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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter social security numbers on this form as it may be made public.

▶ Go to 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 Jul 1, 2018, and ending Jun 30, 2019

Name of foundation: WHEELER FAMILY FOUNDATION, INC.

A Employer identification number: 38-3392912

Number and street (or P O box number if mail is not delivered to street address): 101 WEST BIG BEAVER ROAD — Room/suite: 800

B Telephone number (see instructions): (248)844-1410

City or town, state or province, country, and ZIP or foreign postal code: TROY MI 48084

C If exemption application is pending, check here ▶ ☐

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) ▶ $ 17,841,768.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (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 ▶ ☐

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))

	Line	Description	(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)	727,885			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	276,182.	276,142.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	185,743.			
	b	Gross sales price for all assets on line 6a 4,494,958.		L-6a Stmt		
	7	Capital gain net income (from Part IV, line 2)		185,680.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) See Stmt	-567.	-2,770.		
	12	**Total.** Add lines 1 through 11	1,189,243.	459,052.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) L-16b Stmt	2,120.	2,120.		
	c	Other professional fees (attach schedule) L-16c Stmt	248,317.	104,317.		144,000.
	17	Interest	5,864.	5,857.		
	18	Taxes (attach schedule) (see instructions) See Stmt	29,072.	16,572.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	7,595.			7,207.
	22	Printing and publications				
	23	Other expenses (attach schedule) See Stmt	57,029.	56,880.		109.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	349,997.	185,746.		151,316.
	25	Contributions, gifts, grants paid	885,000.			885,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,234,997.	185,746.		1,036,316.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-45,754.			
	b	**Net investment income** (if negative, enter -0-)		273,306.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	536,094.	390,388.	390,388.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) L-10b Stmt	7,114,563.	7,366,700.	9,413,814.
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment: basis ▶			
		Less. accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) L-13 Stmt	7,176,827.	7,041,827.	8,037,409.
	14	Land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ L-15 Stmt)	8,126.	157.	157.
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	14,835,610.	14,799,072.	17,841,768.
Liabilities	17	Accounts payable and accrued expenses	0.	9,216.	
	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.	9,216.	
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	14,835,610.	14,789,856.	
	30	**Total net assets or fund balances** (see instructions)	14,835,610.	14,789,856.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	14,835,610.	14,799,072.	

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	14,835,610.
2	Enter amount from Part I, line 27a	2	-45,754.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,789,856.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,789,856.

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	P	Various	Various
b	FROM SCH. K-1:ROCKEFELLER OPPORTUNISTIC CREDIT FUND, LLC	P	Various	Various
c	FROM SCH. K-1:ROCKEFELLER GLOBAL EQUITY FUND II, L.P.	P	Various	Various
d	FROM SCH. K-1:ROCKEFELLER INTERNATIONAL EQUITY FUND II, L.P.	P	Various	Various
e	See Statement			

	(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	4,494,958.		4,420,754.	74,204.
b	19,287.			19,287.
c	17,071.			17,071.
d	58,387.			58,387.
e	16,794.			16,794.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.

	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				74,204.
b				19,287.
c				17,071.
d				58,387.
e				16,794.

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	185,743.
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 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	964,818.	17,416,896.	0.055396
2016	720,085.	16,235,090.	0.044354
2015	851,744.	15,565,130.	0.054721
2014	563,595.	12,849,395.	0.043862
2013	509,316.	9,517,802.	0.053512

2	**Total** of line 1, column (d)	2	0.251845
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	0.050369
4	Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	17,186,376.
5	Multiply line 4 by line 3	5	865,661.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,733.
7	Add lines 5 and 6	7	868,394.
8	Enter qualifying distributions from Part XII, line 4	8	1,036,316.

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.

3

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	2,733.
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	2,733.
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	2,733.
6	Credits/Payments:		
a	2018 estimated tax payments and 2017 overpayment credited to 2018 — 6a: 7,020.		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	7,020.
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	4,287.
11	Enter the amount of line 10 to be. **Credited to 2019 estimated tax** ▶ 4,287. **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		×
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition	1b		×
	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?	1c		×
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? If "Yes," attach a detailed description of the activities.	2		×
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	3		×
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	×	
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? If "Yes," attach the statement required by *General Instruction T*	5		×
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	×	
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	7	×	
8a	Enter the states to which the foundation reports or with which it is registered. See instructions. ▶ DE			
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	8b	×	
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	9		×
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		×

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	11		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	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ DOUGLAS S. SOIFER Telephone no. ▶ (248)844-1410 Located at ▶ 101 W. BIG BEAVER RD., STE. 800 TROY MI ZIP+4 ▶ 48084			
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 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?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year, did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b		X
	Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20___, 20___, 20___, 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20___, 20___, 20___, 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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.)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		X

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

		Yes	No
5a During the year, did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b		
Organizations relying on a current notice regarding disaster assistance, check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		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?	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. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
MICHAELON A. WRIGHT 101 W. BIG BEAVER RD., STE. 800 TROY MI 48084	DIR/PRES 3.00	0.	0.	2,431.
ROBERT T. HOWARD 101 W. BIG BEAVER RD., STE. 800 TROY MI 48084	EXE. VICE PRES. 1.00	0.	0.	0.
DOUGLAS S. SOIFER 101 W. BIG BEAVER RD., STE. 800 TROY MI 48084	SECRETARY 3.00	0.	0.	0.
See Statement	4.00	180,000.	0.	2,384.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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	0.
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 N/A	0.
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	12,197,943.
b	Average of monthly cash balances	1b	590,077.
c	Fair market value of all other assets (see instructions)	1c	4,660,077.
d	**Total** (add lines 1a, b, and c)	1d	17,448,097.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	17,448,097.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	261,721.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,186,376.
6	**Minimum investment return.** Enter 5% of line 5	6	859,319.

