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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 1545-0047
2019
Open to Public Inspection

For calendar year 2019 or tax year beginning Jul 1, 2019, and ending Jun 30, 2020

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) ▶ $ 17,791,977.

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)	450,031.			
	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	297,343.	296,818.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	557,202.			
	b	Gross sales price for all assets on line 6a 4,710,144.		L-6a Stmt		
	7	Capital gain net income (from Part IV, line 2)		556,389.		
	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	28,224.	25,947.		
	12	**Total.** Add lines 1 through 11	1,332,800.	879,154.		
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) L-16a Stmt	615.	0.		615.
	b	Accounting fees (attach schedule) L-16b Stmt	2,260.	2,260.		
	c	Other professional fees (attach schedule) L-16c Stmt	254,892.	110,892.		144,000.
	17	Interest	5,719.	5,719.		
	18	Taxes (attach schedule) (see instructions) See Stmt	18,848.	18,848.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Stmt	62,898.	62,690.		84.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	345,232.	200,409.		144,699.
	25	Contributions, gifts, grants paid	821,200.			821,200.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,166,432.	200,409.		965,899.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	166,368.			
	b	**Net investment income** (if negative, enter -0-)		678,745.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Form **990-PF** (2019)

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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)

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	390,388.	233,735.	233,735.
	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	7,366,700.	7,602,328.	9,905,839.
	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	7,041,827.	7,270,476.	7,645,634.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ L-15 Stmt)	157.	6,769.	6,769.
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	14,799,072.	15,113,308.	17,791,977.
Liabilities	17	Accounts payable and accrued expenses	9,216.	25.	
	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 ▶ L-22 Stmt)	0.	157,059.	
	23	**Total liabilities** (add lines 17 through 22)	9,216.	157,084.	
Net Assets or Fund Balances		**Foundations that follow FASB ASC 958, check here ▶ ☐ and complete lines 24, 25, 29, and 30.**			
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
		Foundations that do not follow FASB ASC 958, check here ▶ ☒ and complete lines 26 through 30.			
	26	Capital stock, trust principal, or current funds			
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds	14,789,856.	14,956,224.	
	29	**Total net assets or fund balances** (see instructions)	14,789,856.	14,956,224.	
	30	**Total liabilities and net assets/fund balances** (see instructions)	14,799,072.	15,113,308.	

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 29 (must agree with end-of-year figure reported on prior year's return)	1	14,789,856.
2	Enter amount from Part I, line 27a	2	166,368.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	14,956,224.
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 29	6	14,956,224.

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 (QP), 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	4,710,144.		4,349,494.	360,650.
b	8,119.			8,119.
c	28,542.			28,542.
d	54,049.			54,049.
e	105,842.			105,842.

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				360,650.
b				8,119.
c				28,542.
d				54,049.
e				105,842.

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	557,202.
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))
2018	1,033,583.	17,186,376.	0.060140
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

2	**Total** of line 1, column (d)	2	0.258473
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	0.051695
4	Enter the net value of noncharitable-use assets for 2019 from Part X, line 5	4	17,289,416.
5	Multiply line 4 by line 3	5	893,776.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,787.
7	Add lines 5 and 6	7	900,563.
8	Enter qualifying distributions from Part XII, line 4	8	965,899.

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	6,787.
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	6,787.
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	6,787.
6	Credits/Payments.				
a	2019 estimated tax payments and 2018 overpayment credited to 2019	6a	4,287.		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	5,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	9,287.
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	2,500.
11	Enter the amount of line 10 to be **Credited to 2020 estimated tax** ▶ 2,500. **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 2019 or the tax year beginning in 2019? 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		×

2

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

			Yes	No
16	At any time during calendar year 2019, 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 2019?	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 2019, did the foundation have any undistributed income (Part XIII, lines 6d and 6e) for tax year(s) beginning before 2019? ☐ 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 2019 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 Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2019.)	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 2019?	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.	0.
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.	0.

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

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

Total number of other employees paid over $50,000 ▶ 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	12,774,422.
b	Average of monthly cash balances	1b	371,073.
c	Fair market value of all other assets (see instructions)	1c	4,407,212.
d	**Total** (add lines 1a, b, and c)	1d	17,552,707.
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	17,552,707.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	263,291.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,289,416.
6	**Minimum investment return.** Enter 5% of line 5	6	864,471.

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	864,471.
2a	Tax on investment income for 2019 from Part VI, line 5	2a	6,787.		
b	Income tax for 2019 (This does not include the tax from Part VI.)	2b	473.		
c	Add lines 2a and 2b			2c	7,260.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	857,211.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	857,211.
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	857,211.

