

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

For calendar year 2017 or tax year beginning

, and ending

Name of foundation

NICK AND JUDITH TOPITZES FAMILY FOUNDATION INC

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

1750 CAMELOT DRIVE

A Employer identification number

47-5039443

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

MADISON, WI 53705

Room/suite

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

B Telephone number

(608) 231-1250

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

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 ►

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **► \$ 1,928,103.** J Accounting method: Cash Accrual
 Other (specify) _____

(c) Adjusted net income
(d) Disbursements for charitable purposes (cash basis only)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received		280,813.		N/A	
2 Check ► <input type="checkbox"/> if the foundation is not required to interest on savings and temporary cash investments					
3 Dividends and interest from securities		16,401.	16,401.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)		50,282.			
6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	399,486.				
7 Capital gain net income (from Part IV, line 2)			50,282.		
8 Net short-term capital gain					
9 Income modifications Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		347,496.	66,683.		
13 Compensation of officers, directors, trustees etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees				RECEIVED	
b Accounting fees	STMT 2	1,874.	936.		936.
c Other professional fees				3025	JUL 16 2018
17 Interest	STMT 3	142.	0.		IRS O
18 Taxes					
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses	STMT 4	132.	0.		132.
24 Total operating and administrative expenses. Add lines 13 through 23		2,148.	936.		1,068.
25 Contributions, gifts, grants paid		192,976.			192,976.
26 Total expenses and disbursements. Add lines 24 and 25		195,124.	936.		194,044.
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements		152,372.			
b Net investment income (if negative, enter -0-)			65,747.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		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	276,386.	491,657.	491,657.
3	Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations	STMT 6	399,669.	299,835.
b	Investments - corporate stock	STMT 7	434,530.	575,446.
c	Investments - corporate bonds			
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 8	547,855.	561,165.
14	Land, buildings, and equipment: basis ►			
	Less accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		1,658,440.	1,928,103.
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			
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		0.	0.
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29	Retained earnings, accumulated income, endowment, or other funds		1,658,440.	1,928,103.
30	Total net assets or fund balances		1,658,440.	1,928,103.
31	Total liabilities and net assets/fund balances		1,658,440.	1,928,103.

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,658,440.
2	Enter amount from Part I, line 27a	2	152,372.
3	Other increases not included in line 2 (itemize) ►	3	117,291.
4	Add lines 1, 2, and 3	4	1,928,103.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,928,103.

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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.)
1a PUBLICLY TRADED SECURITIES					
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 399,486.		349,204.	50,282.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			50,282.		
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	50,282.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation doesn't 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))
2016	124,667.	1,509,900.	.082566
2015	192,300.	1,446,600.	.132932
2014			
2013			
2012			

2 Total of line 1, column (d)	2	.215498
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5.0, or by the number of years the foundation has been in existence if less than 5 years	3	.107749
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	1,661,028.
5 Multiply line 4 by line 3	5	178,974.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	657.
7 Add lines 5 and 6	7	179,631.
8 Enter qualifying distributions from Part XII, line 4	8	194,044.

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.

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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 2b

c All other domestic foundations enter 2% of line 2b. 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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments

a 2017 estimated tax payments and 2016 overpayment credited to 2017

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

6a 0.

6b 0.

6c 0.

6d 0.

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ►

Refunded ►

7 0.

8 5.

9 662.

10

11

Part VII-A | Statements Regarding Activities

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 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.

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. ► \$ 0. (2) On foundation managers. ► \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

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

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?
If "Yes," attach the statement required by *General Instruction T*

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

- By language in the governing instrument, or
- By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered. See instructions. ►

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*? If "No," attach explanation

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	

N/A

2	X
3	X
4a	X
4b	
5	X

6	X
7	X

8b	X
9	X
10	X

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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	N/A	
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?	N/A	<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?		
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?	<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?	N/A	

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

1. List all officers, directors, trustees, and foundation managers and their compensation.

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

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

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

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Part VIII

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

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

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

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



0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments

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

Amount

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

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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	1,398,035.
b	Average of monthly cash balances	1b	288,288.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,686,323.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,686,323.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	25,295.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,661,028.
6	Minimum investment return. Enter 5% of line 5	6	83,051.

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	83,051.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	657.
b	Income tax for 2017. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	657.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	82,394.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	82,394.
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	82,394.

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	194,044.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8; and Part XIII, line 4	4	194,044.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	657.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	193,387.

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.

