

For calendar year 2017, or tax year beginning 02-01-2017, and ending 01-31-2018

Name of foundation MELITTA S AND JOAN M PICK CHARITABLE TRUST C/O GEORGE A DIONISOPOULOS % GEORGE A DIONISOPOULOS		A Employer identification number 23-7243490	
Number and street (or P.O. box number if mail is not delivered to street address) FOLEY LARDNER LLP 777 E WISCONSIN		Room/suite	B Telephone number (see instructions) (414) 297-5750
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 532025306			
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here 2 Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 86,058,328		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	9,566	9,566		
	4 Dividends and interest from securities	1,288,594	1,288,594		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,583,263			
	b Gross sales price for all assets on line 6a 17,650,308				
	7 Capital gain net income (from Part IV, line 2)		2,583,263		
	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)	-61,052	12,492		
	12 Total. Add lines 1 through 11	3,820,371	3,893,915		
	13 Compensation of officers, directors, trustees, etc	219,850	87,940		131,910
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	39,750	15,900	0	23,850
	c Other professional fees (attach schedule)	183,007	183,007		
	17 Interest	6	6		
	18 Taxes (attach schedule) (see instructions)	64,354	7,744		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,958	1,958		
	24 Total operating and administrative expenses. Add lines 13 through 23	508,925	296,555	0	155,760
	25 Contributions, gifts, grants paid	4,063,340			4,063,340
	26 Total expenses and disbursements. Add lines 24 and 25	4,572,265	296,555	0	4,219,100
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-751,894			
	b Net investment income (if negative, enter -0-)		3,597,360		
c Adjusted net income (if negative, enter -0-)					

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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	1,758,219	1,520,429	1,520,429
	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)	101,375	100,691	100,056
	b	Investments—corporate stock (attach schedule)	55,627,121	54,907,709	80,380,802
	c	Investments—corporate bonds (attach schedule)	2,152,054	2,152,607	2,142,895
	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 ▶ _____)	1,343,777	1,549,395	1,914,146	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	60,982,546	60,230,831	86,058,328	
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 ☐ 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			
	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)	60,982,546	60,230,831	
31	Total liabilities and net assets/fund balances (see instructions) .	60,982,546	60,230,831		

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	60,982,546
2	Enter amount from Part I, line 27a	2	-751,894
3	Other increases not included in line 2 (itemize) ▶ _____	3	198
4	Add lines 1, 2, and 3	4	60,230,850
5	Decreases not included in line 2 (itemize) ▶ _____	5	19
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	60,230,831

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 See Additional Data Table			
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 See Additional Data Table			
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) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a See Additional Data Table			
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	2,583,263
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	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	1,996,527	68,701,070	0 029061
2015	3,054,395	70,094,889	0 043575
2014	1,634,000	68,167,319	0 02397
2013	1,512,311	30,073,515	0 050287
2012	1,704,273	19,446,732	0 087638
2 Total of line 1, column (d)			2 0 234531
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0 046906
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 77,107,577
5 Multiply line 4 by line 3			5 3,616,808
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 35,974
7 Add lines 5 and 6			7 3,652,782
8 Enter qualifying distributions from Part XII, line 4			8 4,219,100

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

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

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	35,974
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	35,974
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	35,974
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	56,610
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	56,610
8	Enter any penalty for underpayment of estimated tax. Check here ☐ 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	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	20,636
11	Enter the amount of line 10 to be Credited to 2018 estimated tax ☐ 20,636 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?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for 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>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
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>	2	No
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>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
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>	5	No
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?	6	Yes
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>	7	Yes
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? <i>If "No," attach explanation</i> .	8b	Yes
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 taxable year beginning in 2017 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ►	13	Yes	
14	The books are in care of ► <u>GEORGE A DIONISOPOULOS</u> Telephone no ► <u>(414) 297-5750</u>			
	Located at ► <u>777 E WISCONSIN AVENUE MILWAUKEE WI</u> ZIP+4 ► <u>53202</u>			
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 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? See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ Organizations relying on a current notice regarding disaster assistance check here. ☐	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? ☐	1c		No
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? ☐ 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		No
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 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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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		
	<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>				
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?				No
	<i>If "Yes" to 6b, file Form 8870</i>				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?				