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	965,899.
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	965,899.
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	6,787.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	959,112.

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 2018	(c) 2018	(d) 2019
1	Distributable amount for 2019 from Part XI, line 7				857,211.
2	Undistributed income, if any, as of the end of 2019.				
a	Enter amount for 2018 only				
b	Total for prior years: 20___, 20___, 20___				
3	Excess distributions carryover, if any, to 2019:				
a	From 2014 ... 0.				
b	From 2015 ... 32,770.				
c	From 2016 ... 0.				
d	From 2017 ... 108,531.				
e	From 2018 ... 179,910.				
f	Total of lines 3a through e	321,211.			
4	Qualifying distributions for 2019 from Part XII, line 4 ▶ $ 965,899.				
a	Applied to 2018, 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 2019 distributable amount				857,211.
e	Remaining amount distributed out of corpus	108,688.			
5	Excess distributions carryover applied to 2019 (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	429,899.			
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 2018. Subtract line 4a from line 2a. Taxable amount—see instructions			0.	
f	Undistributed income for 2019. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2020				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 2014 not applied on line 5 or line 7 (see instructions)	0.			
9	**Excess distributions carryover to 2020.** Subtract lines 7 and 8 from line 6a	429,899.			
10	Analysis of line 9:				
a	Excess from 2015 ... 32,770.				
b	Excess from 2016 ... 0.				
c	Excess from 2017 ... 108,531.				
d	Excess from 2018 ... 179,910.				
e	Excess from 2019 ... 108,688.				

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

	Tax year	Prior 3 years			
	(a) 2019	(b) 2018	(c) 2017	(d) 2016	(e) Total
1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2019, 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)					
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 2501 PATRIOT BLVD. GLENVIEW IL 60026	N/A	PC	COLLEGE SCHOLARSHIPS	9,000.
MEDICAL TEAMS INTERNATIONAL P.O. BOX 10 PORTLAND OR 97207	N/A	PC	WORLDWIDE RESTORATION PROJECTS	7,200.
VISION AMERICA MOBILIZED INC. 1540 KELLER PARKWAY, STE. 108 PMB 154 KELLER TX 76248	N/A	PC	GENERAL FUND	10,000.
TURNING POINT USA, NFP 4940 EAST BEVERLY ROAD PHOENIX AZ 85044	N/A	PC	EDUCATE STUDENTS ON THE PRINCIPLES OF FREEDOM, FREE MARKETS AND LIMITED GOVT.	60,000.
YOUNG AMERICANS FOR LIBERTY FOUNDATION 500 N. CAPITAL OF TEXAS HWY , BUILDING 5, STE 100 AUSTIN TX 78746	N/A	PC	PUBLIC POLICY	5,000.
MERCY HIGH SCHOOL 29300 W. 11 MILE ROAD FARMINGTON HILLS MI 48336	N/A	PC	EDUCATION SCHOLARSHIPS	5,000.
PHILANTHROPY ROUNDTABLE 1120 20th ST. NW, STE. 550 SOUTH WASHINGTON DC 20036	N/A	PC	K-12 EDUCATION, ALLIANCE FOR CHARITABLE REFORM	15,000.
JUDICAL WATCH, INC. 425 THIRD ST. SW, STE. 800 WASHINGTON DC 20024	N/A	PC	PROMOTE TRANSPARENCY, ACCOUNTABILITY & INTEGRITY IN GOVT.	2,500.
JUDSON UNIVERSITY-A BAPTIST INSTITUTION 1151 NORTH STATE ST. ELGIN IL 60123	N/A	PC	SCHOLARSHIPS	20,000.
See Statement				687,500.
Total . . . . ▶ **3a**				821,200.
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	525.	14	296,818.	
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	813.	18	556,389.	
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	1,916.	14	25,947.	
b TAX-EXEMPT INCOME	900099				237.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		3,254.		879,154.	237.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 882,645.

(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.

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)		×
	(2) Other assets	1a(2)		×
b	Other transactions.			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		×
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		×
	(3) Rental of facilities, equipment, or other assets	1b(3)		×
	(4) Reimbursement arrangements	1b(4)		×
	(5) Loans or loan guarantees	1b(5)		×
	(6) Performance of services or membership or fundraising solicitations	1b(6)		×
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		×

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 11/27/21 | 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

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

2019

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, 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	$ 450,000.	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
WHEELER FAMILY FOUNDATION, INC.	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
		$	

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

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

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

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

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

Name of organization	Employer identification number
WHEELER FAMILY FOUNDATION, INC.	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

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
BODMAN PLC	LEGAL	615.			615.
Total to Form 990-PF, Part I, Line 16a		615.			615.

