABLE	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	1a	18,429,394.
b	Average of monthly cash balances	1b	762,461.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	19,191,855.
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	
3	Subtract line 2 from line 1d	3	19,191,855.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	287,878.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,903,977.
6	Minimum investment return. Enter 5% of line 5	6	945,199.

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	945,199.
2a	Tax on investment income for 2017 from Part VI, line 5 2a		17,582.
b	Income tax for 2017 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	17,582.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	927,617.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	927,617.
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	927,617.

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	2,846,375.
b	Program-related investments - total from Part IX-B	1b	
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	2,846,375.
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	17,582.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,828,793.

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				927,617.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.				
b Total for prior years 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012	1,203,672.			
b From 2013	1,302,468.			
c From 2014	1,585,192.			
d From 2015	1,397,974.			
e From 2016	1,417,695.			
f Total of lines 3a through e	6,907,001.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>2,846,375.</u>				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2017 distributable amount.				927,617.
e Remaining amount distributed out of corpus.	1,918,758.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:	8,825,759.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
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				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018.				
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)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	1,203,672.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	7,622,087.			
10 Analysis of line 9				
a Excess from 2013	1,302,468.			
b Excess from 2014	1,585,192.			
c Excess from 2015	1,397,974.			
d Excess from 2016	1,417,695.			
e Excess from 2017	1,918,758.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

	Tax year				(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

JOHN W. FINDLEY

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

ATCH 13

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

ATCH 14

c Any submission deadlines

ATCH 15

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	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 17				2,472,200.
Total			3a	2,472,200.
b Approved for future payment				
Total			3b	

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 .			14	12,624 .		
4 Dividends and interest from securities	523000		14	232,823 .		
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	523000	-4 .	18	1,598 .		
8 Gain or (loss) from sales of assets other than inventory	523000		18	1,802,925 .		
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)		-4 .		2,049,970 .		
13 Total. Add line 12, columns (b), (d), and (e)				13		2,049,966 .

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-1,193.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				92,279.	
473,800.		GS #020-39482-1 SEE ATTACHMENT 400,000.				VARIOUS 73,800.	VARIOUS
1,871,261.		GS #020-39482-1 SEE ATTACHMENT 1,650,000.				VARIOUS 221,261.	VARIOUS
126,070.		GS #020-41212-8 SEE ATTACHMENT 120,533.				VARIOUS 5,537.	VARIOUS
720,322.		GS #020-41212-8 SEE ATTACHMENT 597,505.				VARIOUS 123,808.	VARIOUS
33,110.		GS #020-41212-8 SEE ATTACHMENT 18,002.				VARIOUS 15,108.	VARIOUS
226,792.		GS #020-81263-2 SEE ATTACHMENT 167,776.				VARIOUS 59,016.	VARIOUS
984,856.		GS #020-81263-2 SEE ATTACHMENT 598,718.				VARIOUS 386,138.	VARIOUS
169,715.		GS #051-43246-6 SEE ATTACHMENT 145,318.				VARIOUS 24,493.	VARIOUS
74,548.		GS #051-43246-6 SEE ATTACHMENT 72,813.				VARIOUS 2,687.	VARIOUS
210,742.		GS #051-46277-8 SEE ATTACHMENT 198,573.				VARIOUS 12,640.	VARIOUS
1,323,461.		GS #051-46277-8 SEE ATTACHMENT 957,249.				VARIOUS 366,212.	VARIOUS
3,302,295.		GS #051-61768-6 SEE ATTACHMENT 3,158,264.				VARIOUS 161,680.	VARIOUS