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	859,319.
2a	Tax on investment income for 2018 from Part VI, line 5	2a	2,733.		
b	Income tax for 2018. (This does not include the tax from Part VI.)	2b	180.		
c	Add lines 2a and 2b			2c	2,913.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	856,406.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	856,406.
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	856,406.

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	1,036,316.
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	1,036,316.
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	2,733.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,033,583.

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 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7					856,406.
2 Undistributed income, if any, as of the end of 2018					
a Enter amount for 2017 only					
b Total for prior years: 20 ___, 20 ___, 20 ___					
3 Excess distributions carryover, if any, to 2018:					
a From 2013	0.				
b From 2014	0.				
c From 2015	32,770.				
d From 2016	0.				
e From 2017	108,531.				
f **Total** of lines 3a through e		141,301.			
4 Qualifying distributions for 2018 from Part XII, line 4: ▶ $ 1,036,316.					
a Applied to 2017, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2018 distributable amount					856,406.
e Remaining amount distributed out of corpus		179,910.			
5 Excess distributions carryover applied to 2018 (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		321,211.			
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 2017. Subtract line 4a from line 2a. Taxable amount — see instructions				0.	
f Undistributed income for 2018. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2019					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)					
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2019.** Subtract lines 7 and 8 from line 6a		321,211.			
10 Analysis of line 9:					
a Excess from 2014	0.				
b Excess from 2015	32,770.				
c Excess from 2016	0.				
d Excess from 2017	108,531.				
e Excess from 2018	179,910.				

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

1a 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)

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon.					
a "Assets" alternative test—enter. **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter. **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

MICHAELON A. WRIGHT

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

See Supplementary Information Statement

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
a *Paid during the year*				
EVANS SCHOLARS FOUNDATION ONE BRIAR ROAD GOLF IL 60029	N/A	PC	COLLEGE SCHOLARSHIPS	3,000.
MEDICAL TEAMS INTERNATIONAL P.O. BOX 10 PORTLAND OR 97207	N/A	PC	WORLDWIDE RESTORATION PROJECTS AND LOUISIANA FLOOD RELIEF	7,200.
DETROIT SYMPHONY ORCHESTRA 3711 WOODWARD AVENUE DETROIT MI 48201	N/A	PC	GENERAL FUND	1,000.
TURNING POINT USA 4940 EAST BEVERLY ROAD PHOENIX AZ 85044	N/A	PC	GENERAL FUND	75,000.
YOUNG AMERICANS FOR LIBERTY FOUNDATION P.O. BOX 2751 ARLINGTON VA 22201	N/A	PC	GENERAL FUND-PUBLIC POLICY	2,500.
MERCY HIGH SCHOOL 29300 W. 11 MILE ROAD FARMINGTON HILLS MI 48336	N/A	PC	EDUCATION SCHOLARSHIPS	15,000.
PHILANTHROPY ROUNDTABLE 1120 20th ST. NW, STE. 550 SOUTH WASHINGTON DC 20036	N/A	PC	K-12 EDUCATION, ALLIANCE FOR CHARITABLE REFORM	25,000.
INDEPENDENT WOMEN'S FORUM 1875 I STREET, NW, STE. 500 WASHINGTON DC 20006	N/A	PC	RESEARCH AND EDUCATIONAL MATERIALS	25,000.
ORCHARDS CHILDREN'S SERVICES 24901 NORTHWESTERN HWY., STE. 500 SOUTHFIELD MI 48075	N/A	PC	SUMMER ADVENTURES PROGRAM	4,000.
See Statement				727,300.
Total . . . . ▶ **3a**				885,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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 (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	900099	40.	14	276,142.	
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	900099	63.	18	185,680.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a OTHER NET PARTNERSHIP INCOME	900099	1,755.	14	-2,770.	
b TAX-EXEMPT INCOME	900099				401.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,858.		459,052.	401.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 461,311.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
11b	THE INCOME REPORTED IN COLUMN (e) REPRESENTS INTEREST FROM
	MUNICIPAL BONDS THAT IS EXCLUDED FROM GROSS INCOME BY INTERNAL
	REVENUE CODE SECTION 103 AND DEEMED DEDUCTIONS UNDER INTERNAL
	REVENUE CODE SECTION 965(C).

Part XVII **Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations**

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

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) (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

Signature of officer or trustee | Date: 6/9/20 | Title: SECRETARY

May the IRS discuss this return with the preparer shown below? See instructions ☐ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶ Non-Paid Preparer			Firm's EIN ▶	
Firm's address ▶			Phone no	

REV 02/01/19 PRO

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

2018

Name of the organization	Employer identification number
WHEELER FAMILY FOUNDATION, INC.	38-3392912

Organization type (check one).

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 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 (entering "N/A" in column (b) instead of the contributor name and address), 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).

Name of organization: WHEELER FAMILY FOUNDATION, INC.

Employer identification number: 38-3392912

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	THOMAS M. WHEELER TRUST c/o TMW ENTERPRISES INC., 101 W. BIG BEAVER RD., STE. 800 TROY MI 48084	$ 600,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
2	HARRY M. WHEELER CHARITABLE REMAINDER ANNUITY TRUST c/o TMW ENTERPRISES INC., 101 W. BIG BEAVER RD., STE. 800 TROY MI 48084	$ 127,885.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization: WHEELER FAMILY FOUNDATION, INC.

Employer identification number: 38-3392912

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
2	VARIOUS MUTUAL FUNDS & ETF SHARES (SEE STMT. ATTACHED)	$ 162,349.	04/18/2019
		$	
		$	
		$	
		$	
		$	

Name of organization: WHEELER FAMILY FOUNDATION, INC.

Employer identification number: 38-3392912

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 information once. See instructions.) ▶ $

Use duplicate copies of Part III 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

Additional information from your Form 990-PF: Return of Private Foundation

Form 990-PF: Return of Private Foundation

Other Income **Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income
OTHER PARTNERSHIP INCOME/(LOSS)	-968.	-2,770.	
TAX-EXEMPT INCOME	401.	0.	
Total	-567.	-2,770.	

Form 990-PF: Return of Private Foundation

Taxes **Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
FOREIGN TAXES	16,572.	16,572.		
FEDERAL INCOME TAX	12,500.	0.		
Total	29,072.	16,572.		

Form 990-PF: Return of Private Foundation

Other Expenses **Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
CUSTODY FEES	4,136.	4,136.		
PORTFOLIO DED. FROM INV. P'SHIPS	52,719.	52,679.		
MISCELLANEOUS	174.	65.		109.
Total	57,029.	56,880.		109.

Form 990-PF
Part I, Lines 16a - 16c

Legal and Professional Fees

2018

Name	Employer Identification No
WHEELER FAMILY FOUNDATION, INC.	38-3392912

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total to Form 990-PF, Part I, Line 16a					

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROCKEFELLER & CO.	ACCOUNTING	2,120.	2,120.		
Total to Form 990-PF, Part I, Line 16b		2,120.	2,120.		

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROCKEFELLER & CO.	INVESTMENT MANAGEMENT	11,224.	11,224.		
SEIZERT CAPITAL PARTNERS	INVESTMENT MANAGEMENT	30,687.	30,687.		
TMW ENTERPRISES INC.	MANAGEMENT SERVICES	180,000.	36,000.		144,000.
ABG PORTFOLIO STRATEGIES	INVESTMENT MANAGEMENT	4,092.	4,092.		
SCHAFER CULLEN CAPITAL MANAGEMENT	INVESTMENT MANAGEMENT	4,134.	4,134.		
JPMORGAN CHASE BANK, N.A.	INVESTMENT MANAGEMENT	15,563.	15,563.		
JANUS CAPITAL MGT.	INVESTMENT MANAGEMENT	2,617.	2,617.		
Total to Form 990-PF, Part I, Line 16c		248,317.	104,317.		144,000.

Form 990-PF
Part II

Investments

2018

Name	Employer Identification No
WHEELER FAMILY FOUNDATION, INC.	38-3392912

Line 10a - Investments - US and State Government Obligations:	End of Year State and Local Obligations Book Value	End of Year State and Local Obligations FMV	End of Year US Government Obligations Book Value	End of Year US Government Obligations FMV
Tot to Fm 990-PF, Pt II, Ln 10a				

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT ATTACHED	7,366,700.	9,413,814.
Totals to Form 990-PF, Part II, Line 10b	7,366,700.	9,413,814.

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
Totals to Form 990-PF, Part II, Line 10c		

Line 12 - Investments - Mortgage loans:	End of Year Book Value	End of Year Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
MICHIGAN ELAB CAPITAL PARTNERS, L.P.	264,333.	350,168.
ETON PARK OVERSEAS FUND, LTD. - CLASS E	59,740.	351.
NANTUCKET INSTITUTIONAL FUND (CAYMAN) SPC, L.P.	1,000,000.	1,166,881.
See L-13 Stmt	5,717,754.	6,520,009.
Totals to Form 990-PF, Part II, Line 13	7,041,827.	8,037,409.