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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				82,394.
2 Undistributed income if any as of the end of 2017			0.	
a Enter amount for 2016 only			0.	
b Total for prior years			0.	
3 Excess distributions carryover, if any, to 2017				
a From 2012				
b From 2013				
c From 2014				
d From 2015	169,908.			
e From 2016	49,314.			
f Total of lines 3a through e	219,222.			
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$	194,044.			
a Applied to 2016, 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 2017 distributable amount			0.	
e Remaining amount distributed out of corpus			0.	
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d) the same amount must be shown in column (a))		111,650.		82,394.
6 Enter the net total of each column as indicated below		0.		0.
a Corpus Add lines 3f 4c and 4e Subtract line 5		330,872.		
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 2016 Subtract line 4a from line 2a Taxable amount - see instr		0.		
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018		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.		0.
8 Excess distributions carryover from 2012 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2018 Subtract lines 7 and 8 from line 6a		330,872.		
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015	169,908.			
d Excess from 2016	49,314.			
e Excess from 2017	111,650.			

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

N/A

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

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).)

SEE STATEMENT 10

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.

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

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

c. Any submission deadlines:

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

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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)				
<i>a Paid during the year</i>				
ASSUMPTION CHURCH 11 N 7TH ST. MADISON, WI 53704	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,500.
MADISON OPERA 335 W MIFFLIN ST. MADISON, WI 53703	NONE	PUBLIC CHARITY	GENERAL OPERATONS	5,000.
MADISON SYMPHONY ORCHESTRA 222 W WASHINGTON AVE MADISON, WI 53703	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
MILWAUKEE PUBLIC MUSEUM 800 W WELLS ST. MILWAUKEE, WI 53233	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
OVERTURE CENTER FOR THE ARTS 201 STATE ST. MADISON, WI 53703	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 192,976.
<i>b Approved for future payment</i>				
NONE				
Total				► 3b 0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion 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	16,401.	
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	50,282.	
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)		0.		66,683.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	66,683.
(See worksheet in line 13 instructions to verify calculations.)					

Relationship of Activities to the Accomplishment of Exempt Purposes

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) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

(1) Sales of assets to a noncharitable exempt organization

(2) Purchases of assets from a noncharitable exempt organization

(3) Rental of facilities, equipment, or other assets

(4) Reimbursement arrangements

(5) Loans or loan guarantees

(6) Performance of services or membership or fundraising solicitations

Sharing of facilities, equipment, mailing lists, other assets, or paid employees

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

and belief, it is true, correct, and com

Signature of officer or trustee

17

Tat

May the IRS discuss this return with the preparer shown below? See instr

Paid Preparer Use Only	Print/Type preparer's name KEITH H. BAUMGARTNER, CPA	Preparer's signature 	Date 4/24/18	Check <input type="checkbox"/> if self-employed	PTIN P00187845
	Firm's name ► SMITH & GESTELAND, LLP			Firm's EIN ► 39-0857178	
	Firm's address ► P.O. BOX 1764 MADISON, WI 53701			Phone no. (608) 836-7500	

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

Schedule of Contributors
 ► Attach to Form 990, Form 990-EZ, or Form 990-PF.
 ► Go to www.irs.gov/Form990 for the latest information.

OMB No 1545-0047

2017

Name of the organization	NICK AND JUDITH TOPITZES FAMILY FOUNDATION INC	Employer identification number
Organization type (check one)		47-5039443

Filers of: **Section:**

Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

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

Special Rules

For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000, or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ► \$ _____

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2017)

Name of organization

NICK AND JUDITH TOPITZES FAMILY
FOUNDATION INC

Employer identification number

47-5039443

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NICK AND JUDITH TOPITZES 1750 CAMELOT DR MADISON, WI 53705	\$ 280,813.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <small>(Complete Part II for noncash contributions)</small>

Name of organization

NICK AND JUDITH TOPITZES FAMILY
FOUNDATION INC

Employer identification number

47-5039443

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

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

Name of organization

NICK AND JUDITH TOPITZES FAMILY
FOUNDATION INC

Employer identification number

47-5039443

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

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

NICK AND JUDITH TOPITZES FAMILY
FOUNDATION INC

47-5039443

Part XV: Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE. MADISON, WI 53726	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	9,172.
AMERICARES 88 HAMILTON AVE. STAMFORD, CT 06902	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
THE ANNUNCIATION GREEK ORTHODOX CHURCH 9440 W. CONGRESS ST. WAUWATOSA, WI 53225	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	11,100.
BADGER HONOR FLIGHT P.O. BOX 258066 MADISON, WI 53725	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
BOYS AND GIRLS CLUB 1818 W. BELTLINE HWY MADISON, WI 53713	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	250.
FOOD FOR THE POOR 6401 LYONS ROAD COCONUT GROVE, FL 33073	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	17,204.
OPERATION FRESH START 1925 WINNEBAGO ST. MADISON, WI 53704	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
GIOS GARDEN 2028 PARMENTER ST. MIDDLETON, WI 53562	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
GOODMAN CENTER 149 WAUBESA ST. MADISON, WI 53704	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
HELLENIC COLLEGE HOLY CROSS GREEK ORTHODOX SCHOOL OF THEOLOGY 50 GODDARD AVE. BROOKLINE, MA 02445	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
Total from continuation sheets				145,476.