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
661,258.		GS #051-61768-6 SEE ATTACHMENT 556,116.					VARIOUS 105,142.	VARIOUS
82,812.		GS #051-64602-4 SEE ATTACHMENT 84,020.					VARIOUS -1,208.	VARIOUS
14,715.		GS WEST STREET PARTNERS III 27,874.					VARIOUS -13,159.	VARIOUS
77.		GS LIBERTY HARBOR I 1,676.					VARIOUS -1,599.	VARIOUS
13,108.		GS WEST STREET PARTNERS II 28,180.					VARIOUS -15,072.	VARIOUS
70,260.		GS PRIVATE CONCENTRATED ENERGY FUND, LP 61,858.					VARIOUS 8,402.	VARIOUS
221,693.		THL EQUITY FUND VI - GS ACCESS, LP 106,521.					VARIOUS 115,172.	VARIOUS
194,817.		GS MEZZANINE PARTNERS V LP 191,054.					VARIOUS 3,763.	VARIOUS
		WILLIAM BLAIR: NON-US EQUITY LLC 6,624.					VARIOUS -6,624.	VARIOUS
38,152.		WILLIAM BLAIR: NON-US EQUITY LLC					VARIOUS 38,152.	VARIOUS
2,062.		WELLINGTON: NON-US EQUITY LLC					VARIOUS 2,062.	VARIOUS
24,428.		WELLINGTON: NON-US EQUITY LLC					VARIOUS 24,428.	VARIOUS
TOTAL GAIN(LOSS)							<u>1,802,925.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS INTEREST	12,624.	12,624.
TOTAL	<u>12,624.</u>	<u>12,624.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
GOLDMAN SACHS - DIVIDENDS	179,292.	179,292.
GS CAP PARTNERS VI PARALLEL DIVIDENDS	14,274.	14,274.
GS CAP PARTNERS VI PARALLEL INTEREST	5,124.	5,124.
WELLINGTON - INTEREST	123.	123.
WELLINGTON - DIVIDENDS	21,525.	21,525.
WILLIAM BLAIR - INTEREST	49.	49.
WILLIAM BLAIR - DIVIDENDS	10,471.	10,471.
GS PRIVATE EQUITY CONCENTRATED INTEREST	1,669.	1,669.
THL EQUITY FUND VI INTEREST	296.	296.
TOTAL	<u>232,823.</u>	<u>232,823.</u>

ATTACHMENT 3FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2016 OVERPAYMENT APPLIED	15,475.	
GS CAP PARTNERS VI PARALLEL ORDINARY INCOME	-4.	-4.
IRC SECTION 988 GAIN	-22,213.	-22,213.
SECTION 951(A) INCOME (SUBPART F)	306.	306.
THL EQUITY FUND VI - GS ACCESS, LP	2,361.	2,361.
GS PRIVATE EQUITY CONCENTRATED	5,481.	5,481.
GS #051-61768-6	188.	188.
TOTALS	<u>1,594.</u>	<u>-13,881.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
THL EQUITY FUND VI - GS ACCESS MANAGEMENT & INVESTMENT FEES	1,159.	1,159.	
GOLDMAN SACHS MANAGEMENT FEES	207,580.	207,580.	
LEGACY GROUP MANAGEMENT FEES	333,000.		333,000.
GS CAP PARTNERS VI PARALLEL MANAGEMENT & INVESTMENT FEES	13,956.	13,956.	
WELLINGTON: NON-US EQUITY LLC MANAGEMENT & INVESTMENT FEES	5,470.	5,470.	
WILLIAM BLAIR: NON-US EQUITY MANAGEMENT & INVESTMENT FEES	1,873.	1,873.	
GSCP VI PARALLEL AIV, LP MANAGEMENT & INVESTMENT FEES	643.	643.	
DST OPPORTUNITIES ACCESS FUND MANAGEMENT & INVESTMENT FEES	3,402.	3,402.	
GS MEZZANINE PARTNERS V LP MANAGEMENT & INVESTMENT FEES	13,159.	13,159.	
GS PRIVATE EQUITY CONCENTRATED MANAGEMENT & INVESTMENT FEES	16,838.	16,838.	
TOTALS	<u>597,080.</u>	<u>264,080.</u>	<u>333,000.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
OVERPAYMENT APPLIED	15,475.		
FOREIGN TAX PAID ON INVESTMENT	3,065.	3,065.	
OTHER TAXES	10.		10.
TOTALS	<u>18,550.</u>	<u>3,065.</u>	<u>10.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	2,994.		2,994.
DUES & SUBSCRIPTIONS	2,014.		2,014.
IT EXPENSES	180.		180.
POSTAGE	24.		24.
GS OTHER EXPENSES	2,397.	2,397.	
WELLINGTON	1,835.	1,835.	
WILLIAM BLAIR	4,903.	4,903.	
OFFICE SUPPLIES	74.		74.
TOTALS	14,421.	9,135.	5,286.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 7