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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
GEORGE A DIONISOPOULOS  777 E WISCONSIN AVE MILWAUKEE, WI 53202	TRUSTEE 1 0	0	0	0
RICHARD S GALLAGHER  777 E WISCONSIN AVE MILWAUKEE, WI 53202	TRUSTEE 1 0	0	0	0
FOLEY LARDNER LLP  777 E WISCONSIN AVE MILWAUKEE, WI 53202	0 0 0	219,850	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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances

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

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 	

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	76,921,448
b	Average of monthly cash balances.	1b	1,360,356
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	78,281,804
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	78,281,804
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,174,227
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	77,107,577
6	Minimum investment return. Enter 5% of line 5.	6	3,855,379

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	3,855,379
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	35,974
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	35,974
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,819,405
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,819,405
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	3,819,405

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	4,219,100
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	4,219,100
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	35,974
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,183,126

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				3,819,405
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			816,181	
b Total for prior years 2015, 2014, 2013		0		
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>4,219,100</u>				
a Applied to 2016, but not more than line 2a			816,181	
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.				3,402,919
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))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
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.				
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 instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				416,486
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).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.	0			

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 2017, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 organization 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
GEORGE A DIONISOPOULOS
777 E WISCONSIN AVENUE
MILWAUKEE, WI 532025306
(414) 297-5750

b The form in which applications should be submitted and information and materials they should include
NO PARTICULAR FORM IS REQUIRED BUT APPLICATIONS SHOULD BE IN WRITING TO RECEIVE CONSIDERATION

c Any submission deadlines
MARCH 31

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
GRANTS ARE GIVEN TO ORGANIZATIONS AND NOT INDIVIDUALS THE FOUNDATION'S PRESENT PLANS PRECLUDE EXTENSIVE CONSIDERATION OF UNSOLICITED REQUESTS

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 SCHEDULE VARIOUS VARIOUS, WI 53202	NONE	PC	SEE ATTACHED SCHEDULE	4,063,340
Total			▶ 3a	4,063,340
b <i>Approved for future payment</i> See Additional Data Table				
Total			▶ 3b	3,468,500

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	9,566		
4 Dividends and interest from securities.			14	1,288,594		
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.			14	12,492		
8 Gain or (loss) from sales of assets other than inventory			18	2,583,263		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue						
a 2016/2017 TAX REFUND (APPLIED TO 2017/2018)						610
b NORTH END PHASE IV LLC	531390	-74,154				
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e).		-74,154		3,893,915		610
13 Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations)			13			3,820,371

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

[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)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
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.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

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.	***** 2018-12-07 *****	May the IRS discuss this return with the preparer shown below? (see instr.)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
	JASON J KOHOUT				P01397759
	Firm's name ▶ FOLEY & LARDNER LLP				Firm's EIN ▶
	Firm's address ▶ 777 E WISCONSIN AVE MILWAUKEE, WI 532025306				Phone no (414) 271-2400

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e.g., real estate, (a) 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)
SEE ATTACHED SCHEDULE			
SEE ATTACHED SCHEDULE			
AB EUROPEAN OPPORTUNITIES			
AB EUROPEAN OPPORTUNITIES			
AB EUROPEAN OPPORTUNITIES - SEC 1256			
AB EUROPEAN OPPORTUNITIES - SEC 1256			
SECURITIES LITIGATION PROCEEDS			
FINANCIAL SERVICES OPPORTUNITIES CAYMAN FUND LP			
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,337,181		2,423,789	-86,608
15,117,287		12,599,160	2,518,127
			4,070
			17,815
			-27,404
			-41,107
			2,530
61,562			61,562
			134,278

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-86,608
			2,518,127
			61,562

TY 2017 Accounting Fees Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Accounting Fees Schedule

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOLEY PRIVATE OFFICE	39,750	15,900		23,850

TY 2017 Compensation Explanation

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Person Name	Explanation
GEORGE A DIONISOPOULOS	SEE EXPLANATION BELOW
RICHARD S GALLAGHER	SEE EXPLANATION BELOW
FOLEY LARDNER LLP	*TRUSTEE FEES FOR GEORGE A DIONISOPOULOS AND RICHARD S GALLAGHER ARE PAID TO FOLEY & LARDNER LLP UNDER EIN 39-0473800

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2017 Depreciation Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST

C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

TY 2017 Investments Corporate Bonds Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Investments Corporate Bonds Schedule

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CORPORATE BONDS & NOTES--SEE		
ATTACHED SCHEDULE.	2,152,607	2,142,895

TY 2017 Investments Corporate Stock Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMMON STOCK - SEE ATTACHED SCHEDULE.	26,806,396	45,404,649
ADJUSTMENT FOR TRADES SETTLED		
AFTER YEAR-END	180,550	180,550
EQUITY MUTUAL FUNDS - SEE ATTACHED SCHEDULE.	4,884,713	6,380,174
TAXABLE BOND MUTUAL FUNDS-SEE ATTACHED SCHEDULE.	14,068,251	13,860,968
EQUITY ETFS - SEE ATTACHED SCHEDULE.	8,967,799	14,554,461