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 CAPITAL MANAGEMENT LLC	ACCOUNTING	2,260.	2,260.		
Total to Form 990-PF, Part I, Line 16b		2,260.	2,260.		

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 CAPITAL MANAGEMENT LLC	INVESTMENT MANAGEMENT	15,853.	15,853.		
SEIZERT CAPITAL PARTNERS	INVESTMENT MANAGEMENT	31,887.	31,887.		
TMW ENTERPRISES INC.	MANAGEMENT SERVICES	180,000.	36,000.		144,000.
ABG PORTFOLIO STRATEGIES	INVESTMENT MANAGEMENT	3,580.	3,580.		
SCHAFER CULLEN CAPITAL MANAGEMENT	INVESTMENT MANAGEMENT	4,338.	4,338.		
JPMORGAN CHASE BANK, N A	INVESTMENT MANAGEMENT	16,472.	16,472.		
JANUS CAPITAL MGT.	INVESTMENT MANAGEMENT	2,762.	2,762.		
Total to Form 990-PF, Part I, Line 16c		254,892.	110,892.		144,000.

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	7,602,328.	9,905,839.
Totals to Form 990-PF, Part II, Line 10b	7,602,328.	9,905,839.

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.	345,976.	350,168.
ETON PARK OVERSEAS FUND, LTD. - CLASS E	59,359.	1.
NANTUCKET INSTITUTIONAL FUND (CAYMAN) SPC, L.P.	1,000,000.	1,109,401.
See L-13 Stmt	5,865,141.	6,186,064.
Totals to Form 990-PF, Part II, Line 13	7,270,476.	7,645,634.

Additional information from your 2019 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	484,365.	377,905.
ROCKEFELLER INTERNATIONAL EQUITY FUND II, L.P.	1,639,817.	1,576,261.
ROCKEFELLER GLOBAL EQUITY FUND II, L.P.	596,049.	674,872.
ROCKET GLOBAL INNOVATION FUND (OFFSHORE) L.P.	244,223.	342,439.
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.	517,800.	413,771.
OPFUND HOLDINGS, LLC	18,744.	25,200.
OPFUND HOLDINGS #2, LLC	159,476.	163,637.
SILVERCREST SPECIAL SITUATIONS SPV LLC	3.	0.
ISHARES CORE US AGGREGATE BOND ETF	60,362.	68,325.
GOLDMAN SACHS HIGH YIELD FUND	62,770.	47,577.
DFA US LARGE CAP VALUE FUND	36,972.	49,875.
DFA US SMALL CAP VALUE FUND	28,747.	31,880.
PGIM GLOBAL REAL ESTATE FUND	53,746.	58,202.
ISHARES MSCI EAFE ETF	115,554.	92,340.
ISHARES NORTH AMERICA NATL RES. ETF	54,154.	29,853.
ISHARES RUSSELL 1000 ETF	166,462.	319,496.
VANGUARD FTSE EMERGING MARKETS ETF	38,183.	32,639.
VANGUARD MID CAP ETF	39,565.	73,104.
VANGUARD SMALL CAP GROWTH ETF	9,760.	26,746.
AMERICAN FUNDS GROWTH FD. OF AMERICA	18,389.	28,367.
Total	5,865,141.	6,186,064.

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
SECURITY SALES RECEIVABLE	157.	6,769.	6,769.
Totals to Form 990-PF, Part II, line 15	157.	6,769.	6,769.

Line 22 - Other Liabilities:	Beginning Year Book Value	Ending Year Book Value
SECURITY PURCHASES PAYABLE	0.	7,059.
LINE OF CREDIT PAYABLE	0.	150,000.
Totals to Form 990-PF, Part II, line 22	0.	157,059.

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
FROM SCH. K-1:MICHIGAN ELAB CAPITAL PARTNERS, LP	P	Various	Various
FROM SCH. K-1:TRANSPORT HOLDINGS, LLC	P	Various	Various
AMGEN SECURITIES LITIGATION SETTLEMENT	P	Various	Various
MERCK & CO. 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 PGIM 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)
2,836.			2,836.
95,421.			95,421.
3.			3.
30.			30.
62.			62.
697.			697.
1,336.			1,336.
1,711.			1,711.
3,746.			3,746.
105,842.	0.	0.	105,842.

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	
			2,836.
			95,421.
			3.
			30.
			62.
			697.
			1,336.
			1,711.
			3,746.
0.	0.	0.	105,842.

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.	0.
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.	0.

