

Form **990-PF**Department of the Treasury  
Internal Revenue Service

EXTENDED TO NOVEMBER 15, 2019

**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](http://www.irs.gov/Form990PF) for instructions and the latest information.

OMB No. 1545-0052

**2018**

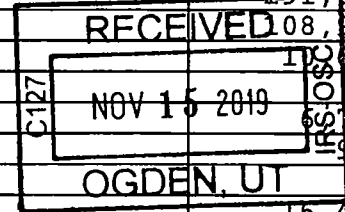
Open to Public Inspection

For calendar year 2018 or tax year beginning

, and ending

Name of foundation <b>CHARLES E. BENIDT FOUNDATION, INC.</b>		A Employer identification number <b>36-4522803</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 86</b>	Room/suite	B Telephone number <b>262-797-9912</b>
City or town, state or province, country, and ZIP or foreign postal code <b>ELM GROVE, WI 53122-0086</b>		C If exemption application is pending, check here <input type="checkbox"/> <b>6</b>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>64,722,804.</b>	J Accounting method: <input type="checkbox"/> Cash <input type="checkbox"/> Accrual <input checked="" type="checkbox"/> Other (specify) <b>MODIFIED CASH</b> (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,263,217.	1,432,869.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,487,285.			STATEMENT 1
b Gross sales price for all assets on line 6a <b>9,758,673.</b>					
7 Capital gain net income (from Part IV, line 2)			2,995,966.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		810.	120,465.		STATEMENT 3
12 Total. Add lines 1 through 11		2,751,312.	4,549,300.		
13 Compensation of officers, directors, trustees, etc		234,000.	43,000.		191,000.
14 Other employee salaries and wages		121,000.	12,100.		108,900.
15 Pension plans, employee benefits		12,506.	1,876.		10,630.
16a Legal fees					
b Accounting fees STMT 4		6,775.	0.		6,775.
c Other professional fees STMT 5		377,730.	376,807.		37,923.
17 Interest					
18 Taxes STMT 6		79,683.	48,086.		16,491.
19 Depreciation and depletion		2,440.	0.		
20 Occupancy		17,724.	0.		17,724.
21 Travel, conferences, and meetings		7,288.	0.		7,288.
22 Printing and publications					
23 Other expenses STMT 7		12,932.	209,059.		12,932.
24 Total operating and administrative expenses. Add lines 13 through 23		872,078.	690,928.		372,663.
25 Contributions, gifts, grants paid		3,025,310.			3,025,310.
26 Total expenses and disbursements. Add lines 24 and 25		3,897,388.	690,928.		3,397,973.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,146,076.			
b Net investment income (if negative, enter -0-)			3,858,372.		
c Adjusted net income (if negative enter -0-)				N/A	

30 Received in NOV 21 2019  
Batching OgdenSCANNED DEC 20 2019  
Operating and Administrative Expenses

13 924

Part II. Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,109,443.	2,116,365.	2,116,365.
	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 8	5,333,089.	6,052,175.	6,052,175.
	b Investments - corporate stock STMT 9	40,881,665.	32,449,255.	32,449,255.
	c Investments - corporate bonds STMT 10	5,352,334.	6,584,920.	6,584,920.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	18,684,867.	17,507,084.	17,507,084.
	14 Land, buildings, and equipment: basis ▶ 47,138.			
	Less: accumulated depreciation STMT 12 ▶ 34,133.	15,445.	13,005.	13,005.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	71,376,843.	64,722,804.	64,722,804.
	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 ▶)			
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted and complete lines 24 through 26, and lines 30 and 31.			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	71,376,843.	64,722,804.	
	30 Total net assets or fund balances	71,376,843.	64,722,804.	
	31 Total liabilities and net assets/fund balances	71,376,843.	64,722,804.	

## 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	71,376,843.
2 Enter amount from Part I, line 27a	2	-1,146,076.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	70,230,767.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	5	5,507,963.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	64,722,804.

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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.)
<b>1a PUBLICALLY TRADED SECURITIES</b>	<b>P</b>		
<b>b CAPITAL GAINS FROM K-1S</b>	<b>P</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 8,657,600.		6,762,707.	1,894,893.
b 1,101,073.			1,101,073.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) 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			1,894,893.
b			1,101,073.
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	2,995,966.
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))
2017	3,065,021.	67,270,819.	.045562
2016	2,629,210.	62,518,882.	.042055
2015	3,043,207.	65,616,341.	.046379
2014	3,007,236.	67,061,021.	.044843
2013	3,096,146.	63,912,605.	.048443

2 Total of line 1, column (d)	2	.227282
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	.045456
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	69,585,796.
5 Multiply line 4 by line 3	5	3,163,092.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38,584.
7 Add lines 5 and 6	7	3,201,676.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	3,397,973.