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS A/C 41212-8	468,301.	649,317.
GOLDMAN SACHS A/C 81263-2	2,368,788.	2,660,845.
GOLDMAN SACHS A/C 43246-6		
GOLDMAN SACHS A/C 46277-8	1,980,648.	2,440,730.
GOLDMAN SACHS A/C 61768-6	1,966,899.	2,232,255.
GOLDMAN SACHS A/C 64602-4	1,136,356.	1,255,165.
TOTALS	<u>7,920,992.</u>	<u>9,238,312.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE BONDS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
GOLDMAN SACHS A/C 39482-1	441,958.	424,014.
TOTALS	<u>441,958.</u>	<u>424,014.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SPDR S&P BANK ETF		
DOW JONES US REAL ESTATE INDEX	76,164.	111,723.
JPMORGAN CHASE & CO S&P500 IND	388,210.	488,895.
WILLIAM BLAIR NON-US EQUITY		
JPMORGAN & CHASE 4/6/17 NONUS		
JPMORGAN & CHASE 5/17/17 NONUS		
UBS AG NOTE 6/9/17		
BARCLAYS BANK PLC 11/16/17		
GS WEST STREET PARTNERS III		
GS WEST STREET PARTNERS II		
THL EQUITY FUND VI - GS ACCESS	-49,883.	801,308.
GS CAP PARTNERS VI PARALLEL LP	-818,080.	648,084.
GS MEZZANINE PARTNERS V	-625,246.	80,893.
GS WLR OPP FUND OFFSHORE	159,542.	177,262.
GS PRIVATE CONCENTRATED ENERGY	407,843.	200,016.
GS LIBERTY HARBOR I		
GSCP VI PARALLEL AIV		
DS OPPORTUNITIES ACCESS	254,660.	249,124.
CITIGROUP INC.	300,000.	352,290.
CITIGROUP INC.	500,000.	505,100.
MORGAN STANLEY FINANCE LLC	250,000.	283,650.
WELLINGTON NON-US EQUITY	700,000.	1,205,278.
GS TACTICAL TILT OVERLAY	920,729.	956,693.
MORGAN STANLEY FINANCE LLC	600,000.	635,880.
JPMORGAN & CHASE 7/25/18 NONUS	200,000.	245,740.
JPMORGAN&CHASE 11/15/18 NONUS	400,000.	419,520.
JPMORGAN & CHASE 2/11/19 NONUS	400,000.	417,160.
TOTALS	<u>4,063,939.</u>	<u>7,778,616.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
OUTSTANDING CHECKS	19,700.
UNREALIZED GAIN/LOSS & RECONCILIATION ADJUSTMENT	1,076,979.
TOTAL	<u>1,096,679.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

PY OUTSTANDING CHECKS

26,500.

TOTAL

26,500.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOHN W. FINDLEY PO BOX 2430 BROOKFIELD, WI 53008	PRESIDENT/TREASURER 10.00			
BARBARA R. FINDLEY PO BOX 2430 BROOKFIELD, WI 53008	VICE-PRESIDENT 1.00			
RICHARD J. BLISS 833 EAST MICHIGAN ST, STE 1800 MILWAUKEE, WI 53202	SECRETARY 1.00			
GRAND TOTALS		0.	0.	0.

ATTACHMENT 13FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

PAT WOEHRER VINE & BRANCHES FOUNDATION
PO BOX 2430
BROOKFIELD, WI 53008
262-754-2799
INFO@VINEANDBRANCHESFOUNDATION.ORG

ATTACHMENT 14

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

A PRELIMINARY APPLICATION FORM WITH A BRIEF LETTER OF INQUIRY INCLUDING A DESCRIPTION OF YOUR ORGANIZATION AND THE WORK FOR WHICH THE FUNDS WILL BE APPLIED MUST FIRST BE SUBMITTED.

ATTACHMENT 15990PF, PART XV - SUBMISSION DEADLINES

LETTERS OF INQUIRY CAN BE SUBMITTED AT ANY TIME AND WILL BE
ACKNOWLEDGED WITHIN 10 DAYS. IF A FULL APPLICATION IS INVITED, THE
DEADLINE DATE WILL BE PROVIDED AT THAT TIME. GENERALLY, THE
APPLICATION PROCESS SHOULD BE COMPLETED SIX TO EIGHT WEEKS PRIOR TO
EACH OF THREE DIRECTOR MEETINGS PER YEAR.