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	VETERANS EDUCATION SCHOLARSHIPS	10,000.
MERCURY ONE, INC. P.O. BOX 140489 IRVING, TX 75014	N/A	PC	TEACHER EDUCATION AND LEADERSHIP TRAINING	15,000.
FREEDOMWORKS FOUNDATION, INC. 111 K. ST. NE, STE. 600 WASHINGTON, DC 20002	N/A	PC	PROMOTE TRANSPARENCY, ACCOUNTABILITY & INTEGRITY IN GOVT.	7,500.
IVYWOOD CLASSICAL ACADEMY 14356 GENOA CT. PLYMOUTH, MI 48170	N/A	PC	TEACHER AWARDS	50,000.
UNITED WAY OF BAY COUNTY 909 WASHINGTON AVE., STE. 2 BAY CITY, MI 48708	N/A	PC	COMMUNITY PROGRAMS AND SERVICES	5,000.
WIDOWS MIGHT MINISTRIES INTL., INC. P.O. BOX 283 LAKE ORION, MI 48361	N/A	PC	SUPPORT FOR WIDOWS IN UNDERDEVELOPED COUNTRIES	5,000.
TEXAS CHRISTIAN UNIVERSITY TCU BOX 298240 FORT WORTH, TX 76129	N/A	PC	DISTINGUISHED STUDENT AWARD PROGRAM	50,000.
HUMANE SOCIETY OF THE UNITED STATES 1255 23RD ST., NW, STE. 450 WASHINGTON, DC 20037	N/A	PC	SUPPORT FOR ANIMALS IN NEED	1,000.
LIVINGSTON CLASSICAL ACADEMY 8877 MAIN ST. WHITMORE LAKE, MI 48189	N/A	PC	SCHOOL EQUIPMENT AND SUPPLIES	30,000.
AMERICAN SOC. FOR THE PREVENTION OF CRUELTY TO ANIMALS P.O. BOX 96929 WASHINGTON, DC 20090	N/A	PC	SUPPORT FOR ANIMALS IN NEED	1,000.
YMCA OF FLORIDA'S FIRST COAST INC. 40 EAST ADAMS ST., STE. 210 JACKSONVILLE, FL 32202	N/A	PC	REFRESH KIDZONE SPACE, CAMP SCHOLARSHIPS AND SUMMER LEARNING SUPPLIES	15,000.
CHRISTIAN LEADERSHIP ACADEMY 3570 TELEGRAPH RD. BLOOMFIELD HILLS, MI 48302	N/A	PC	FACILITY EXPANSION	75,000.
COVENENT CHURCH OF NAPLES 6976 TRAIL BLVD. NAPLES, FL 34108	N/A	PC	MERCY FUND	10,000.
PAN EQUUS ANIMAL SANCTUARY 940 HUMMER LAKE ROAD OXFORD, MI 48371	N/A	PC	ANIMAL RESCUE	18,000.
SAMARITAN'S PURSE 801 BAMBOO RD., P.O. BOX 3000 BOONE, NC 28607	N/A	PC	MIDLAND, MI FLOOD & COVID-19 RELIEF	20,000.

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				
THE JAMES MADISON INSTITUTE 100 N. DUVAL ST. TALLAHASSEE, FL 32301	N/A	PC	RESEARCH & EDUCATION ON MATTERS OF PUBLIC POLICY	5,000.
FLORIDA CITIZEN'S ALLIANCE, INC. 1390 QUINTARA CT. MARCO ISLAND, FL 34145	N/A	PC	PUBLIC POLICY	25,000.
TEAM RUBICON, INC. 6171 W. CENTURY BLVD., STE. 310 LOS ANGELES, CA 90045	N/A	PC	MILITARY VETERANS DISASTER AND COVID-19 RELIEF	35,000.
COVENANT HOUSE MICHIGAN 2959 MARTIN LUTHER KING JR. BLVD. DETROIT, MI 48208	N/A	PC	COVID-19 RELIEF	10,000.
ST. ANTHONY HEALTH FOUNDATION 11600 W. 2ND PLACE LAKEWOOD, CO 80228	N/A	PC	HOSPITAL CAREGIVER MEALS & APPRECIATION FUND	15,000.
DETROIT CRISTO REY HIGH SCHOOL 5679 WEST VERNOR HIGHWAY DETROIT, MI 48209	N/A	PC	SCHOOL OPERATIONAL NEEDS	100,000.
GLEANERS COMMUNITY FOOD BANK OF SOUTHEAST MICHIGAN 2131 BEAUFAIT DETROI, MI 48207	N/A	PC	FOOD FOR NEEDY	10,000.
MIDLAND AREA COMMUNITY FOUNDATION 76 ASHMAN CIRCLE MIDLAND, MI 48640	N/A	PC	MIDLAND FLOOD RELIEF	10,000.
PROVIDENCE PORTLAND MEDICAL FOUNDATION 4805 N.E. GLISAN ST. PORTLAND, OR 97213	N/A	PC	INTEGRATIVE CARE CENTER	25,000.
UNIVERSITY OF MINNESOTA c/o UNIV. TAX MGT. OFFICE, 2221 UNIVERSITY AVE. SE, STE 100 MINNEAPOLIS, MN 55414	N/A	PC	ROTC SUPPORT	2,500.
LEADER DOGS FOR THE BLIND 1039 S. ROCHESTER RD. ROCHESTER HILLS, MI 48307	N/A	PC	LEADER DOG TRAINING FOR THE VISUALLY IMPAIRED	5,000.
BELLE ISLE CONSERVANCY 300 RIVER PLACE DR., STE. 2800 DETROIT, MI 48207	N/A	PC	BELLE ISLE AQUARIUM	55,000.
THE CHARACTER EDUCATION PARTNERSHIP INC. 1634 I STREET NW WASHINGTON, DC 20006	N/A	PC	SUPPORT & PROMOTION OF SOCIAL, EMOTIONAL & ETHICAL YOUTH DEVELOPMENT	2,500.
THE HUNDRED CLUB OF DETROIT P.O. BOX 1018 FENTON, MI 48430	N/A	PC	SCHOLARSHIP FUND	2,000.
STEPHEN SILLER TUNNEL TO TOWERS FOUNDATION 2361 HYLAN BLVD. STATEN ISLAND, NY 10306	N/A	PC	VETERANS SUPPORT	15,000.

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				
MARINE CORPS-LAW ENFORCEMENT FOUNDATION 273 COLUMBUS AVE., STE. 10 TUCKAHOE, NY 10707	N/A	PC	SCHOLARSHIPS FOR FAMILIES OF FALLEN MARINES AND LAW ENFORCEMENT	15,000.
SALVATION ARMY EASTERN MICHIGAN DIVISION 16130 NORTHLAND DRIVE SOUTHFIELD, MI 48075	N/A	PC	HOMELESS AND HUNGER SUPPORT	33,000.
PROVINCE OF ST JOSEPH OF THE CAPUCHIN ORDER 1820 MOUNT ELLIOT STREET DETROIT, MI 48207	N/A	PC	MEALS FOR THE HUNGRY	10,000.
				687,500.

WHEELER FAMILY FOUNDATION, INC.
(38-3392912)

INVESTMENTS - CORPORATE STOCK
FORM 990-PF, PART II, LINE 10b
FYE 6/30/20

Line 10b - Investments - Corporate Stock:

	End of Year	
	(b) Book Value	(c) Fair Market
Foundation Building Materials Inc	5,309 54	4,042 99
ABB Ltd - Spon ADR	28,929 01	30,681 60
Abbott Laboratories	10,510 32	19,748 88
AbbVie Inc	22,297 43	25,428 62
Acadia Pharmaceuticals, Inc	6,646 95	6,737 33
Acuity Brands, Inc	160,729 74	136,333 76
Advanced Micro Devices Inc	4,232 93	17,992 62
Aflac, Inc	91,502 76	63,917 22
Agnico-Eagle Mines Limited	42,248 50	52,208 90
Akero Therapeutics Inc	5,641 77	6,105 40
Alibaba Group Holding Ltd	12,536 07	16,177 50
Allianz SE - Unsponsored ADR	21,044 39	26,334 58
Alnylam Pharmaceuticals Inc	9,277 21	26,363 58
Alphabet Inc - Class A	149,568 32	286,446 10
Alphabet Inc - Class C	13,019 70	65,026 06
Altria Group, Inc	62,521 56	71,749 00
Amazon Com Inc	24,991 40	96,558 70
AMC Networks Inc	4,717 38	3,929 52
American Campus Communities, Inc	30,544 31	27,793 20
Amgen Inc	72,490 50	146,704 92
Amicus Therapeutics Inc	4,905 20	9,048 00
Analog Devices, Inc	20,652 42	28,820 40
Ani Pharmaceuticals Inc	5,871 34	2,684 22
Anthem Inc	74,193 50	137,012 58
Apogee Enterprises, Inc	3,553 61	3,432 96
Apple Inc	221,650 77	489,561 60
Applied Industrial Technologies, Inc	4,712 58	4,616 86
Applied Materials Inc	30,839 05	45,942 00
Ascendis Pharma A/S - ADR	8,168 94	10,648 80
ASE Technology Holding - ADR	20,993 43	18,927 26
Associated Banc-Corp	2,371 74	1,586 88
AstraZeneca Group Plc - Spons ADR	13,034 00	21,579 12
Avnet, Inc	4,501 73	4,545 26
Bae Systems PLC - Spon ADR	12,509 90	10,512 35
Bank of America Corporation	131,009 67	164,943 75
Bank OZK	1,531 18	1,408 20
Baxter Int'l Inc	5,819 71	8,007 30
BCE Inc	31,223 61	29,030 15
Becton Dickinson & Co	40,448 80	55,989 18
Berkshire Hathaway Inc - Cl B	106,149 96	131,918 89
Bill com Holdings Inc	14,953 15	19,214 73
Biogen Idec Inc	135,259 30	147,955 15
BioMarin Pharmaceutical Inc	31,686 75	47,239 22
BNP Paribas - ADR	20,628 04	15,890 40
Boston Scientific Co	12,960 08	17,870 99
Bridgewater Bancshares Inc	4,756 67	4,325 50
Bristol Myers Squibb Co	13,953 73	15,817 20
British American Tobacco plc - sp ADR	37,021 54	32,026 50
Britvic PLC - Spon ADR	16,218 36	13,985 80
Builders FirstSource, Inc	5,789 87	4,657 50
Carrier Global Corp	4,128 58	4,532 88
Catalent, Inc	5,055 79	11,214 90
Centene Corporation	12,255 14	12,010 95
Central Garden & Pet Company	2,780 90	3,142 47
Ceridian HCM Holding Inc	15,794 68	16,805 24
Cerner Corporation	47,711 80	54,085 95

Chevron Corporation	55,023 05	56,036 44
Cimpress PLC	3,633 54	2,748 24
Cisco Systems, Inc	69,349 71	128,399 92
Cognex Corp	13,673 14	16,960 48
Cognizant Technology Solutions Corp	197,685 42	170,914 56
Collegium Pharmaceutical Inc	5,551 98	4,270 00
Comfort Systems USA, Inc	2,361 69	2,567 25
Crane Co	1,318 39	1,664 88
Criteo SA - Spon ADR	7,178 56	4,749 63
Crowdstrike Holdings Inc	6,445 28	12,435 96
Crown Holdings, Inc	31,604 56	32,499 87
Cummins Engine Inc	116,148 47	139,474 30
CVS Health Corporation	206,545 89	155,992 97
Danaher Corporation	9,981 08	13,085 42
Datadog Inc - Class A	5,507 96	14,085 90
Deere & Company	49,111 12	48,402 20
Dentsply Sirona Inc	6,515 12	4,978 78
Deutsche Telekom AG-Spon ADR	23,698 39	23,247 92
DexCom, Inc	479 34	4,459 40
Diageo Plc - sponsored ADR	11,076 91	14,110 95
Dime Community Bancshares	1,552 37	1,469 11
Discover Financial Services	45,322 64	44,229 47
Discovery Communications Inc	180,454 31	148,860 54
DocuSign Inc	10,210 91	14,810 06
Dolby Laboratories Inc - Class A	100,720 97	108,158 54
DXC Technology Co	2,235 39	2,277 00
Eagle Bancorp, Inc	2,365 83	1,735 75
Eagle Pharmaceuticals, Inc	3,283 28	2,638 90
eBay Inc	104,540 66	146,597 75
Echo Global Logistics, Inc	3,259 57	2,680 88
Edgewell Personal Care Co	4,741 01	5,172 56
Edwards Lifesciences Corporation	3,014 81	5,805 24
Elanco Animal Health Inc	12,761 87	10,017 15
Eli Lilly & Co	14,600 23	15,268 74
EMCOR Group, Inc	1,414 22	1,521 22
Enel SpA - Unspon ADR	25,668 89	34,106 34
Euronet Worldwide, Inc	14,893 40	13,031 52
Evertec Inc	5,146 79	6,097 70
Exelixis, Inc	5,821 16	5,602 64
Facebook Inc	81,832 16	130,565 25
FibroGen, Inc	2,218 07	3,404 52
Fidelity National Information	32,170 64	31,377 06
First Hawaiian Inc	4,990 40	3,551 44
First Horizon National Corporation	23,972 77	16,424 04
First Internet Bancorp	5,922 73	4,653 60
Flagstar Bancorp, Inc	3,790 63	3,796 47
FleetCor Technologies Inc	17,071 92	20,876 99
FTI Consulting, Inc	769 95	2,061 90
Gentherm Inc	4,623 91	4,395 70
Gilead Sciences Inc	12,215 88	13,002 86
GlaxoSmithKline PLC - ADR	32,272 66	32,632 00
Global Blood Therapeutics Inc	4,668 97	8,017 51
Global Payments Inc	20,331 46	23,916 42
Globus Medical Inc-A	4,668 49	5,486 65
GMS Inc	7,923 80	6,565 53
Goldman Sachs Group, Inc	120,979 85	141,693 54
GW Pharmaceuticals PLC - ADR	7,449 24	8,713 12
Herman Miller, Inc	4,453 56	2,880 42
HNI Corporation	5,184 03	4,035 24
HomeStreet Inc	3,716 55	3,716 11
Horizon Therapeutics Plc	6,118 28	10,337 88
Humana Inc	8,837 00	18,999 75
Iberdrola S A - Sponsored ADR	25,488 63	37,091 04
ICU Medical Inc	6,046 08	6,082 23
Illumina, Inc	13,740 75	37,035 00
Imperial Brands PLC - ADR	26,451 67	13,249 83
Independent Bank Corporation	2,357 52	1,574 10
Insmed, Inc	5,913 61	9,886 86
Intel Corp	70,603 52	129,412 29
Intuitive Surgical, Inc	4,800 19	5,128 47
Investors Bancorp Inc	6,944 03	5,737 50