3

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	38,584.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations, enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	0.
3 Add lines 1 and 2		3	38,584.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	38,584.
6 Credits/Payments:			
a 2018 estimated tax payments and 2017 overpayment credited to 2018	6a	77,700.	
b Exempt foreign organizations - tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	11,000.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	88,700.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	50,116.	
11 Enter the amount of line 10 to be: Credited to 2019 estimated tax <input checked="" type="checkbox"/> 50,116. Refunded <input checked="" type="checkbox"/> 0.	11	0.	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. <input checked="" type="checkbox"/> WI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the tax year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

**Part VII-A** Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.CHARLESEBENIDTFOUNDATION.ORG</u>	X	
14 The books are in care of ► <u>BEATRICE A. WEBSTER</u> Telephone no. ► <u>262-797-9912</u> Located at ► <u>P.O. BOX 86, ELM GROVE, WI</u> ZIP+4 ► <u>53122-0086</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		
16 At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		X
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 2018?		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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.)	N/A	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2018 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 2018.)	N/A	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?		X

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

5a During the year, did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions

N/A

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?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?

☐ Yes ☒ No**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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		234,000.	12,506.	0.

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
MAUREEN E. CROWLEY P.O. BOX 86, ELM GROVE, WI 53122	PROGRAM DIRECTOR 35.00	121,000.	0.	0.

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

0

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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	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	70,041,522.
b	Average of monthly cash balances	1b	603,956.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	70,645,478.
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	70,645,478.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,059,682.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	69,585,796.
6	Minimum investment return. Enter 5% of line 5	6	3,479,290.

**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	3,479,290.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	38,584.
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	38,584.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,440,706.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,440,706.
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	3,440,706.

**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	3,397,973.
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	3,397,973.
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	38,584.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,359,389.

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.

Form 990-PF (2018)



**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,440,706.
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only			2,175,350.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2018:				
a From 2013				
b From 2014				
c From 2015				
d From 2016				
e From 2017				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ \$ 3,397,973.				
a Applied to 2017, but not more than line 2a			2,175,350.	
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 2018 distributable amount				1,222,623.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2017. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019				2,218,083.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2014				
b Excess from 2015				
c Excess from 2016				
d Excess from 2017				
e Excess from 2018				

**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 2018, 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)

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

b 85% of line 2a

c Qualifying distributions from Part XII, line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

Tax year

(a) 2018

(b) 2017

Prior 3 years

(c) 2016

(d) 2015

(e) Total

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

## 1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

## 2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., 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:

**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
<b>a Paid during the year</b>				
AUDIO & BRAIL LITERACY ENHANCEMENT 803 WEST WELLS MILWAUKEE, WI 53233-1436	NONE	PUBLIC CHARITY	GENERAL OPERATING	20,000.
BEST BUDDIES 10855 WEST POTTER ROAD #14 WAUWATOSA, WI 53226	NONE	PUBLIC CHARITY	SUMMER TRAINING PROGRAM	10,000.
CARROLL UNIVERSITY 100 NORTH EAST AVENUE WAUKESHA, WI 53186	NONE	PUBLIC CHARITY	SCHOLARSHIPS	5,000.
CONCORDIA SEMINARY 801 SEMINARY PLACE ST. LOUIS, MO 63105	NONE	PUBLIC CHARITY	ENDOWMENT FUND	200,000.
CONCORDIA SEMINARY ADOPT-A-STUDENT 801 SEMINARY PLACE ST. LOUIS, MO 63105	NONE	PUBLIC CHARITY	SCHOLARSHIPS	60,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3,025,310.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>