Additional information from your 2018 Federal Exempt Tax Return

Form 990-PF Part II Line 10, 12 and 13 Investments

L-13 Stmt **Continuation Statement**

Line 13 Description	Line 13 Book	Line 13 FMV
OCH-ZIFF PRIVATE INVESTORS OFFSHORE LTD., CLASS E	505,000.	562,577.
ROCKEFELLER OPPORTUNISTIC CREDIT FUND, LLC	576,393.	552,358.
ROCKEFELLER INTERNATIONAL EQUITY FUND II, L.P.	1,546,506.	1,739,625.
ROCKEFELLER GLOBAL EQUITY FUND II, L.P.	556,904.	696,962.
ROCKET GLOBAL INNOVATION FUND (OFFSHORE) L.P.	172,500.	272,397.
MIURA GLOBAL FUND, LTD.	505,000.	548,357.
THIRD POINT OFFSHORE FUND, LTD.	510,000.	642,641.
CLAREANT EUROPEAN STRATEGIC CREDIT FUND (OFFSHORE), L.P.	488,750.	433,225.
OPFUND HOLDINGS, LLC	20,313.	25,200.
OPFUND HOLDINGS #2, LLC	59,962.	60,000.
TRANSPORT HOLDINGS, LLC	100,000.	100,000.
SILVERCREST SPECIAL SITUATIONS SPV LLC	114.	114.
ISHARES CORE US AGGREGATE BOND ETF	60,362.	64,360.
GOLDMAN SACHS HIGH YIELD FUND	62,770.	51,100.
DFA US LARGE CAP VALUE FUND	36,972.	59,568.
DFA US SMALL CAP VALUE FUND	28,747.	41,205.
PRUDENTIAL GLOBAL REAL ESTATE FUND	45,393.	64,717.
ISHARES MSCI EAFE ETF	115,554.	99,712.
ISHARES NORTH AMERICA NATL RES. ETF	54,154.	42,274.
ISHARES RUSSELL 1000 ETF	166,463.	302,952.
VANGUARD FTSE EMERGING MARKETS ETF	38,183.	35,045.
VANGUARD MID CAP ETF	39,565.	74,553.
VANGUARD SMALL CAP GROWTH ETF	9,760.	24,952.
AMERICAN FUNDS GROWTH FD. OF AMERICA	18,389.	26,115.
Total	5,717,754.	6,520,009.

Form 990-PF Part II

Other Assets and Liabilities

2018

Name	Employer Identification No
WHEELER FAMILY FOUNDATION, INC.	38-3392912

Line 15 - Other Assets:	Beginning Year Book Value	End of Year Book Value	End of Year Fair Market Value
DIVIDENDS RECEIVABLE	93.	0.	0.
SECURITY SALES RECEIVABLE	8,033.	157.	157.
Totals to Form 990-PF, Part II, line 15	8,126.	157.	157.

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
Totals to Form 990-PF, Part II, line 22		

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

(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	(d) Date sold
FROM SCH. K-1:SILVERCREST SPECIAL SITUATIONS SPV LLC	P	Various	Various
AIG SECURITIES LITIGATION SETTLEMENT	P	Various	Various
MERCK & CO. SECURITIES LITIGATION SETTLEMENT	P	Various	Various
MARVELL TECHNOLOGY GROUP SECURITIES LITIGATION SETTLEMENT	P	Various	Various
PFIZER INC. SECURITIES LITIGATION SETTLEMENT	P	Various	Various
CAPITAL GAIN DISTRIBUTION DFA US SMALL CAP VALUE FUND	P	Various	Various
CAPITAL GAIN DISTRIBUTION DFA US LARGE CAP VALUE FUND	P	Various	Various
CAPITAL GAIN DISTRIBUTION AMERICAN FUNDS GROWTH FUND OF AMERICA	P	Various	Various
CAPITAL GAIN DISTRIBUTION PRUDENTIAL GLOBAL REAL ESTATE FUND	P	Various	Various

(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)
7,232.			7,232.
90.			90.
503.			503.
1,740.			1,740.
251.			251.
2,013.			2,013.
2,499.			2,499.
1,631.			1,631.
835.			835.
16,794.	0.	0.	**16,794.**

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	
			7,232.
			90.
			503.
			1,740.
			251.
			2,013.
			2,499.
			1,631.
			835.
0.	0.	0.	**16,794.**

Form 990-PF: Return of Private Foundation

Part VIII: Information about Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors — Continuation Statement

Name and address	Title, and average hours per week devoted to position	Compensation	Contributions to employee benefit plans and deferred compensation	Expense account, other allowances
PAUL OSTER 101 W. BIG BEAVER RD., STE. 800 TROY, MI 48084	TREASURER 1.00	0.	0.	0.
THOMAS R. WHEELER 101 W. BIG BEAVER RD., STE. 800 TROY, MI 48084	DIRECTOR 1.00	0.	0.	0.
MORGAN WRIGHT 101 W. BIG BEAVER RD., STE. 800 TROY, MI 48084	DIRECTOR 1.00	0.	0.	2,384.
ERIN WRIGHT 101 W. BIG BEAVER RD., STE. 800 TROY, MI 48084	DIRECTOR 1.00	0.	0.	0.
TMW ENTERPRISES INC. 101 W. BIG BEAVER RD., STE. 800 TROY, MI 48084	N/A 0.00	180,000.	0.	0.
		180,000.	0.	2,384.

WHEELER FAMILY FOUNDATION, INC. 38-3392912

Form 990-PF: Return of Private Foundation

Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Continuation Statement

Name and Address Information	Form Information	Submission Information	Restrictions
N/A	N/A	N/A	N/A

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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 Paid during the year				
AVE MARIA SCHOOL OF LAW 1025 COMMONS CIRCLE NAPLES, FL 34119	N/A	PC	EDUCATION SCHOLARSHIPS	25,000.
VAIL CHRISTIAN HIGH SCHOOL 31621 U.S. HIGHWAY 6 EDWARDS, CO 81632	N/A	PC	EDUCATIONAL ASSISTANCE AND TEACHER AWARD FUND	140,800.
GROSSE ILE EDUCATION FOUNDATION, INC. P.O. BOX 34 GROSSE ILE, MI 48138	N/A	PC	EDUCATION SUPPORT GROSSE ILE SCHOOL DISTRICT	1,000.
ROCKY MOUNTAIN BLACK CONSERVATIVE P.O. BOX 50401 COLORADO SPRINGS, CO 80949	N/A	PC	GENERAL FUND	1,000.
THE REMEMBERANCE PROJECT P.O. BOX 440548 HOUSTON, TX 77244	N/A	PC	GENERAL FUND	1,000.
HILLSDALE COLLEGE 33 EAST COLLEGE STREET HILLSDALE, MI 49242	N/A	PC	EDUCATIONAL ASSISTANCE BARNEY CHARTER SCHOOL PROGRAM	65,000.
TEXAS CHRISTIAN UNIVERSITY TCU BOX 298240 FORT WORTH, TX 76129	N/A	PC	DISTINGUISHED STUDENT AWARD PROGRAM	100,000.
CONSERVATIVE PARTNERSHIP INSTITUTE 300 INDEPENDENCE AVE. SE WASHINGTON, DC 20003	N/A	PC	GENERAL FUND	1,000.
DETROIT HISPANIC DEVELOPMENT CORP. 1211 TRUMBULL DETROIT, MI 48216	N/A	PC	TATOO REMOVAL PROGRAM	10,000.
PRAGER UNIVERSITY FOUNDATION 15021 VENTURA BLVD., #552 SHERMAN OAKS, CA 91403	N/A	PC	GENERAL FUND	2,000.
MAYO CLINIC 13400 EAST SHEA BOULEVARD SCOTTSDALE, AZ 85259	N/A	PC	LIVER REGENERATIVE MEDICINE RESEARCH	25,000.
LEADERSHIP INSTITUTE 1101 NORTH HIGHLAND STREET ARLINGTON, VA 22201	N/A	PC	PUBLIC POLICY	1,000.
HUMBLE DESIGN CHICAGO 431 WEST PERSHING RD. CHICAGO, IL 60609	N/A	PC	HOMELESS SUPPORT	2,000.
PAN EQUUS ANIMAL SANCTUARY 940 HUMMER LAKE ROAD OXFORD, MI 48371	N/A	PC	ANIMAL RESCUE	18,000.
MARCO ISLAND ACADEMY 2255 SAN MARCO ROAD MARCO ISLAND, FL 34145	N/A	PC	STUDENT SUCCESS FUND	5,000.
PACE CENTER FOR GIRLS ONE WEST ADAMS ST., STE. 301 JACKSONVILLE, FL 32202	N/A	PC	GENERAL FUND	1,000.
FLORIDA'S CITIZEN ALLIANCE, INC. 1390 QUINTANA CT. MARCO ISLAND, FL 34145	N/A	PC	PUBLIC POLICY	26,000.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

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 Paid during the year				
TEAM RUBICON, INC 6171 W. CENTURY BLVD., STE. 310 LOS ANGELES, CA 90045	N/A	PC	MILITARY VETERANS DISASTER RELIEF	50,000.
ST. EDITHS PARISH 15089 NEWBURGH RD. LIVONIA, MI 48154	N/A	PC	GENERAL FUND	50,000.
NETWORK OF ENLIGHTENED WOMEN 1360 EAST CAPITOL STREET NE WASHINGTON, DC 20003	N/A	PC	GENERAL FUND	5,000.
DETROIT CRISTO REY HIGH SCHOOL 5679 WEST VERNOR HIGHWAY DETROIT, MI 48209	N/A	PC	CAPITAL NEEDS AND FACULTY AWARDS	80,000.
UNIVERSITY OF MICHIGAN - DEPT. OF NEUROLOGY 1914 TAUBMAN CENTER, 1500 E. MEDICAL CENTER DR ANN ARBOR, MI 48109	N/A	PC	NEUROLOGY DEPT. ROSS JACOBS RESEARCH FUND	500.
ST. JOSEPHS 936 LAKE STREET KALAMAZOO, MI 49001	N/A	PC	GENERAL FUND	50,000.
PROVIDENCE PORTLAND MEDICAL FOUNDATION 4805 N.E. GLISAN ST. PORTLAND, OR 97213	N/A	PC	INTEGRATIVE MEDICINE FUND	25,000.
VAIL BIBLE CHURCH P.O. BOX 955 AVON, CO 81620	N/A	PC	GENERAL FUND	6,000.
BIRMINGHAM NEXT SENIOR CENTER 2121 MIDVALE STREET BIRMINGHAM, MI 48009	N/A	PC	SENIOR CENTER	1,000.
BELLE ISLE CONSERVANCY 300 RIVER PLACE DR., STE. 2800 DETROIT, MI 48207	N/A	PC	BELLE ISLE CAPITAL AND OPERATIONAL NEEDS & EDUCATION PROGRAMS	30,000.
AMERICAN CIVIL RIGHTS UNION 3213 DUKE ST., STE. 625 ALEXANDRIA, VA 22314	N/A	PC	GENERAL FUND	2,500.
CHILREN'S GRIEF CENTER OF THE GREAT LAKES BAY REGION P.O. BOX 2763 MIDLAND, MI 48641	N/A	PC	SUPPORT TO GRIEVING FAMILIES	2,500.
				727,300.