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NICK AND JUDITH TOPITZES FAMILY
FOUNDATION INC

47-5039443

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
INTERNATIONAL ORTHODOX CHRISTIAN CHARITIES, INC., 110 WEST ROAD, SUITE 360 BALTIMORE, WI 21204	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	
LUCES WISCONSIN P.O. BOX 14402 MADISON, WI 53708	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	14,000.
MADISON ADVERTISING FEDERATION FOUNDATION P.O. BOX 5663 MADISON, WI 53705	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
MADISON COMMUNITY FOUNDATION 111 N. FAIRCHILD ST., SUITE 260 MADISON, WI 53703	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	10,000.
MADISON PUBLIC LIBRARY 201 W. MIPLIN ST. MADISON, WI 53703	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
MADISON COLLEGE FOUNDATION 3591 ANDERSON ST. MADISON, WI 53704	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
FOUNDATION FOR MADISON'S PUBLIC SCHOOLS 101 NOB HILL RD., #300 MADISON, WI 53713	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
PCMA FOUNDATION 35 EAST WACKER DR. CHICAGO, IL 60601	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
RIVER FOOD PANTRY 2201 DARWIN RD. MADISON, WI 53704	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
SECOND HARVEST FOODBANK OF SOUTHERN WISCONSIN 2802 DAIRY DR. MADISON, WI 53718	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
Total from continuation sheets				

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NICK AND JUDITH TOPITZES FAMILY
FOUNDATION INC

47-5039443

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF WISCONSIN FOUNDATION 1848 UNIVERSITY AVE. MADISON, WI 53726	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	20,000.
UNITED SERVICE ORGANIZATIONS P.O. BOX 96860 WASHINGTON, DC 20077	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
WAUKESHA COUNTY COMMUNITY COLLEGE FOUNDATION 2727 N. GRANDVIEW BLVD WAUKESHA, WI 53188	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	250.
WISCONSIN CHAMBER ORCHESTRA 321 E. MAIN ST. MADISON, WI 53703	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
WISCONSIN LITERACY NETWORK 701 DANE ST. MADISON, WI 53713	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
WOUNDED WARRIOR PROJECT 4899 BELFORT ROAD JACKSONVILLE, FL 32256	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
WISCONSIN YOUTH SYMPHONY ORCHESTRA 455 N. PARK ST. MADISON, WI 53706	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
MILWAUKEE PUBLIC LIBRARY 814 W. WISCONSIN AVE. MILWAUKEE, WI 53233	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,500.
<hr/>				
Total from continuation sheets				

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NICK AND JUDITH TOPITZES FAMILY FOUNDATI

47-5039443

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
SCHWAB	16,401.	0.	16,401.	16,401.	
TO PART I, LINE 4	16,401.	0.	16,401.	16,401.	

FORM 990-PF ACCOUNTING FEES STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING AND TAX PREPARATION	1,874.	936.		936.
TO FORM 990-PF, PG 1, LN 16B	1,874.	936.		936.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	142.	0.		0.
TO FORM 990-PF, PG 1, LN 18	142.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS	132.	0.		132.
TO FORM 990-PF, PG 1, LN 23	132.	0.		132.

NICK AND JUDITH TOPITZES FAMILY FOUNDATI

47-5039443

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 5

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAINS ON INVESTMENTS	117,291.
TOTAL TO FORM 990-PF, PART III, LINE 3	117,291.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURY BILLS	X		299,835.	299,835.
TOTAL U.S. GOVERNMENT OBLIGATIONS			299,835.	299,835.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			299,835.	299,835.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES	575,446.	575,446.
TOTAL TO FORM 990-PF, PART II, LINE 10B	575,446.	575,446.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CERTIFICATES OF DEPOSIT	COST	399,936.	399,936.
MUTUAL FUNDS AND ETF'S	COST	161,229.	161,229.
TOTAL TO FORM 990-PF, PART II, LINE 13		561,165.	561,165.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
NICK TOPITZES 1750 CAMELOT DR. MADISON, WI 53705	PRESIDENT 1.00	0.	0.	0.
JUDITH TOPITZES 1750 CAMELOT DR. MADISON, WI 53705	VICE PRESIDENT 1.00	0.	0.	0.
JAMES NICHOLAS TOPITZES 1347 NORTHEAST SUMNER ST. PORTLAND, OR 97211	TREASURER 1.00	0.	0.	0.
KENT C.N. TOPITZES 1750 CAMELOT DR. MADISON, WI 53705	SECRETARY 1.00	0.	0.	0.
WILLIAM BOYLE 17920 REDVERE DR. BROOKFIELD, WI 53045	DIRECTOR 1.00	0.	0.	0.
JAMES PAPAGEORGE 2508 WEST NORWAY DR. MEQUON, WI 53092	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

NICK TOPITZES
JUDITH TOPITZES