**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
EXPONENT PHILANTHROPY 1720 N STREET NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	DISCRETIONARY FUNDS GENERAL OPERATING	5,000.
FEEDING AMERICA 1700 W FOND DU LAC AVENUE MILWAUKEE, WI 53205	NONE	PUBLIC CHARITY	GENERAL OPERATING	60,000.
HOPE STREET 2522 W CAPITOL DRIVE #8 MILWAUKEE, WI 53206	NONE	PUBLIC CHARITY	ACORN FUND	20,000.
JOURNEY HOUSE 2110 W SCOTT STREET MILWAUKEE, WI 53204	NONE	PUBLIC CHARITY	KEY PERSONNEL & FIELD MAINTENANCE	508,890.
JOURNEY HOUSE 2110 W SCOTT STREET MILWAUKEE, WI 53204	NONE	PUBLIC CHARITY	CITIZENSHIP PROGRAM	51,805.
LCMS WORLD MISSIONS 1333 S KIRKWOOD ROAD ST. LOUIS, MO 63122	NONE	PUBLIC CHARITY	MISSIONARY SUPPORT	120,000.
MEDICAL COLLEGE OF WI 8701 W WATERTOWN PLANK RD MILWAUKEE, WI 53226	NONE	PUBLIC CHARITY	AIM & ROADS	75,000.
META HOUSE 2625 N WEIL STREET MILWAUKEE, WI 53212	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	15,000.
MILWAUKEE COLLEGE PREP 2449 NORTH 36TH STREET MILWAUKEE, WI 53210	NONE	PUBLIC CHARITY	GENERAL OPERATING	85,000.
NEW WAY ACADEMY 5048 OAK STREET PHOENIX, AZ 85008	NONE	PUBLIC CHARITY	GENERAL OPERATING	99,200.
Total from continuation sheets				2,730,310.

**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
OUR NEXT GENERATION 3421 W LISBON AVE MILWAUKEE, WI 53208	NONE	PUBLIC CHARITY	SUMMER SCHOOL & ADVENTURE PROGRAM	90,000.
PENFIELD CHILDREN'S CENTER 833 N 26TH STREET MILWAUKEE, WI 53233	NONE	PUBLIC CHARITY	PROGRAM & SERVICE SUPPORT	25,000.
PENFIELD MONTESSORI ACADEMY 833 N 26TH STREET MILWAUKEE, WI 53233	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	500,000.
PHOENIX GOSPEL MISSION 1468 N 26TH AVENUE PHOENIX, AZ 85009	NONE	PUBLIC CHARITY	CHANGING LIVES CENTER MEN'S RESCUE MISSION	70,000.
SOJOURNER FAMILY PEACE CENTER PO BOX 080319 MILWAUKEE, WI 53208	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	750,000.
SOJOURNER FAMILY PEACE CENTER PO BOX 080319 MILWAUKEE, WI 53208	NONE	PUBLIC CHARITY	GENERAL OPERATING	25,000.
THE SALVATION ARMY - MILWAUKEE 11315 W WATERTOWN PLANK ROAD PO BOX 26019 WAUWATOSA, WI 53226-0019	NONE	PUBLIC CHARITY	GENERAL OPERATING	60,000.
THE SALVATION ARMY - PHOENIX 2707 EAST VAN BUREN STREET PO BOX 52177 PHOENIX, AZ 85072	NONE	PUBLIC CHARITY	ELIM HOUSE	50,000.
THE WOMEN'S CENTER 505 NORTH EAST AVENUE WAUKESHA, WI 53186	NONE	PUBLIC CHARITY	CLINICAL PSYCHOLOGY CONSULTANT & COUNSELLING DIRECTORY	15,000.
FROEDTERT & THE MEDICAL COLLEGE OF WI 9200 W WISCONSIN AVENUE MILWAUKEE, WI 53226	NONE	PUBLIC CHARITY	ACORN FUND	3,136.
Total from continuation sheets ...				

**36-4522803**

### 3 Grants and Contributions Paid During the Year (Continuation)

**Total from continuation sheets**







## FORM 990-PF

## GAIN OR (LOSS) FROM SALE OF ASSETS

## STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
PUBLICALLY TRADED SECURITIES	8,657,600.	7,170,315.	0.	0.	1,487,285.	

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
CAPITAL GAINS FROM K-1S	1,101,073.	1,101,073.	0.	0.	0.	

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	1,487,285.

## FORM 990-PF

## DIVIDENDS AND INTEREST FROM SECURITIES

## STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BOOKS - INTEREST/DIVIDENDS	1,263,217.	0.	1,263,217.	0.	
TO PART I, LINE 4	1,263,217.	0.	1,263,217.	0.	

## FORM 990-PF

## OTHER INCOME

## STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 OTHER INCOME	0.	118,322.	
TAX LETTER - OTHER INCOME	0.	2,143.	
CONVENIENCE DEPOSIT	144.	0.	
CLASS ACTION CHECK	666.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	810.	120,465.	

## FORM 990-PF

## ACCOUNTING FEES

## STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	6,775.	0.		6,775.
TO FORM 990-PF, PG 1, LN 16B	6,775.	0.		6,775.