WHEELER FAMILY FOUNDATION, INC.
(38-3392912)

INVESTMENTS - CORPORATE STOCK
FORM 990-PF, PART II, LINE 10b
FYE 6/30/19

Line 10b - Investments - Corporate Stock:

	End of Year	
	(b) Book Value	(c) Fair Market
Aaron's Inc	6,377 40	11,053 80
Alibaba Group Holdings Ltd	15,194 78	15,081 05
Amazon Com Inc	52,438 31	115,511 43
AMC Networks Inc	4,571 48	4,849 61
Aramark	35,259 42	37,213 92
BRP Inc	6,877 13	8,135 68
Daimler AG - ADR	23,764 92	16,645 04
Deckers Outdoor Corporation	6,456 84	14,781 48
Discovery Communications inc	115,335 53	137,726 45
Foot Locker, Inc	39,547 89	35,925 44
Gentherm, Inc	9,282 96	9,328 09
Helen of Troy Ltd	10,567 70	12,144 87
Honda Motor Co , Ltd	18,817 62	15,891 60
K12 Inc	8,662 26	8,241 11
Lear Corporation	54,559 83	78,130 47
Liberty Broadband Class A	80,035 67	123,922 20
Liberty Media Group - Liberty Formula One	84,323 91	150,724 89
Liberty Sirius Group - C	61,725 95	91,152 00
Michelin CGDE Unspon ADR	23,107 04	28,201 33
MSG Networks Inc	8,927 09	8,337 48
Netflix Inc	32,097 72	35,630 04
Ross Stores, Inc	38,704 02	53,029 20
Royal Caribbean Cruises Ltd	25,785 45	76,483 51
Sinclair Broadcast Group Inc	6,992 27	8,527 17
TEGNA Inc	6,514 83	7,362 90
Wolverine Worldwide Inc	4,632 03	4,957 20
Wyndham Destinations, Inc	5,422 64	5,355 80
Altria Group, Inc	62,521 56	86,555 80
British American Tobacco plc - sp ADR	31,890 58	18,829 80
Diageo PLC Sponsored ADR	19,190 97	30,156 00
Imperial Brands PLC - ADR	33,025 66	18,920 96
Lamb Weston Holdings Inc	39,210 31	36,115 20
Medifast Inc	831 34	2,566 00
Nestle SA-Spons ADR For Reg	26,056 50	34,723 19
Orkla ASA Spon ADR	4,058 94	4,704 44
Unilever NV - NY Shares	18,827 56	26,109 60
Wal-Mart Stores, Inc	89,923 20	143,747 49
WD-40 Company	5,447 97	5,248 32
China Petroleum & Chemical Corporation - ADR	18,207 92	14,322 00
EOG Resources Inc	59,144 30	49,933 76
Kinder Morgan, Inc	34,716 44	48,900 96
Plains GP Holdings LP - Class A	23,681 15	31,112 62
Royal Dutch Shell PLC - ADR B	21,123 42	25,309 90
Total SA - Spons ADR	26,528 46	29,847 65
Vermillion Energy Inc	11,488 63	7,388 20
Allianz SE ADR	21,044 39	31,143 83
Bank of America Corporation	77,374 45	138,881 00
Berkshire Hathaway Inc - Cl B	106,149 96	157,532 63
BNP Paribas - ADR	24,791 81	20,927 19
BOC Hong Kong Holdings - Sponsored ADR	14,867 19	13,776 00
Central Pacific Financial Corp	8,749 49	9,916 76
Comerica Inc	59,686 55	54,334 72
Enova International Inc	5,282 60	5,624 20
Fifth Third Bancorp	45,511 23	44,779 50
First Defiance Financial Corp	10,099 58	11,142 30
First Hawaiian Inc	5,087 36	5,432 70

First Horizon National Corporation	23,972 77	24,619 57
Goldman Sachs Group, Inc	107,621 97	126,852 00
HomeStreet Inc	10,599 17	11,589 24
HSBC Holdings plc - Spons ADR	23,408 26	24,626 60
J P Morgan Chase & Co	102,044 15	214,991 40
Janus Henderson Group PLC	11,619 24	10,336 20
Lloyds TSB Group PLC - ADR	20,741 72	14,313 60
Manulife Financial Corporation	14,299 79	17,634 60
Muenchener Rueckversicherungs- Gesellschaft AG (MunichRe)- Unsponsored ADR	25,765 82	31,542 17
Nelnet Inc	5,395 78	8,172 36
NN Group N V - ADR	26,075 79	26,203 71
Radian Group Inc	7,166 77	10,031 15
Reinsurance Group of America, Inc	50,016 81	89,561 22
UBS Group AG	17,555 66	12,679 50
United Overseas Bank Ltd - Sp ADR	21,476 94	27,811 22
Waterstone Financial Inc	14,228 68	12,897 36
Wells Fargo Company	35,151 26	56,216 16
Zurich Insurance Group AG - ADR	26,795 46	33,815 66
Abbott Laboratories	13,205 25	21,697 80
AbbVie Inc	21,875 63	15,925 68
Acadia Healthcare Co Inc	5,395 20	4,054 20
Acceleron Pharma, Inc	3,354 16	3,738 28
Alcon Inc	3,392 99	4,219 40
Alexion Pharmaceuticals Inc	5,708 67	6,549 00
Allergan PLC	15,096 55	11,385 24
Alnylam Pharmaceuticals Inc	20,134 16	21,622 88
Amgen Inc	90,603 06	134,155 84
Amicus Therapeutics Inc	3,777 63	6,015 36
AnaptysBio, Inc	8,668 88	6,319 04
Ani Pharmaceuticals Inc	8,921 99	10,357 20
Anthem Inc	66,010 96	139,693 95
AstraZeneca Group Plc - Spons ADR	39,818 38	49,040 64
Baxter International Inc	7,448 43	9,746 10
Becton Dickinson & Co	35,744 46	53,930 14
BeiGene, Ltd - ADR	3,952 13	3,718 50
Biogen Idec Inc	179,074 90	163,709 00
Boston Scientific Co	9,764 96	18,094 58
Bristol Myers Squibb Co	17,505 64	15,010 85
Catalent, Inc	7,002 01	11,438 31
Celgene Corp	122,506 51	128,306 72
Cerner Corporation	39,830 93	50,870 20
Covetrus Inc	27,032 23	18,369 46
CVS Health Corporation	247,662 63	148,158 31
Danaher Corporation	8,106 35	8,861 04
DaVita, Inc	6,649 65	5,063 40
Dexcom, Inc	12,433 44	33,264 48
Edwards Lifesciences Corporation	5,715 31	8,682 78
Elanco Animal Health Inc	6,406 66	7,740 20
Enanta Pharmaceuticals Inc	4,366 75	4,978 42
FibroGen Inc	2,218 07	3,795 12
Gilead Sciences Inc	120,952 51	116,608 56
GlaxoSmithKline plc-ADR	24,429 32	24,412 20
Global Blood Therapeutics Inc	3,553 47	5,523 00
Global Medical Inc -A	5,077 38	5,287 50
GW Pharmaceuticals PLC - ADR	2,642 39	4,309 75
Heron Therapeutics Inc	2,393 95	2,658 37
Humana, Inc	11,076 73	15,387 40
ICU Medical Inc	6,897 41	9,068 76
Illumina, Inc	14,153 29	37,919 45
Immunomedics Inc	5,361 58	3,190 10
Insmed Inc	8,455 81	11,238 40
Ironwood Pharmaceuticals Inc	3,496 72	2,899 10
Jazz Pharmaceuticals Inc	6,247 25	6,985 44
Johnson & Johnson	87,567 44	129,112 56
McKesson HBOC Inc	104,763 88	111,409 31
Medtronic PLC	49,034 12	61,355 70
Merck & Co Inc	20,973 03	28,760 55
Mirati Therapeutics	4,904 33	7,725 00
Nektar Therapeutics	3,548 78	3,415 68
Neurocine Biosciences Inc	24,786 69	28,621 77

NextGen Healthcare Inc	12,036 22	12,477 30
Novartis AG - ADR	53,400 07	64,373 55
Novo Nordisk A/S ADR	7,478 78	8,574 72
Phibro Animal Health Corp	4,482 40	4,130 10
Premier Inc - Class A	5,371 75	5,670 95
Regeneron Pharmaceuticals	37,759 68	44,133 00
Rhythm Pharmaceuticals	6,690 43	4,664 00
Roche Holding AG - Spons ADR	43,693 45	49,296 10
Sage Therapeutics Inc	5,975 40	7,872 87
Sanofi-Aventis - ADR	28,179 78	30,678 43
Sarepta Therapeutics Inc	8,145 19	9,268 95
Sonic Healthcare Limited - Unsponsored ADR	21,574 07	27,670 32
Steris PLC	4,902 39	9,974 96
Takeda Pharmaceuticals Co Ltd - ADR	19,511 73	17,328 30
Teladoc Inc	3,685 74	7,305 10
The Cooper Companies Inc	6,954 82	12,128 04
Thermo Fisher Scientific Inc	10,395 83	19,089 20
UnitedHealth Group Inc	20,455 26	19,764 81
Universal Health Services-B	7,249 28	6,780 28
Varian Medical Systems, Inc	7,466 99	8,167 80
Vertex Pharmaceuticals Inc	10,304 51	11,736 32
WAVE Life Sciences Ltd	7,541 76	4,957 10
Wright Medical Group NV	6,343 41	7,842 66
ABB Ltd - Spon ADR	25,545 17	23,935 85
Acuity Brands Inc	108,148 92	124,532 73
Bae Systems PLC - ADR	24,961 90	21,184 72
Continental Building Products, Inc	10,544 69	9,724 62
Cummins Engine Inc	116,148 47	137,928 70
Deere & Company	33,169 47	34,136 26
FTI Consulting, Inc	9,248 87	16,600 32
Generac Holdings Inc	6,665 90	13,257 31
Herman Miller, Inc	8,843 64	10,772 70
Hexcel Corporation	23,582 57	27,418 32
ICF International Inc	3,224 50	5,023 20
Ingersoll-Rand PLC	101,455 20	146,683 86
Korn Ferry	11,422 95	9,496 59
Landstar Systems, Inc	12,356 30	12,202 87
Lyft Inc -A	18,783 74	18,727 35
Matthews International Corp	12,347 63	9,130 70
MSC Industrial Direct Co , Inc	11,913 90	10,693 44
Northrop Grumman Corporation	18,817 08	90,470 80
Regal-Beloit Corp	12,652 66	13,073 60
Siemens AG-Spons ADR	26,140 70	27,397 19
Smiths Group Plc Sponsored ADR	9,706 70	10,855 20
Southwest Airlines Co	44,829 26	62,865 64
SP Plus Corporation	4,915 48	5,108 80
Trueblue, Inc	8,261 14	7,831 30
United Continental Holdings Inc	15,710 94	39,134 85
United Technologies Corp	48,144 99	51,559 20
ACI Worldwide, Inc	6,691 36	6,936 68
Advanced Micro Devices Inc	15,346 42	25,055 25
Alarm com Holdings Inc	5,539 53	4,922 00
Amphenol Corp Class A	12,743 39	12,088 44
Analog Devices, Inc	18,273 15	23,702 70
Anaplan Inc	7,359 02	8,579 90
Apple Inc	124,532 65	237,701 92
ASE Industrial Holding Co Ltd	25,475 73	19,860 60
Broadcom Ltd	25,064 04	27,346 70
Cisco Systems, Inc	69,349 71	150,671 69
Cognizant Technology Solutions Corp	148,357 37	138,316 98
Corelogic, Inc	6,548 62	6,023 52
Corning, Inc	14,728 84	16,149 78
Criteo SA - ADR	13,391 83	10,739 04
CSG systems International Inc	10,364 59	11,963 35
Dropbox Inc - Class A	7,491 42	7,840 65
eBay Inc	130,683 63	136,946 50
Echo Global Logistics, Inc	8,488 04	6,553 18
Electronic Arts Inc	22,604 52	23,087 28
Evertec Inc	10,314 95	14,061 00
Fabrinet	11,956 50	12,069 81
Intel Corp	66,986 04	109,382 95