TY 2017 Investments Government Obligations Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

**US Government Securities - End
of Year Book Value:**

100,691

**US Government Securities - End
of Year Fair Market Value:**

100,056

**State & Local Government
Securities - End of Year Book
Value:**

**State & Local Government
Securities - End of Year Fair
Market Value:**

TY 2017 Other Assets Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS
EIN: 23-7243490

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
AB FINANCIAL SERVICES			
OPPORTUNITY CAYMAN FUND	0	212,500	231,588
FINANCIAL SERVICES			
OPPORTUNITY CAYMAN FUND	380,048	86,972	196,381
MADISON INDUSTRIES HLDGS LLC	99,203	478,838	480,000
ALLIANCE BERNSTEIN EUROPEAN			
OPPORTUNITIES DBT	664,526	645,239	806,177
NORTH END PHASE IV LLC	200,000	125,846	200,000

TY 2017 Other Decreases Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Description	Amount
BASIS ADJUSTMENT - FINANCIAL SERVICES	0
OPPORTUNITIES CAYMAN FUND LP	19

TY 2017 Other Expenses Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REIMB OF ATTY DISBURSEMENTS	960	960		
ADR FEES	304	304		
AB EUROPEAN OPPORTUNITIES	310	310		
MADISON INDUSTRIES HLDGS LLC	384	384		

TY 2017 Other Income Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2016/2017 EXCISE TAX OVERPAYMENT APPLIED	610		
NORTH END PHASE IV LLC - NET RENTAL			
REAL ESTATE LOSS	-74,154		
FINANCIAL SERVICES OPPORTUNITIES			
CAYMAN FUND LP - ORDINARY EARNINGS	12,492	12,492	

TY 2017 Other Increases Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Description	Amount
MISCELLANEOUS ADJUSTMENT	198

TY 2017 Other Professional Fees Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT COUNSEL FEES	183,007	183,007		

TY 2017 Taxes Schedule

Name: MELITTA S AND JOAN M PICK CHARITABLE TRUST
C/O GEORGE A DIONISOPOULOS

EIN: 23-7243490

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2017/2018 ESTIMATED TAXES	56,000			
2016/2017 OVERPYMT APPLIED	610			
FOREIGN TAXES	3,089	3,089		
AB EUROPEAN OPP FOREIGN TAXES	4,655	4,655		