Iönis Pharmaceuticals Inc	19,898 98	18,808 24
IQVIA Holdings Inc	10,776 65	9,931 60
J P Morgan Chase & Co	118,776 50	163,005 98
j2 Global, Inc	5,027 51	4,108 65
Janus Henderson Group PLC	3,856 00	3,766 48
Jazz Pharmaceuticals, Inc	7,591 82	6,620 40
Johnson & Johnson	115,557 22	159,474 42
KB HOME	1,061 78	1,687 40
Kearny Financial Corp	1,550 00	1,439 68
Keysight Technologies Inc	13,457 97	14,008 42
Kohl's Corp	30,307 80	24,404 75
Lam Research Corporation	66,946 44	172,404 18
Landstar Systems, Inc	2,245 84	2,358 51
Las Vegas Sands Corp	7,865 14	9,108 00
Lear Corporation	133,614 79	124,827 90
Liberty Broadband Class A	80,035 67	147,238 95
Liberty Media Group - Liberty Formula One	90,719 24	144,407 34
Liberty Sirius Group - Class C	113,466 87	140,142 60
Lithia Motors, Inc	6,063 96	6,809 85
LogMeIn Inc	8,210 35	9,409 47
Lyft Inc - A	149,982 84	116,822 39
Manulife Financial Corporation	27,477 02	23,698 80
Matthews International Corporation	6,624 84	3,418 90
McKesson HBOC Inc	104,763 88	127,185 18
Medtronic, PLC	41,242 06	48,601 00
Merck & Co Inc	22,032 78	27,529 48
Meridian Bancorp Inc	1,516 53	1,508 00
Methode Electronics, Inc	2,182 22	2,469 54
Michelin CGDE Unspon ADR	15,562 87	15,867 94
Microchip Technology Inc	27,687 08	36,753 19
Micron Technology, Inc	43,200 24	51,262 40
Microsoft Corp	86,418 63	403,356 82
Mirati Therapeutics Inc	6,714 29	11,074 49
MMC Norilsk Nickel PJSC - ADR	8,970 84	14,302 98
MSC Industrial Direct Co , Inc	5,957 33	5,315 13
Muenchener Rueckversicherungs- Gesellschaft AG (Mu	25,765 82	32,617 20
Myers Industries, Inc	2,290 20	3,157 35
Myovant Sciences Ltd	2,238 05	5,484 92
Nautilus Minerals, Inc	21,453 49	331 82
Nestle SA-Spons ADR For Reg	24,870 00	35,372 06
NetApp, Inc	146,458 50	109,150 20
NetFlix Inc	10,989 55	14,561 28
Neurocrine Biosciences, Inc	21,075 60	35,746 00
NIC Inc	3,403 13	5,487 44
Nippon Telegraph & Telephone -ADR	27,457 08	31,943 61
NN Group N V - Unsponsored ADR	18,144 55	15,699 68
Northrop Grumman Corporation	51,117 49	114,675 12
Novartis AG - ADR	51,571 19	59,653 22
Novo Nordisk A/S-Spons ADR	6,997 20	10,345 84
Nu Skin Enterprises, Inc	4,759 67	5,122 82
NVIDIA Corporation	14,096 90	38,750 82
NXP Semiconductors NV	17,578 21	23,150 12
Oracle Corporation	102,576 83	141,767 55
Ordonate Therapeutics Inc	4,099 63	5,631 22
Otis Worldwide Corp	6,190 16	5,799 72
PayPal Holdings Inc	30,312 38	50,004 01
PGT, Inc	3,137 94	3,073 28
Plexus Corp	1,048 44	1,270 08
Prestige Consumer Healthcare Inc	5,381 26	5,258 40
Progress Software Corporation	1,911 81	2,286 25
Progressive Corporation	90,009 04	90,764 63
Provident Financial Services	1,514 98	1,560 60
PTC Inc	15,924 20	17,113 80
PTC Therapeutics Inc	5,233 87	4,921 78
Qualcomm Inc	38,600 75	49,527 03
Qurate Retail Inc	2,204 46	2,859 50
Raytheon Technologies Corp	13,773 30	12,570 48
Regal-Beloit Corporation	6,010 01	6,636 32
Regeneron Pharmaceuticals	73,616 12	169,632 80
Rhythm Pharmaceuticals, Inc	8,224 20	6,355 50
RingCentral Inc - Class A	8,219 45	25,650 90

Roche Holding AG - Spons ADR	41,551 38	56,483 67
Royalty Pharmaceuticals Plc - Cl A	3,300 67	3,155 75
Sanmina Corporation	5,108 32	4,682 48
Sanofi-Aventis - ADR	45,027 31	53,806 70
Sarepta Therapeutics, Inc	8,712 12	11,865 16
Schweitzer-Mauduit International, Inc	2,843 93	3,407 82
Siemens AG-Spons ADR	27,462 28	28,532 94
Sierra Bancorp	1,537 69	1,548 16
Silk Road Medical Inc	4,523 36	4,189 00
Singapore Telecommunications Limited ADR	21,269 28	19,397 18
Skyworks Solutions, Inc	110,314 34	172,994 58
Smiths Group Plc Sponsored ADR	9,706 70	9,508 45
Smurfit Kappa Group PLC - ADR	23,073 80	28,912 71
SoftBank - Unsponsored ADR	30,905 81	29,887 26
Sonic Healthcare Sponsored ADR	21,574 07	30,483 85
Sprouts Farmers Market Inc	1,553 14	2,200 74
Square Inc - A	15,063 01	26,339 94
STERIS Plc	2,560 95	5,370 40
Stryker Corporation	7,306 92	6,306 65
Takeda Pharmaceutical Co Ltd-SPN ADR	10,732 81	10,004 94
TE Connectivity Limited	54,603 30	52,436 65
Tegna Inc	7,038 09	5,659 12
Teladoc Health, Inc	770 85	4,961 84
Telefonica Brasil- ADR	15,293 62	9,391 60
TeleTech Holdings, Inc	4,875 45	6,006 24
The Cooper Companies, Inc	5,709 10	7,941 92
The Walt Disney Company	42,616 24	50,179 50
Thermo Fisher Scientific Inc	9,095 38	21,015 72
Total SA - Spons ADR	31,058 93	25,383 60
Toyota Motor Corporation - Spon ADR	31,327 38	29,523 05
Trane Technologies PLC	111,169 52	135,338 58
Tredegar Corporation	1,102 05	1,062 60
Treehouse Foods, Inc	3,653 65	3,197 40
Trip com Group Ltd ADR	17,862 96	18,325 44
Trueblue, Inc	5,048 23	3,512 10
Twilio Inc - A	10,622 98	21,503 16
UBS Group AG	33,182 11	28,734 60
Unilever NV - NY Shares	25,432 91	30,097 55
United Overseas Bank Ltd - Sp ADR	28,439 94	27,697 39
United Parcel Service Class B	29,332 49	34,799 34
UnitedHealth Group Inc	22,566 00	26,545 50
UPM- Kymmene Oyj - Unspon ADR	26,689 50	30,043 00
Varian Medical Systems, Inc	5,955 31	5,880 96
Verizon Communications	196,359 47	204,201 52
Vertex Pharmaceuticals Inc	7,582 90	14,225 19
Visa Inc - Class A Shares	56,235 24	109,720 56
Vishay Intertechnology, Inc	1,068 99	1,038 36
Walmart Inc	69,746 42	112,473 42
Washington Federal, Inc	4,558 84	3,999 16
Waterstone Financial Inc	5,909 80	4,656 62
Western Digital Corporation	112,450 25	137,306 50
Willis Towers Watson Public Limited Company	81,009 97	78,583 05
Xerox Holdings Corporation	3,574 66	2,981 55
Zogenix Inc	3,686 43	3,970 47
Zoom Video Communications - Class A	11,779 64	12,930 54
Zumiez Inc	1,094 48	1,423 76
Zurich Insurance Group AG - ADR	26,795 46	34,211 80
	7,602,328 04	9,905,839 27