j2 Global, Inc	4,357 05	5,422 29
Junipter Networks, Inc	15,686 63	14,939 43
Lam Research Corp	79,479 01	126,228 48
Maximus Inc	13,111 13	13,855 14
Microchip Technology Inc	26,852 36	27,483 90
Micron Technology Inc	19,210 69	17,481 27
Microsoft Corp	92,562 65	301,811 88
Myovant Sciences Ltd	2,254 50	2,072 45
NetApp, Inc	108,536 69	101,311 40
New Relic Inc	14,689 01	12,630 46
NIC Inc	7,987 55	8,805 96
Nova measuring Insruments Ltd	5,368 01	4,938 87
NVIDIA Corporation	17,642 96	23,156 43
NXP Semiconductors NV	16,204 21	17,276 97
Oracle Corporation	102,576 83	146,128 05
PC Connection Inc	8,475 99	7,345 80
Progress Software Corporation	11,220 39	12,169 98
Qualcomm Inc	28,490 87	31,797 26
RingCentral Inc - A	5,693 83	8,389 16
Shutterstock Inc	6,783 76	5,604 17
Skyworks Solutions, Inc	83,357 09	83,219 79
Smartsheet Inc A	10,428 78	12,680 80
Square Inc - A	9,900 35	11,749 86
Take-Two Interactive Software, Inc	14,972 33	16,348 32
TE Connectivity Limited	38,097 79	44,346 14
Tech Data Corporation	11,360 69	12,342 80
Tencent Holdings Ltd ADR	12,234 73	13,269 04
Twilio Inc - A	7,859 54	12,544 20
Verint Systems Inc	5,173 24	6,238 48
Visa Inc - Class A Shares	59,206 71	125,129 55
Western Digital Corp	97,905 72	125,532 00
MMC Norilsk Nickel PJSC - ADR	16,513 65	22,230 42
Nautilus Minerals, Inc	21,453 49	345 79
Smurfit Kappa Group PLC - ADR	24,723 97	27,727 61
UPM-Kymmene Oyj - ADR	23,468 19	24,617 67
Alphabet Inc - Class A	149,942 15	223,056 80
Alphabet Inc - Class C	51,983 85	94,039 17
AT&T Inc	14,205 89	15,414 60
BCE Inc	22,832 04	22,967 40
Comcast Corporation Class A	89,568 61	94,580 36
Deutsche Telekom AG-Spon ADR	23,698 39	23,992 91
Facebook Inc	147,340 38	195,316 00
Nippon Telegraph & Telephone Corporation ADR	22,827 61	27,706 65
Telefonica Brazil - ADR	22,951 97	20,571 60
The Walt Disney Company	14,373 38	18,013 56
Verizon Communications	102,686 74	121,286 99
Engie - Sponsored ADR	15,853 29	15,647 25
Iberdrola S A ADR	29,958 96	37,335 30
Colliers International Group Inc	11,064 93	12,461 88
	7,366,700 54	9,413,814 11

WHEELER FAMILY FOUNDATION, INC.
(38-3392912)

DESCRIPTION OF NONCASH PROPERTY GIVEN
FORM 990-PF, SCHEDULE B, PART II, COLUMN (c)
FYE 6/30/19

	Quantity	Unit Price	Fair Market Value
Goldman Sachs High Yield Fund	1,361 791	6 390	8,701 844
DFA US Large Cap Value Fund	253 088	36 450	9,225 058
DFA US Small Cap Value Fund	199 940	34 690	6,935 919
Prudential Global Real Estate Fund	246 642	25 010	6,168 516
Ishares Core US Aggregate Bond ETF	208 000	108 190	22,503 520
Ishares MSCI EAFE ETF	250 000	66 670	16,667 500
Ishares North American Natural Resources ETF	308 000	31 960	9,843 680
Ishares Russell 1000 ETF	203 000	161 280	32,739 840
Vanguard FTSE Emerging Markets ETF	132 000	44 010	5,809 320
Vanguard Mid Cap ETF	58 000	164 700	9,552 600
Vanguard Small Cap Growth ETF	44 000	181 900	8,003 600
American Funds Growth Fund of America	184 156	49 330	9,084 415
Schwab Value Advantage Money Market Fund	17,112 940	1 000	17,112 940
			162,348 75