MELITTA S PICK CHARITABLE TRUST

EIN 23-7243490

Attachment to Form 990-PF for Fiscal Year Ending January 31, 2018

Part XV, Line 3(a) - Contributions

DONEE	AMOUNT	PURPOSE
Above the Clouds, Milwaukee, WI	5,000 00	Unrestricted grant
Audio & Braille Literacy Enhancement, Inc , Milwaukee, WI	6,000 00	Unrestricted grant
Balance Inc , Grafton, WI	84,500 00	Unrestricted grant
Bay Lakes Council - Boy Scouts of America, Menasha, WI	5,000 00	Unrestricted grant
Big Brothers/Big Sisters of Sheboygan County, Sheboygan, WI	10,000 00	Unrestricted grant
Big Brothers/Big Sisters of Washington County, West Bend, WI	10,000 00	Unrestricted grant
Bookworm Gardens, Sheboygan, WI	50,000 00	Unrestricted grant
Camp Anokijig, Friends of, Plymouth, WI	7,500 00	Unrestricted grant
Cedar Lakes Conservation Foundation, West Bend, WI	44,500 00	Unrestricted grant
Center for Deaf-Blind Persons, Inc , Milwaukee, WI	5,000 00	Unrestricted grant
Childrens Hospital of Wisconsin Foundation, Milwaukee, WI	525,000 00	Unrestricted grant
Citizen Advocacy Program of Washington County, West Bend, WI	5,000 00	Unrestricted grant
Dr James E Albrecht Free Clinic Inc , West Bend, WI	5,000 00	Unrestricted grant
Family Center of Washington County, West Bend, WI	5,000 00	Unrestricted grant
First Stage Milwaukee, Inc Performing Arts Center, Milwaukee, WI	25,000 00	Unrestricted grant
Girl Scouts of Wisconsin Southeast, Inc , Milwaukee, WI	5,000 00	Unrestricted grant
Glacial Lakes Conservancy, Inc , Sheboygan, WI	2,500 00	Unrestricted grant
Elkhart Lake Glenbeulah Education Foundation, Inc , Elkhart Lake, WI	100,000 00	Unrestricted grant
Hunger Task Force of Milwaukee, Milwaukee, WI	25,000 00	Unrestricted grant
Juvenile Diabetes Research Foundation, New York, NY	100,000 00	Unrestricted grant
Lakeshore Regional Child Advocacy Center, Poer Washington, WI	50,000 00	Unrestricted grant
Literacy Services of Wisconsin, Inc , Milwaukee, WI	10,000 00	Unrestricted grant
Manitou Council (Girl Scouts of) Inc , Sheboygan, WI	38,340 00	Camp Evelyn
Milwaukee Art Museum, Milwaukee, WI	100,000 00	Unrestricted grant
Milwaukee Institute of Art & Design, Milwaukee, WI	25,000 00	Unrestricted grant
Milwaukee Public Museum, Milwaukee, WI	100,000 00	Unrestricted grant
Milwaukee School of Engineering, Milwaukee, WI	25,000 00	Unrestricted grant
Milwaukee Symphony Orchestra, Inc , Milwaukee, WI	50,000 00	Unrestricted grant
Milwaukee Youth Arts Center, Milwaukee, WI	250,000 00	Unrestricted grant
National Audubon Society (Audubon Center at Riverlands), West Alton, MO	50,000 00	Unrestricted grant
Neighborhood House of Milwaukee, Milwaukee, WI	35,000 00	Unrestricted grant
Nourish Farms, Inc , Sheboygan, WI	30,000 00	Unrestricted grant
Old World Wisconsin Foundation, Inc , Eagle, WI	25,000 00	Unrestricted grant
Our Next Generation, Inc , Milwaukee, WI	25,000 00	Bus purchase
Ozaukee Family Services, Cedarburg, WI	20,000 00	Unrestricted grant
Planned Parenthood Association of Washington County, West Bend, WI	4,000 00	Unrestricted grant
Plymouth Arts Foundation, Inc , Plymouth, WI	5,000 00	Unrestricted grant
Prevent Blindness Wisconsin, Milwaukee, WI	5,000 00	Unrestricted grant
Riveredge Nature Center, Inc , Newburg, WI	10,000 00	Unrestricted grant
Running Rebels Community Organization, Inc , Milwaukee, WI	25,000 00	Unrestricted grant
Safe Harbor of Sheboygan County, Inc , Sheboygan, WI	300,000 00	Unrestricted grant
Sainta, Inc , Wauwatosa, WI	50,000 00	Unrestricted grant
St Ann Center for Intergenerational Care, Inc, Milwaukee, WI	250,000 00	Unrestricted grant
St Benedict the Moor, Milwaukee, WI	15,000 00	Unrestricted grant
St Louis Children's Hospital Foundation, St Louis, MO	10,000 00	Unrestricted grant
The Salvation Army, Sheboygan, WI	20,000 00	Unrestricted grant
Samaritan's Hand, Inc , Sheboygan, WI	10,000 00	Unrestricted grant
Sharp Literacy, Inc , Milwaukee, WI	10,000 00	Unrestricted grant
Sheboygan & Plymouth Area United Way, Inc , Sheboygan, WI	10,000 00	Unrestricted grant
Sheboygan County Historical Research Center, Sheboygan Falls, WI	30,000 00	Unrestricted grant
Sheboygan County Humane Society, Sheybogan, WI	7,500 00	Unrestricted grant
Sheboygan County YMCA, Sheboygan, WI	25,000 00	Unrestricted grant
Weill Center Foundation Inc , Sheboygan, WI	125,000 00	Unrestricted grant
Threshold, Inc , West Bend, WI	5,000 00	Unrestricted grant
United Performing Arts Fund, Milwaukee, WI	100,000 00	Unrestricted grant
United Way of Washington County, West Bend, WI	50,000 00	Unrestricted grant
Volunteer Center of Washington County, West Bend, WI	5,000 00	Unrestricted grant
Washington County Historical Society, West Bend, WI	35,000 00	Unrestricted grant

MELITTA S PICK CHARITABLE TRUST

EIN 23-7243490

Attachment to Form 990-PF for Fiscal Year Ending January 31, 2018

Part XV, Line 3(a) - Contributions

DONEE	AMOUNT	PURPOSE
Washington County Humane Society, Inc , Slinger, WI	7,500 00	Unrestricted grant
Washington University (Brusky Center for Human Immunology, St Louis, MO	100,000 00	Vaccine Trials
Water org, Inc , Kansas City, MO	25,000 00	Unrestricted grant
West Bend Community Foundation (Museum of Wisconsin Art Inc), West Bend, WI	866,000 00	Unrestricted grant
World Orphan Fund, Inc , Randolph, WI	100,000 00	Unrestricted grant
Total	4,063,340 00	