## FORM 990-PF

## OTHER PROFESSIONAL FEES

## STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL DATA	923.	0.		923.
INVESTMENT FEES - NORTHERN TRUST	304,118.	304,118.		0.
MISCELLANEOUS FEES - NORTHERN TRUST	72,689.	72,689.		0.
TO FORM 990-PF, PG 1, LN 16C	377,730.	376,807.		923.

## FORM 990-PF

## TAXES

## STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	60,804.	0.		0.
PAYROLL TAXES	18,879.	2,388.		16,491.
FOREIGN TAXES PAID PER 1099 AND/OR K-1	0.	45,698.		0.
TO FORM 990-PF, PG 1, LN 18	79,683.	48,086.		16,491.

## FORM 990-PF

## OTHER EXPENSES

## STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ANNUAL FILING FEE	10.	0.		10.
FEES & DUES	4,250.	0.		4,250.
INSURANCE	4,383.	0.		4,383.
K-1 DEDUCTIONS	0.	209,059.		0.
MISCELLANEOUS	429.	0.		429.
OFFICE SUPPLIES	597.	0.		597.
POSTAGE	410.	0.		410.
SERVICES	2,853.	0.		2,853.
TO FORM 990-PF, PG 1, LN 23	12,932.	209,059.		12,932.

## FORM 990-PF

## U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS

## STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST GOVERNMENT BONDS (SEE ATTACHED STMT)	X		6,052,175.	6,052,175.
TOTAL U.S. GOVERNMENT OBLIGATIONS			6,052,175.	6,052,175.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			6,052,175.	6,052,175.

## FORM 990-PF

## CORPORATE STOCK

## STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST CORPORATE STOCK (SEE ATTACHED STMT)	32,449,255.	32,449,255.
TOTAL TO FORM 990-PF, PART II, LINE 10B	32,449,255.	32,449,255.

## FORM 990-PF

## CORPORATE BONDS

## STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST CORPORATE BONDS (SEE ATTACHED STMT)	6,584,920.	6,584,920.
TOTAL TO FORM 990-PF, PART II, LINE 10C	6,584,920.	6,584,920.

## FORM 990-PF

## OTHER INVESTMENTS

## STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST HEDGE FUND (SEE ATTACHED STMT)	FMV	3,187,569.	3,187,569.
MAKENA CAPITAL INVESTMENT	FMV	13,102,361.	13,102,361.
NORTHERN TRUST REAL ESTATE (SEE ATTACHED STMT)	FMV	1,217,154.	1,217,154.
TOTAL TO FORM 990-PF, PART II, LINE 13		17,507,084.	17,507,084.

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FORM 990-PF      DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT      STATEMENT 12

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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
APPLE COMPUTER	1,473.	1,473.	0.
APPLE COMPUTER	7,822.	7,822.	0.
CONFERENCE TABLE & CHAIRS	2,811.	2,811.	0.
LEASEHOLD IMPROVEMENTS	15,355.	8,448.	6,907.
LEASEHOLD IMPROVEMENTS	7,174.	3,904.	3,270.
LEASEHOLD IMPROVEMENTS	2,949.	1,592.	1,357.
LEASEHOLD IMPROVEMENTS	3,159.	1,688.	1,471.
OFFICE FURNITURE	6,395.	6,395.	0.
TOTAL TO FM 990-PF, PART II, LN 14	47,138.	34,133.	13,005.

FORM 990-PF

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

STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BEATRICE A. WEBSTER P.O. BOX 86 ELM GROVE, WI 53122	PRESIDENT/TREASURER 35.00	155,000.	12,506.	0.
NANCY M. BONNIWELL P.O. BOX 86 ELM GROVE, WI 53122	DIRECTOR 0.50	12,000.	0.	0.
JAMES L. MOHR P.O. BOX 86 ELM GROVE, WI 53122	VICE PRESIDENT 0.50	14,000.	0.	0.
LEE J. MEVIS P.O. BOX 86 ELM GROVE, WI 53122	DIRECTOR 0.50	13,000.	0.	0.
MARK MILLER P.O. BOX 86 ELM GROVE, WI 53122	DIRECTOR 0.50	13,000.	0.	0.
SHOBHA WARREN P.O. BOX 86 ELM GROVE, WI 53122	DIRECTOR 0.50	13,000.	0.	0.
AMANDA HIATT P.O. BOX 86 ELM GROVE, WI 53122	DIRECTOR 0.30	14,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		234,000.	12,506.	0.

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\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone