

Department of the Treasury
Internal Revenue Service

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.

2017

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation HARLEY-DAVIDSON FOUNDATION, INC.		A Employer identification number 39-1769946
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (414) 343-4680
3700 WEST JUNEAU AVENUE		
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 53208		C If exemption application is pending, check here. ☐
G Check all that apply:		D 1. Foreign organizations, check here. ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
☐ Initial return	☐ Initial return of a former public charity	E If private foundation status was terminated under section 507(b)(1)(A), check here. ☐
☐ Final return	☐ Amended return	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here. ☐
☐ Address change	☐ Name change	
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 30,845,740.		
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	2,003,193.			
	2 Check ☐ if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments.	248,326.	245,089.		ATCH 1
	4 Dividends and interest from securities	564,494.	478,350.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,569,163.			
	b Gross sales price for all assets on line 6a 10,564,650.				
	7 Capital gain net income (from Part IV, line 2) .		1,582,225.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	4,385,176.	2,305,664.		
	13 Compensation of officers, directors, trustees, etc. . .	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) ATCH 3	10,400.	5,200.		5,200.
	c Other professional fees (attach schedule) [4] . . .	94,371.	94,371.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) [5] . .	17,293.	11,150.		
	19 Depreciation (attach schedule) and depletion . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	36,928.	2,436.		34,492.
	24 Total operating and administrative expenses. Add lines 13 through 23.	158,992.	113,157.		39,692.
	25 Contributions, gifts, grants paid	3,465,988.			3,465,988.
	26 Total expenses and disbursements. Add lines 24 and 25	3,624,980.	113,157.	0.	3,505,680.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements . .	760,196.			
	b Net investment income (if negative, enter -0-) . . .		2,192,507.		
	c Adjusted net income (if negative, enter -0-)				

**Application for Automatic Extension of Time To File an
Exempt Organization Return**

► File a separate application for each return.
► Information about Form 8868 and its instructions is at www.irs.gov/form8868.

OMB No. 1545-1709

Electronic filing (e-file). You can electronically file Form 8868 to request a 6-month automatic extension of time to file any of the forms listed below with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, for which an extension request must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile, click on Charities & Non-Profits, and click on e-file for Charities and Non-Profits.

Automatic 6-Month Extension of Time. Only submit original (no copies needed).

All corporations required to file an income tax return other than Form 990-T (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	HARLEY-DAVIDSON FOUNDATION, INC.	39-1769946
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	3700 WEST JUNEAU AVENUE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	MILWAUKEE, WI 53208	

Enter the Return Code for the return that this application is for (file a separate application for each return) **0 4**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

DANITA HALL

- The books are in the care of ► 3700 WEST JUNEAU AVENUE MILWAUKEE WI 53208

Telephone No. ► 414 343-4505

Fax No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
 • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 6-month extension of time until 11/15, 2018, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☒ calendar year 2017 or
 ► ☐ tax year beginning _____, 20____, and ending _____, 20____

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	49,097.
b If this application is for Forms 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	49,097.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$	0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2017)

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			
	2	Savings and temporary cash investments	690,092.	280,361.	280,361.
	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) [7]	374,386.	65,075.	65,132.
	b	Investments - corporate stock (attach schedule) ATCH 8	16,883,968.	17,651,068.	21,856,539.
	c	Investments - corporate bonds (attach schedule) ATCH 9	7,615,721.	8,597,450.	8,522,537.
	Liabilities	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶		
12		Investments - mortgage loans			
13		Investments - other (attach schedule) ATCH 10	536,908.	111,082.	121,171.
14		Land, buildings, and equipment: basis Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	26,101,075.	26,705,036.	30,845,740.
17		Accounts payable and accrued expenses			
18		Grants payable			
19		Deferred revenue			
20		Loans from officers, directors, trustees, and other disqualified persons . .			
Net Assets or Fund Balances	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
		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 ▶ ☒ X and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	26,101,075.	26,705,036.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds . .				
30	Total net assets or fund balances (see instructions)	26,101,075.	26,705,036.		
31	Total liabilities and net assets/fund balances (see instructions)	26,101,075.	26,705,036.		

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	26,101,075.
2	Enter amount from Part I, line 27a	2	760,196.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	26,861,271.
5	Decreases not included in line 2 (itemize) ▶ ATCH 11	5	156,235.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,705,036.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g))		
a					
b					
c					
d					
e					
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					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,582,225.	
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	0.	

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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2016	3,560,366.	27,153,562.	0.131120
2015	3,279,287.	26,715,135.	0.122750
2014	3,352,842.	27,104,003.	0.123703
2013	3,169,671.	24,540,083.	0.129163
2012	2,501,385.	22,429,507.	0.111522
2 Total of line 1, column (d)			2 0.618258
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 0.123652
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 28,968,607.
5 Multiply line 4 by line 3.			5 3,582,026.
6 Enter 1% of net investment income (1% of Part I, line 27b).			6 21,925.
7 Add lines 5 and 6.			7 3,603,951.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 3,505,680.

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	43,850.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)		2	
3 Add lines 1 and 2.		3	43,850.
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	43,850.
6 Credits/Payments:			
a 2017 estimated tax payments and 2016 overpayment credited to 2017.	6a	49,097.	
b Exempt foreign organizations - tax withheld at source.	6b		
c Tax paid with application for extension of time to file (Form 8868).	6c		
d Backup withholding erroneously withheld.	6d		
7 Total credits and payments. Add lines 6a through 6d.	7	49,097.	
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	5,247.	
11 Enter the amount of line 10 to be: Credited to 2018 estimated tax ☐ 5,247. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ _____ (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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. ☐ WI, ☐		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		X

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Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HARLEY-DAVIDSON.COM	X	
14 The books are in care of ► DANITA HALL Telephone no. ► 414-343-4505 Located at ► 3700 WEST JUNEAU AVENUE MILWAUKEE, WI ZIP+4 ► 53208		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here and enter the amount of tax-exempt interest received or accrued during the year		15
16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country ►		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly): (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?		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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? ☐ Yes ☒ No If "Yes," list the years ► 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.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No b If "Yes," did it have excess business holdings in 2017 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2017.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2017?		X

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

		Yes	No
5a	During the year, did the foundation pay or incur any amount to:		
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ 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. Organizations relying on a current notice regarding disaster assistance, check here ☐	5b	X
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? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	☐ Yes	☐ No
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? If "Yes" to 6b, file Form 8870.	6b	X
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	

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.**

(a) Name and address	(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
ATCH 12		0.	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. ☐

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
ATCH 13		94,369.

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

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 N/A	
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 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	

Total. Add lines 1 through 3 ▶

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	28,924,526.
b	Average of monthly cash balances	1b	485,227.
c	Fair market value of all other assets (see instructions).	1c	
d	Total (add lines 1a, b, and c)	1d	29,409,753.
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	29,409,753.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions).	4	441,146.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,968,607.
6	Minimum investment return. Enter 5% of line 5	6	1,448,430.

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	1,448,430.
2a	Tax on investment income for 2017 from Part VI, line 5 2a		43,850.
b	Income tax for 2017. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	43,850.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,404,580.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,404,580.
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	1,404,580.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,505,680.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,505,680.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,505,680.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				1,404,580.
2 Undistributed income, if any, as of the end of 2017:				
a Enter amount for 2016 only.				
b Total for prior years: 20 <u>15</u> , 20 <u>14</u> , 20 <u>13</u>				
3 Excess distributions carryover, if any, to 2017:				
a From 2012	1,380,501.			
b From 2013	1,968,101.			
c From 2014	2,033,760.			
d From 2015	1,983,242.			
e From 2016	2,216,494.			
f Total of lines 3a through e	9,582,098.			
4 Qualifying distributions for 2017 from Part XII, line 4: ► \$ <u>3,505,680.</u>				
a Applied to 2016, 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 2017 distributable amount.				1,404,580.
e Remaining amount distributed out of corpus.	2,101,100.			
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	11,683,198.			
b Prior years' undistributed income. Subtract line 4b from line 2b.				
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				
e Undistributed income for 2016. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2017. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018.				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions)	1,380,501.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	10,302,697.			
10 Analysis of line 9:				
a Excess from 2013	1,968,101.			
b Excess from 2014	2,033,760.			
c Excess from 2015	1,983,242.			
d Excess from 2016	2,216,494.			
e Excess from 2017	2,101,100.			

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

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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).)

N/A

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.

N/A

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:

ATCH 14

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

ATCH 15

c Any submission deadlines:

ATCH 16

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

ATCH 17

Part XV **Supplementary Information** *(continued)***3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
ATCH 18				
Total			3a	3,465,988.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments .			14	248,326.		
4 Dividends and interest from securities			14	564,494.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	1,569,163.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				2,381,983.		
13 Total. Add line 12, columns (b), (d), and (e)						2,381,983.

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions: (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

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

11/5/18
Date

PRESIDENT & DIRECTOR

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

**Paid
Preparer
Use Only**

Print/Type preparer's name
JACOB COOK

Preparer's signature

John C. ...

Date
10/31/2018

Check ☐ **self-employed**

PTIN	P01240455
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Firm's name ▶ BDO USA, LLP

Firm's address ► ONE ERDMAN PLACE, SUITE 404
MADISON, WI

53717

Firm's EIN ► 13-5381590

Phone no 608-831-8500

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					459,968.	
10104682.		PUBLICLY TRADED SECURITIES 8,982,425.					1,122,257.	
TOTAL GAIN(LOSS)							<u>1,582,225.</u>	

Schedule of Contributors

OMB No. 1545-0047

2017

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

Name of the organization

HARLEY-DAVIDSON FOUNDATION, INC.

Employer identification number

39-1769946

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 HARLEY-DAVIDSON FOUNDATION, INC.

Employer identification number
39-1769946**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	HARLEY-DAVIDSON 3700 WEST JUNEAU AVENUE MILWAUKEE, WI 53208	\$ 2,000,000.	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.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions.)

Employer identification number
39-1769946

[illegible]

Name of organization HARLEY-DAVIDSON FOUNDATION, INC.

Employer identification number

39-1769946

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INTEREST - BAIRD 2584	54.	54.
INTEREST - BAIRD 6131	53.	53.
INTEREST - BAIRD 2407	14.	14.
INTEREST - BAIRD 2409	8.	8.
INTEREST - BAIRD 2514	61.	61.
INTEREST - BAIRD 2566	11.	11.
INTEREST - BAIRD 0617	248,000.	244,763.
INTEREST - BAIRD 3839	52.	52.
INTEREST - BAIRD 9013	21.	21.
INTEREST - BAIRD 3744	48.	48.
INTEREST - BAIRD 2422	4.	4.
TOTAL	<u>248,326.</u>	<u>245,089.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDENDS - BAIRD 2584	68.	68.
DIVIDENDS - BAIRD 6131	11,160.	11,076.
DIVIDENDS - BAIRD 2407	7,895.	7,330.
DIVIDENDS - BAIRD 2409	6,389.	6,354.
DIVIDENDS - BAIRD 2514	113,969.	111,929.
DIVIDENDS - BAIRD 2566	264,263.	273,014.
DIVIDENDS - BAIRD 0617	31,406.	-6,199.
DIVIDENDS - BAIRD 3839	17,629.	17,629.
DIVIDENDS - BAIRD 9013	60,382.	55,533.
DIVIDENDS - BAIRD 3774	49,733.	16.
DIVIDENDS - BAIRD 2422	1,600.	1,600.
TOTAL	<u>564,494.</u>	<u>478,350.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	10,400.	5,200.		5,200.
TOTALS	<u>10,400.</u>	<u>5,200.</u>		<u>5,200.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INVST MGMT FEES - BAIRD 3774	2,093.	2,093.		
INVST MGMT FEES - BAIRD 9013	3,494.	3,494.		
INVST MGMT FEES - BAIRD 3839	9,471.	9,471.		
INVST MGMT FEES - BAIRD 0617	17,693.	17,693.		
INVST MGMT FEES - BAIRD 2566	30,707.	30,707.		
INVST MGMT FEES - BAIRD 2514	13,036.	13,036.		
INVST MGMT FEES - BAIRD 2422	1,561.	1,561.		
INVST MGMT FEES - BAIRD 2409	4,029.	4,029.		
INVST MGMT FEES - BAIRD 2407	4,344.	4,344.		
INVST MGMT FEES - BAIRD 6131	7,943.	7,943.		
TOTALS	94,371.	94,371.		

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FOREIGN TAXES - BAIRD 3839	2,283.	2,283.		
FOREIGN TAXES - BAIRD 2566		8,857.		
FOREIGN TAXES - BAIRD 6131	10.	10.		
2017 EXTENSION PAYMENT	15,000.			
TOTALS	17,293.	11,150.		

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE	NET	ADJUSTED	CHARITABLE
	AND EXPENSES PER BOOKS	INVESTMENT INCOME	NET INCOME	PURPOSES
SOFTWARE	33,917.			33,917.
OTHER EXPENSES	3,011.	2,436.		575.
TOTALS	36,928.	2,436.		34,492.

Part II Line 10a Investments - U.S. and State Government Obligations		Description		
		Symbol	Shares/Par	Book Value @ Cost
				Market Value

State and Municipal Obligations

65,000 65,075 65,132

Part II Line 10b Investments - Corporate Stock				
Description	Symbol	Shares/Par	Book Value	Market Value

AGCO CORP	AGCO	479	21,531	34,215
BRINKS COMPANY	BCO	226	17,713	17,786
BROADRIDGE FINANCIAL SOLUTIONS INC	BR	415	8,953	37,591
CENTENE CORP DEL	CNC	478	12,013	48,221
CLEAN HARBORS INC	CLH	860	41,041	46,612
COMMSCOPE HOLDING COMPANY INC	COMM	422	13,720	15,964
DARLING INGREDIENTS INC	DAR	3,068	44,687	55,623
DIEBOLD NIXDORF INC	DBD	1,280	27,980	20,928
DYCOM INDUSTRIES INC	DY	161	14,515	17,940
EXTENDED STAY AMERICA INC REIT PAIRD SHS COMPRISED 1 COM 1 CL B	STAY	1,675	32,126	31,825
FLOWSERVE CORP	FLS	826	43,414	34,799
HANESBRANDS INC	HBI	1,778	31,428	37,178
IDEX CORP	IDEX	283	15,452	37,348
KNOWLES CORP	KN	2,096	33,014	30,727
MURPHY USA INC	MUSA	556	30,739	44,680
NEWFIELD EXPLORATION COMPANY	NFX	1,426	42,406	44,962
OGE ENERGY CORP	OGE	540	16,526	17,771
PENTAIR PLC	PNR	521	31,621	36,793
POLARIS INDUSTRIES INC	PII	348	29,462	43,149
THOR INDUSTRIES INC	THO	248	10,218	37,379
TIMKEN COMPANY	TKR	884	30,921	43,449
TRINITY INDUSTRIES INC	TRN	1,276	24,956	47,799
WESTERN UNION COMPANY	WU	2,029	38,254	41,993
WESTROCK COMPANY	WRK	426	15,662	26,927
ALBEMARLE CORP	ALB	117	7,827	14,963
ALEXANDRIA REAL ESTATE	ARE	120	9,884	15,671
ALLETE INC NEW	ALE	105	8,118	7,808
ALLIANT ENERGY CORP	LNT	170	5,721	7,244
AMDOCS LTD	DOX	175	6,394	11,459
BARC R INC	067383109	20	3,723	6,625
BOOZ ALLEN HAMILTON HOLDING CORP CLASS A	BAH	305	8,330	11,630
BRANDYWINE REALTY TRUST NEW	BDN	485	7,178	8,822
CABLE ONE INC	CABO	20	8,301	14,067
CENTENNIAL RESOURCE DEV INC CL A	CDEV	325	5,540	6,435
CHEMICAL FINANCIAL CORP	CHFC	260	12,472	13,902
COHERENT INC	COHR	10	2,502	2,822
COLUMBIA SPORTSWEAR COMPANY	COLM	85	4,789	6,110
COOPER COS INC NEW	COO	30	4,067	6,536
CURTIS-WRIGHT CORP DE	CW	110	11,089	13,404
DIAMONDBACK ENERGY INC	FANG	105	8,188	13,256
DR PEPPER SNAPPLE	DPS	55	2,218	5,338
DTE ENERGY COMPANY	DTE	115	9,014	12,588
EAGLE MATERIALS INC	EXP	130	12,690	14,729
ENERGIZER HLDGS INC NEW	ENR	150	4,796	7,197
FIRST REPUBLIC BANK	FRC	125	11,077	10,830
FLIR SYSTEMS INC	FLIR	140	4,011	6,527
ARTHUR J GALLAGHER & COMPANY	AGG	185	11,250	11,707
GENPACT LTD	G	180	5,835	5,713
HANESBRANDS INC	HBI	320	8,459	6,691
HARTFORD FINANCIAL SERVICES GROUP INC	HIG	160	4,291	9,005
HELEN OF TROY LTD BERMUDA	HELE	95	8,995	9,153
HIGHWOODS PTYS INC	HW	140	7,391	7,127
HOME BANCSHARES INC	HOMB	460	9,820	10,695
HUBBELL INC	HUBB	95	9,215	12,857
HUDSON PACIFIC	HPP	250	8,370	8,563
HUNTINGTON INGALLS INDS INC	HII	43	5,362	10,135
INGERSOLL RAND PLC	IR	105	7,979	9,365

Description	Symbol	Shares/Par	Book Value	
			@ Cost	Market Value
INTERCONTINENTAL EXCHANGE INC	ICE	219	5,969	15,453
INTUIT INC	INTU	97	5,764	15,305
JABIL INC	JBL	299	8,586	7,849
KEYSIGHT TECHNOLOGIES INC	KEYS	206	6,594	8,570
KEYCORP NEW	KEYS	491	4,062	9,903
LABORATORY CORP OF AMER HOLDNGS NEW	LH	54	6,318	8,614
MASCO CORP	MAS	301	5,308	13,226
MEDNAX	MD	88	3,049	4,703
NEWFIELD EXPLORATION COMPANY	NFX	248	7,191	7,819
PACKAGING CORP OF AMERICA	PKG	90	6,069	10,850
PROGRESSIVE CORP OH	PGR	200	4,619	11,264
RAYMOND JAMES FINANCIAL INC	RJF	144	5,114	12,859
REINSURANCE GROUP AMERICA INC NEW	RGA	77	4,476	12,007
RENAISSANCE HOLDINGS LTD	RNR	55	5,159	6,907
REPUBLIC SERVICES INC	RSG	225	6,917	15,212
SCOTTS MIRACLE-GRO CO	SMG	79	4,214	8,452
SEALED AIR CORP NEW	SEE	216	3,713	10,649
SNAP ON INC	SNA	75	4,476	13,073
STIFEL FINANCIAL CORP	SF	141	5,886	8,398
SYNOPSYS INC	SNPS	130	4,116	11,081
SYNCHRONY FINANCIAL	SYF	281	7,996	10,849
TJX COMPANIES INC NEW	TJX	156	6,292	11,928
TOTAL SYSTEMS SERVICES INC	TSS	170	9,080	13,445
WEC ENERGY GROUP INC	WEC	110	4,968	7,307
WOODWARD INC	WWD	130	6,788	9,950
XILINX INC	XLNX	160	4,799	10,787
AFLAC INC	AFL	180	11,314	15,800
APTIV PLC	APTIV	172	11,722	14,591
AT&T INC	T	2,774	93,988	107,853
ABBOTT LABORATORIES	ABT	703	29,410	40,120
ACCENTURE PLC IRELAND CLASS A NEW	CAN	53	8,094	8,114
AIR PRODUCTS & CHEMICALS INC	APD	36	4,245	5,907
ALLERGAN PLC	AGN	149	28,736	24,373
ALLSTATE CORP	ALL	157	10,378	16,439
ALTRIA GROUP INC	MO	113	8,104	8,069
AMEREN CORP	AEE	90	3,822	5,309
AMERICAN ELECTRIC POWER COMPANY INC	AEP	217	12,459	15,965
AMERICAN EXPRESS COMPANY	AXP	181	7,645	17,975
AMERICAN INTL GROUP INC NEW	AIG	443	24,758	26,394
AMERISOURCEBERGEN CORP	ABC	70	5,420	6,427
AMGEN INC	AMGN	160	26,196	27,824
ANADARKO PETROLEUM CORP	APC	150	10,606	8,046
ANDEAVOR	ANDV	62	5,617	7,089
ANTHEM INC	ANTM	128	19,861	28,801
ARCHER DANIELS MIDLAND COMPANY	ADM	274	12,738	10,982
BB&T CORP	BBT	376	14,602	18,695
BALL CORP	BLL	202	7,748	7,646
BANK NEW YORK MELLON	BK	480	11,034	25,853
BANK AMERICA CORP	BAC	4,587	71,500	135,408
BAXTER INTL INC	BAX	234	8,708	15,126
BERKSHIRE HATHAWAY INC DE CL B NEW	BRK/B	862	89,088	170,866
BLACKROCK INC	BLK	24	8,792	12,329
BOEING COMPANY	BA	99	15,300	29,196
BRISTOL MYERS SQUIBB COMPANY	BMJ	327	22,498	20,039
CIGNA CORP	CI	123	16,828	24,980
CME GROUP INC CL A	CME	57	5,609	8,325
CMS ENERGY CORP	CMS	142	5,015	6,717
CSX CORP	CSX	181	4,604	9,957
CVS HEALTH CORP	CVS	441	37,608	31,973

Description	Symbol	Shares/Par	Book Value	
			@ Cost	Market Value
CAPITAL ONE FINANCIAL CORP	COF	219	17,441	21,808
CARDINAL HEALTH INC	CAH	161	14,266	9,864
CARNIVAL CORP PAIRED CTF 1 COM CARNIVL CRP & 1 TR SH BEN INT P&O PRINC	CCL	266	12,898	17,654
CATERPILLAR INC	CAT	146	11,476	23,007
CENTURYLINK INC	CTL	257	8,779	4,287
CHEVRON CORP	CVX	885	92,704	110,793
CHUBB LTD	CB	161	18,303	23,527
CISCO SYSTEMS INC	CSCO	2,438	70,077	93,375
CITIGROUP INC NEW	C	1,294	66,491	96,287
CITIZENS FINANCIAL GROUP INC	CFG	187	4,110	7,850
COCA-COLA COMPANY	KO	890	36,361	40,833
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	CTSH	100	5,631	7,102
COLGATE-PALMOLIVE COMPANY	CL	195	13,475	14,713
COMCAST CORP CL A NEW	CMCSA	1,158	46,042	46,378
CONAGRA BRANDS INC	CAG	222	8,538	8,363
CONOCOPHILLIPS	COP	545	33,401	29,915
CONSOLIDATED EDISON INC	ED	147	9,230	12,488
COSTCO WHOLESALE CORP	COST	205	31,746	38,155
CROWN CASTLE INTL CORP	CCI	111	9,518	12,322
D R HORTON INC	DHI	244	6,854	12,461
DANAHER CORP	DHR	104	7,018	9,653
DAVITA INC	DVA	85	5,524	6,141
DEERE & COMPANY	DE	77	6,680	12,051
DELTA AIRLINES INC NEW	DAL	403	20,130	22,568
DENTSPLY SIRONA INC	XRAY	125	7,516	8,229
DEVON ENERGY CORP NEW	DVN	125	5,929	5,175
WALT DISNEY CO	DIS	380	39,530	40,854
DOMINION ENERGY INC	D	176	12,700	14,267
DOVER CORP COMMON	DOV	92	6,958	9,291
DOWDUPONT INC	DWDP	861	43,308	61,320
DTE ENERGY COMPANY	DTE	91	7,270	9,961
DUKE ENERGY CORP NEW	DUK	321	24,598	26,999
EOG RESOURCES INC	EOG	126	9,055	13,597
EVERSOURCE ENERGY	ES	159	8,223	10,046
EASTMAN CHEMICAL COMPANY	EMN	77	5,353	7,133
EATON CORP PLC	ETN	237	15,074	18,725
EBAY INC	EBAY	349	10,354	13,171
ECOLAB INC	ECL	68	8,182	9,124
EDISON INTL	EIX	163	10,480	10,308
EMERSON ELECTRIC COMPANY	EMR	181	10,028	12,614
ENTERGY CORP NEW	ETR	93	7,284	7,569
EQUITY RESIDENTIAL	EQR	115	7,557	7,334
EXELON CORP	EXC	460	15,517	18,129
EXPRESS SCRIPTS HLDG	ESRX	294	24,471	21,944
EXXON MOBIL CORP	XOM	1,879	159,223	157,160
FIFTH THIRD BANCORP	FITB	347	6,672	10,528
FORD MOTOR COMPANY NEW	FITB	2,320	36,082	28,977
FRANKLIN RESOURCES INC	BEN	164	7,657	7,106
GENERAL ELECTRIC COMPANY	GE	2,445	65,071	42,665
GENERAL MILLS INC	GIS	120	6,663	7,115
GENERAL MOTORS COMPANY	GM	878	31,920	35,989
GENUINE PARTS COMPANY	GPC	100	8,580	9,501
GOLDMAN SACHS GROUP INC	GS	168	31,330	42,800
HALLIBURTON COMPANY	HAL	170	6,978	8,308
HARTFORD FINANCIAL	HIG	198	8,479	11,143
HP INC	HPQ	831	12,460	17,459
HEWLETT PACKARD ENTERPRISES COMPANY	HPE	760	9,127	10,914
HONEYWELL INTL INC	HON	163	15,270	24,998
HUNTINGTON BANCSHRES INC	HBAN	559	7,318	8,139
INTEL CORP	INTC	1,197	40,342	55,254

Description	Symbol	Shares/Par	Book Value	
			@ Cost	Market Value
INTL BUSINESS MACHINES CORP	IBM	181	28,688	27,769
INTERNATIONAL PAPER COMPANY	IP	205	10,839	11,878
INVESCO LTD	IVZ	181	5,634	6,614
TWENTY FIRST CENTURY FOX INC CL A	FOXA	364	12,453	12,569
JPMORGAN CHASE & COMPANY	JPM	1,624	99,552	173,671
JOHNSON CONTROLS INTL	JCI	489	21,641	18,636
JOHNSON & JOHNSON	JNJ	506	51,581	70,698
KINDER MORGAN INC DE	JMI	895	13,497	16,173
KEYCORP NEW	KEY	357	5,171	7,201
KIMBERLY CLARK CORP	KMB	75	8,048	9,050
KRAFT HEINZ CO	KHC	282	18,895	21,928
KROGER COMPANY	KR	225	8,580	6,176
ELI LILLY & COMPANY	LLY	260	20,114	21,960
LINCOLN NATIONAL CORP IN	LNC	105	6,015	8,071
LOEWS CORP	L	119	4,875	5,954
LOWES COMPANIES INC	LOW	198	14,456	18,402
LYONDELLBASEL	LYB	160	14,036	17,651
M&T BANK CORP	MTB	77	9,481	13,166
MARATHON PETROLEUM CORP	MPC	261	12,627	17,221
MCDONALDS CORP	MCD	194	19,158	33,391
MCKESSON CORP	MCK	113	23,292	17,622
MEDTRONIC PLC	MDT	655	48,772	52,891
MERCK & COMPANY INC NEW	MRK	500	25,887	28,135
METLIFE INC	MET	497	22,248	25,128
MICRON TECHNOLOGY INC	MU	506	10,279	20,807
MOLSON COORS BREWING	TAP	98	9,604	8,043
MONDELEZ INTERNATIONAL INC CL A	MDLZ	726	32,211	31,073
MONSANTO COMPANY NEW	MON	74	7,806	8,642
MORGAN STANLEY	MS	655	24,988	34,368
MYLAN N V	MYL	89	4,746	3,766
NEXTERA ENERGY INC	NEE	114	11,788	17,806
NIKE INC	NKE	364	18,555	22,768
NORFOLK SOUTHERN CORP	NSC	153	14,330	22,170
OCCIDENTAL PETROLEUM CORP	OXY	220	16,001	16,205
ORACLE CORP	ORCL	611	24,682	28,888
PHILIP MORRIS INTL INC	PM	330	27,026	34,865
PG&E CORP	PCG	245	13,460	10,983
PNC FINANCIAL SERVICES GROUP INC	PNC	221	20,744	31,888
PPG INDUSTRIES INC	PPG	48	5,465	5,607
PPL CORP	PPL	336	10,894	10,399
PACCAR INC	PCAR	88	3,548	6,255
PENTAIR PLC	PNR	99	5,603	6,991
PEPSICO INC	PEP	293	27,920	35,137
PERRIGO COMPANY PLC	PRGO	36	6,125	3,138
PFIZER INC	PFE	1,274	43,522	46,144
PHILLIPS 66	PSX	195	15,095	19,724
PRAXAIR INC	PX	69	8,380	10,673
PRINCIPAL FINANCIAL GROUP INC	PFG	116	5,866	8,185
PROCTER & GAMBLE COMPANY	PG	642	51,011	58,987
PROGRESSIVE CORP OH	PGR	299	10,695	16,840
PRUDENTIAL FINANCIAL INC	PRU	195	15,520	22,421
PUBLIC SERVICE ENTERPRISE GROUP INC	PEG	253	10,774	13,030
PUBLIC STORAGE	PSA	46	10,064	9,614
QUALCOMM INC	QCOM	478	30,979	30,602
RAYTHEON COMPANY NEW	RTN	51	5,661	9,580
REGIONS FINANCIAL CORP NEW	RF	558	5,239	9,642
SCANA CORP NEW	SCG	78	5,778	3,103
SCHLUMBERGER LTD	SLB	359	23,595	24,193
SEAGATE TECHNOLOGY PLC	STX	137	4,750	5,732
SEMPRA ENERGY	SRE	118	12,212	12,617

Description	Symbol	Shares/Par	Book Value	
			@ Cost	Market Value
SIMON PROPERTY GROUP INC NEW	SPG	57	11,055	9,789
SMUCKER JM COMPANY NEW	SJM	62	8,010	7,703
SOUTHERN COMPANY	SO	454	20,600	21,833
STARBUCKS CORP	SBUX	311	18,144	17,861
STATE STREET CORP	STT	154	11,581	15,032
SUNTRUST BANKS INC	STI	246	10,328	15,889
SYSCO CORP	SY	111	4,257	6,741
SYNCHRONY FINANCIAL	SYF	206	6,153	7,954
TE CONNECTIVITY LTD	TEL	113	2,703	10,740
TJX COMPANIES INC NEW	TJX	213	15,809	16,286
TRAVELERS COMPANIES INC	TRV	129	14,117	17,498
TARGET CORP	TGT	356	27,845	23,229
TEXTRON INC	TXT	124	5,174	7,017
THERMO FISHER SCIENTIFIC INC	TMO	66	9,085	12,532
3M COMPANY	MMM	100	8,835	23,537
TIME WARNER INC NEW	TWX	476	42,983	43,540
TYSON FOODS INC CL A	TSN	140	6,061	11,350
UNION PACIFIC CORP	UNP	133	10,063	17,835
UNITED PARCEL SERVICE	UPS	186	21,957	22,162
U S BANCORP DE NEW	USB	434	19,866	23,254
UNITED TECHNOLOGIES CORP	UTX	399	47,095	50,900
UNUM GROUP	UNM	120	5,232	6,587
V F CORP	VFC	111	6,894	8,214
VALERO ENERGY CORP	VLO	236	14,264	21,691
VERIZON COMMUNICATIONS INC	VZ	1,192	60,000	63,093
WAL-MART STORES INC	WMT	708	56,493	69,915
WALGREENS BOOTS ALLIANCE INC	WBA	402	34,631	29,193
WELLS FARGO & CO NEW	WFC	2,052	111,226	124,495
WELLTOWER INC	HCN	117	7,838	7,461
WESTERN DIGITAL CORP	WDC	131	7,667	10,418
WESTROCK COMPANY	WRK	130	7,395	8,217
WEYERHAEUSER COMPANY	WY	580	17,847	20,451
WILLIAMS COS INC DEL	WMB	186	4,072	5,671
WILLIS TOWERS WATSON	WLTW	66	8,077	9,946
XL BERMUDA	XL	139	5,068	4,887
XCEL ENERGY INC	XEL	254	9,048	12,220
ABERDEEN EMERGING MARKETS INSTL CL	ABEMX	34,545	496,487	557,560
LSV SMALL CAP VALUE INSTL CL	LSVQX	59,592	762,803	926,650
BARON EMERGING MARKETS INSTL C	BEXIX	38,237	451,713	587,699
BROWN CAPITAL MANAGEMENT SMALL COMPANY INSTL CL	BCSSX	10,877	713,708	985,311
DFA INTL SMALL COMPANY INTL SMALL COMPANY	DFISX	53,408	899,928	1,135,996
FIDELITY MID CAP INDEX INSTL CL	FSTPX	126,605	2,594,871	2,656,165
GLENMEDE LARGE CAP GROWTH	GTLLX	36,857	1,026,697	1,190,840
OAKMARK INTL INSTL CL	OANIX	39,794	776,985	1,137,699
T ROWE PRICE INSTL LARGE CAP GROWTH	TRLGX	31,519	668,003	1,163,350
MFS INTL NEW DISCOVERY CL I	MWNIX	31,600	801,730	1,128,749
OPPENHEIMER DEVELOPING MARKETS CL I	ODVIX	13,373	504,137	574,083
T ROWE PRICE INSTL CONCENTRATED EQTY	RPICX	80,836	1,060,168	1,050,066
TOUCHSTONE SANDS CAP INSTL GROWTH	CISGX	59,713	1,119,530	1,228,892
AIA GROUP LTD SPON ADR	AAGIY	1,552	43,154	53,133
ACCENTURE PLC IRELAND CLASS A NEW	CAN	297	34,064	45,468
ADIDAS AG SPONS ADR	ADDYY	227	18,454	22,659
ATLAS COPCO AB SPON ADR REPSTG COM SER A	ATLKY	1,049	38,818	45,207
CSL LTD SPONSORED ADR	CSLLY	971	32,902	53,570
CANADIAN PACIFIC RAILWAY LIMITED	CP	242	28,435	44,228
CHUBB LTD	CB	314	22,936	45,885
CHR HANSEN HLOG A/S SPONSORED ADR	CHYHY	722	13,553	34,078
COLOPLAST AS ADR	CLPBY	2,148	15,129	16,958

Description	Symbol	Shares/Par	Book Value	
			@ Cost	Market Value
COMPASS GROUP PLC	CMPGY	1,829	32,471	40,156
CORE LABORATORIES NV	CLB	254	31,764	27,826
DSV AS ADR	DSDVY	1,107	27,896	43,693
ESSILOR INTL SA ADR	ESLOY	388	25,028	26,764
EXPERIAN PLC	EXPGY	2,041	35,882	44,739
FERRARI NV NEW	RACE	216	22,731	22,645
HDFC BANK LTD ADR	HDB	399	22,811	40,566
HERMES INTERNATIONAL SCA ADR	HESAY	494	17,820	26,429
ICON PLC	ICLR	244	15,429	27,365
INDUSTRIA DE DISENO TEXTIL INDITEX SA ADR	IDEXY	821	11,432	14,302
LVMH MOET HENNESSY LOUIS VUITTON ADR	LVMUY	667	22,389	39,153
LUXOTTICA GROUP S P A SPONSORED ADR	LUXTY	346	17,699	21,165
NESTLE S A SPNSD ADR REPSTING REG SHS	NSRGY	489	29,793	42,039
NOVOZYMES A/S SPONS ADR	NVZMY	599	17,407	34,209
RECKITT BENCKISER PLC SPONSORED ADR	RBGLY	2,239	39,333	42,563
RYANAIR HOLDINGS PLC SPON ADR NEW	RYAAY	198	24,042	20,630
SYSMEX CORP ADR	SSMXY	477	5,426	18,818
TAIWAN SEMICONDUCTOR MANUFACTURING COMPANY LTD SPONS ADR	TSM	1,109	16,979	43,972
TENCENT HOLDINGS LTD	TCEHY	776	5,260	40,290
WAL-MART DE MEXICO S A B DE C V SPONSORED ADR SERIES V	WMMVY	1,067	28,973	26,056
YANDEX N V SHS CL A	YNDX	948	20,139	31,047
Total			17,651,068	21,856,539

Part II Line 10c	Description	Symbol	Shares/Par	Book Value	
				@ Cost	Market Value
	Investments - Corporate Bonds				
	AMERITECH CAP FDG CORP DEBENTURE CPN 6.450% DUE 01/15/18 DTD 01/21/98 FC 07/15/98		150,000	150,257	150,234
	SYSCO CORP NOTE CPN 5.250% DUE 02/12/18 DTD 02/12/08 FC 08/12/08		150,000	150,488	150,531
	MARRIOTT INTL INC NEW NOTE SER K CPN 3.000% DUE 03/01/19 DTD 02/27/12 FC 09/01/12 CALL 12/01/18 @ 100.000		100,000	101,082	100,682
	WELLS FARGO & CO MEDIUM TERM NOTE VAR CPN 0.000% DUE 03/21/19 DTD 03/21/12 FC 06/21/12		100,000	98,450	99,701
	EQT CORP SR NOTE CPN 8.125% DUE 06/01/19 DTD 05/15/09 FC 12/01/09		100,000	105,072	107,697
	EBAY INC NOTE CPN 2.200% DUE 08/01/19 DTD 07/28/14 FC 02/01/15 CALL 07/01/19 @ 100.000		50,000	50,428	49,875
	TEXTRON INC NOTE CPN 7.250% DUE 10/01/19 DTD 09/17/09 FC 04/01/10		80,000	86,995	86,394
	AMERICAN EXPR CR CORP MEDIUM TERM NOTE VAR CPN 0.000% DUE 05/26/20 DTD 05/26/15 FC 08/26/15 CALL 04/26/20 @ 100.000		100,000	98,200	100,910
	INTEGRYS ENERGY GRP INC SR NOTE CPN 4.170% DUE 11/01/20 DTD 11/15/10 FC 05/01/11		100,000	103,488	103,998
	BERKSHIRE HATHAWAY FIN CORP GTD SR NOTE CPN 4.250% DUE 01/15/21 DTD 01/11/11 FC 07/15/11		140,000	141,190	148,049
	ENTERGY TEXAS INC BOND CPN 4.100% DUE 09/01/21 DTD 09/13/11 FC 03/01/12 CALL 06/01/21 @ 100.000		100,000	104,904	103,308
	INTEL CORP SR NOTE CPN 3.300% DUE 10/01/21 DTD 09/19/11 FC 04/01/12		125,000	126,666	129,630
	KOHL'S CORP NOTE CPN 4.000% DUE 11/01/21 DTD 10/17/11 FC 05/01/12 CALL 08/01/21 @ 100.000		100,000	100,581	102,867
	ECOLAB INC NOTE CPN 4.350% DUE 12/08/21 DTD 12/08/11 FC 06/08/12		100,000	100,000	106,441
	MICHIGAN BELL TELEPHONE CPN 7.850% DUE 01/15/22 DTD 01/15/92 FC 07/15/92		100,000	114,795	116,817
	WALGREEN CO NOTE CPN 3.100% DUE 09/15/22 DTD 09/13/12 FC 03/15/13		175,000	175,556	175,700
	ABBVIE INC SR NOTE CPN 3.200% DUE 11/06/22 DTD 05/14/15 FC 11/06/15 CALL 09/06/22 @ 100.000		100,000	102,095	101,545
	AMERICAN EXPR CO SR NOTE CPN 2.650% DUE 12/02/22 DTD 12/03/12 FC 06/02/13		50,000	50,215	49,652
	MCKESSON CORP NEW NOTE CPN 2.700% DUE 12/15/22 DTD 12/04/12 FC 06/15/13 CALL 09/15/22 @ 100.000		150,000	149,781	149,058
	VERIZON COMMNS INC NOTE CPN 5.150% DUE 09/15/23 DTD 09/18/13 FC 03/15/14		100,000	110,616	111,264
	CTIGROUP INC SR NOTE CPN 3.875% DUE 10/25/23 DTD 10/25/13 FC 04/25/14		150,000	157,153	156,650
	DOMINION GAS HLDGS LLC SR NOTE SER B CPN 3.550% DUE 11/01/23 DTD 05/01/14 FC 11/01/14 CALL 08/01/23 @ 100.000		100,000	103,132	102,072
	CVS CAREMARK CORP SR NOTE CPN 4.000% DUE 12/05/23 DTD 12/05/13 FC 06/05/14 CALL 09/05/23 @ 100.000		125,000	132,908	129,965
	AMERISOURCEBERGEN CORP SR NOTE CPN 3.400% DUE 05/15/24 DTD 05/22/14 FC 11/15/14 CALL 02/15/24 @ 100.000		100,000	103,869	101,849
	GOLDMAN SACHS GROUP INC MEDIUM TERM NOTE CPN 3.850% DUE 07/08/24 DTD 07/08/14 FC 01/08/15 CALL 04/08/24 @ 100.000		100,000	103,504	103,727
	EBAY INC NOTE CPN 3.450% DUE 08/01/24 DTD 07/28/14 FC 02/01/15		100,000	99,491	101,630
	VERIZON COMMNS INC NOTE CPN 3.500% DUE 11/01/24 DTD 10/29/14 FC 05/01/15 CALL 08/01/24 @ 100.000		50,000	50,829	50,897
	LAKE CNTY IL WARREN TWP HIGH SCH DIST 121 GURNEE SCH BLDG BABS TXBL B/E CPN 5.900% DUE 01/01/25 DTD 05/19/09 FC 01/01/10		50,000	52,186	52,610
	APPLE INC NOTE CPN 2.500% DUE 02/09/25 DTD 02/09/15 FC 08/09/15		150,000	150,599	146,255
	ABBOTT LABS SR NOTE CPN 2.950% DUE 03/15/25 DTD 03/10/15 FC 09/15/15		150,000	149,768	147,165
	HARMAN INTL INDS INC NEW SR NOTE CPN 4.150% DUE 05/15/25 DTD 05/11/15 FC 11/15/15		75,000	78,049	77,546
	KOHL'S CORP NOTE CPN 4.250% DUE 07/17/25 DTD 07/17/15 FC 01/17/16		100,000	99,203	101,609
	JPMORGAN CHASE & CO MEDIUM TERM NOTE FXD/V CPN 3.000% DUE 09/22/25 DTD 09/22/15 FC 12/22/15		100,000	97,250	92,600
	OCCIDENTAL PETE CORP SR NOTE CPN 3.400% DUE 04/15/26 DTD 04/04/16 FC 10/15/16 CALL 01/15/26 @ 100.000		125,000	124,163	128,015
	BAIRD CORE PLUS BOND INSTL CL	BCOIX	36,264	401,804	406,887
	DODGE & COX INCOME	DODIX	30,821	420,198	424,099
	WELLS FARGO CORE BOND INSTL CL	MBFIX	32,057	410,000	412,892
	WISCONSIN ST GENL FD ANNUAL APPROP REV SER A AGM B/E OID @99.543 TXBL CPN 5.200% DUE 05/01/18 DTD 12/18/03 FC 05/01/0		35,000	35,220	35,370
	NEW YORK ST URBAN DEV CORP REV PERSONAL INCOME TAX SER A 2 B/E TXBL CPN 6.500% DUE 12/15/18 DTD 01/15/09 FC 06/15/09		25,000	25,000	26,093
	GLENDAL WJ CMNTY DEV AUTH LSE REV SER B B/E TXBL CPN 2.400% DUE 10/01/19 DTD 08/03/15 FC 04/01/16		100,000	100,341	99,909
	SUN PRAIRIE WI AREA SCH DIST RFDG BABS B/E TXBL CPN 4.850% DUE 03/01/21 DTD 03/01/10 FC 09/01/10 CALL 03/01/20 @ 100.000		100,000	103,453	105,021
	PORTLAND OR URBAN RENEW & REDEV SR LIEN SER A REV B/E TXBL CPN 3.723% DUE 06/15/21 DTD 05/17/12 FC 12/15/12		100,000	103,688	104,313
	CHICAGO IL TRAN AUTH REV SALES & TRANSFER TAX PENSION FDG A B/E TXBL CPN 6.300% DUE 12/01/21 DTD 08/06/08 FC 12/01/08		70,000	70,000	75,192
	INDIANA ST BD BK REV RFDG TXBL SCH SEV C B/E ST AID INTRCPT CPN 3.589% DUE 01/15/22 DTD 12/23/13 FC 01/15/14		75,000	77,888	77,732
	OHIO ST WTR DEV AUTH POLLTN CTL REV WTR QUAL B2 BABS B/E TXBL CPN 3.892% DUE 12/01/22 DTD 08/24/10 FC 12/01/10		100,000	104,616	105,559
	DOUGLAS CNTY NE SCH DIST 010 TXBL SER A		100,000	104,870	106,480
	MICHIGAN FIN AUTH REV TXBL RFDG SCH LN B/E CPN 6.396% DUE 09/01/24 DTD 12/15/10 FC 03/01/11		75,000	88,792	89,219
	CARROLL TX INOPT SCH DIST SCH BLDG SER A BABS B/E TXBL PSF GTD CPN 4.459% DUE 02/15/25 DTD 10/01/10 FC 02/15/11		100,000	103,499	104,452
	NEW MEXICO FIN AUTH REV SR LIEN PUB PJ B2 B/E TXBL CPN 5.496% DUE 06/01/25 DTD 08/12/10 FC 12/01/10		100,000	104,941	107,325
	KANSAS DEV FIN AUTH SALES TAX REV KS BRD REGTS M2 BABS B/E TXBL CPN 5.100% DUE 09/01/25 DTD 05/20/10 FC 09/01/10		75,000	78,288	78,188
	HUDSON CNTY NJ IMPT AUTH FAC LSE REV RFDG HUDSON CNTY LSE PJ AGM B/E TXBL CPN 7.400% DUE 12/01/25 DTD 02/15/97 FC 06/01/97		95,000	95,000	109,158
	GLENDAL HTS IL CORP CORP PURP BABS B/E TXBL OID @99.855 5.363% CPN 5.350% DUE 12/15/25 DTD 04/15/10 FC 12/15/10		50,000	52,167	52,941
	WISCONSIN ST SER D BABS B/E TXBL CPN 4.600% DUE 05/01/26 DTD 09/02/10 FC 05/01/11		100,000	105,038	108,466
	CLARK CNTY NV SALES & EXCISE TAX REV SER C BABS B/E TXBL CPN 5.800% DUE 07/01/26 DTD 08/11/10 FC 01/01/11		130,000	140,006	140,924
	TAMPA FL REV B/E TXBL CPN 4.772% DUE 10/01/26 DTD 12/22/11 FC 04/01/12		125,000	131,242	135,091
	MONONA WI RFDG B/E TXBL CPN 4.625% DUE 10/01/27 DTD 12/16/13 FC 10/01/14		100,000	108,343	107,232
	EVANSVILLE VANDERBURGH IN SCH BLDG CORP B REV BABS B/E TXBL		75,000	78,449	81,063
	ARIZONA BRD REGTS AZ ST UNIV SYS REV SPEED SER A BABS B/E TXBL		100,000	105,321	109,627
	LAKE CNTY IL WTR & SWR SYS REV SER A BABS B/E TXBL		50,000	52,127	53,545
	KANE COOK & DU PAGE CNTY IL CMNTY CLLG DIST 509 C		125,000	134,691	134,588
	BAIRD SHORT TERM BOND INSTL CL	BSBIX	38,966	377,707	375,630
	FEDERATED INSTL HIGH YIELD BOND INSTL CL	FIHIX	12,109	111,230	121,087
	GUGGENHEIM MACRO OPPTY'S INSTL CL	GHOIX	11,372	297,074	304,781
	OPPENHEIMER SENIOR FLOATING RATE CL Y	OOSYX	37,392	302,736	303,249
	VANGUARD SHORT TERM CORP BOND INDEX ADMIRAL CL	VSCSX	12,431	269,505	268,516
	THIRD AVENUE FOCUSED CREDIT INSTL CL	TFCIX	20,507	181,258	22,968
	Total			8,597,450	8,522,537

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
BALANCE FUNDS	111,082.	121,171.
TOTALS	<u>111,082.</u>	<u>121,171.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
MARKET VALUE ADJUSTMENT	156,235.
TOTAL	<u>156,235.</u>

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOANNE M BISCHMANN 3700 WEST JUNEAU AVENUE MILWAUKEE, WI 53208	PRESIDENT/DIRECTOR .20	0.	0.	0.
JOHN A OLIN 3700 WEST JUNEAU AVENUE MILWAUKEE, WI 53208	VP/CFO/DIRECTOR .20	0.	0.	0.
J DARREL THOMAS 3700 WEST JUNEAU AVENUE MILWAUKEE, WI 53208	VP/TREASURER .20	0.	0.	0.
PAUL J. JONES 3700 WEST JUNEAU AVENUE MILWAUKEE, WI 53208	VP/CHIEF LEGAL OFFICER .20	0.	0.	0.
STEPHEN W BOETTINGER 3700 WEST JUNEAU AVENUE MILWAUKEE, WI 53208	SECRETARY .20	0.	0.	0.
HEATHER MALENSHEK 3700 WEST JUNEAU AVENUE MILWAUKEE, WI 53208	DIRECTOR .20	0.	0.	0.
GRAND TOTALS		0.	0.	0.

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
BAIRD INVESTMENT MANAGEMENT SERVICES 777 EAST INVESTMENT MANAGEMENT SERVICES MILWAUKEE, WI 53202-5391	INVEST MGMT SERVICES	94,369.
TOTAL COMPENSATION		<u>94,369.</u>

ATTACHMENT 14FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

HARLEY-DAVIDSON FOUNDATION, INC.
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208
414-343-4680

ATTACHMENT 15

990PF, PART XV - FORM AND CONTENTS OF SUBMITTED APPLICATIONS

DONOR FORUM OF WISCONSIN COMMON APPLICATION FORM.

ATTACHMENT 16990PF, PART XV - SUBMISSION DEADLINES

APPLICATIONS MAY BE SUBMITTED AT ANY TIME AND WILL BE REVIEWED ON A
QUARTERLY BASIS AT THE END OF MARCH, JUNE, SEPTEMBER AND DECEMBER.

ATTACHMENT 17990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

MAJORITY OF FUNDING IS FOR PROJECT PROGRAM SUPPORT IN WI, PA, IL, OH,
TX, MO AND AZ.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ADDICTION RESOURCE COUNCIL INC 741 N GRAND AVE STE 200 WAUKESHA, WI 53186		NONE PC		PROGRAM SUPPORT	4,000.
AFTER THE HARVEST 406 W 34TH ST STE 816 KANSAS CITY, MO 64111		NONE PC		PROGRAM SUPPORT	2,500.
ALABAMA A&M UNIVERSITY FOUNDATION 309 PALTON BUILDING NORWAL, AL 35643		NONE PC		PROGRAM SUPPORT	1,875.
ALVERNO COLLEGE 3400 S 43RD ST MILWAUKEE, WI 53234		NONE PC		PROGRAM SUPPORT	20,175.
AMERICAN CANCER SOCIETY INC N19 W 24350 RIVERHOOD DR PO BOX 343922 WAUKESHA, WI 53188		NONE PC		PROGRAM SUPPORT	285.
AMERICAN FINANCIAL SERVICES ASSOCIATION EDUCATION 919 19TH STREET NW WASHINGTON, DC 20006		NONE PC		PROGRAM SUPPORT	30,000.

ATTACHMENT 18

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
AMERICAN NATIONAL RED CROSS 2600 W WISCONSIN AVE MILWAUKEE, WI 53233		NONE PC		PROGRAM SUPPORT	20,000.
ARTS @ LARGE, INC 908 S 5TH ST MILWAUKEE, WI 53204		NONE PC		PROGRAM SUPPORT	10,000.
AUBURN UNIVERSITY 317 S COLLEGE ST AUBURN UNIVERSITY, AL 36849		NONE GOV		PROGRAM SUPPORT	250.
BEST BUDDIES 10425 W NORTH AVE WAUWATOSA, WI 53226		NONE PC		PROGRAM SUPPORT	10,000.
BETTY BRINN CHILDREN'S MUSEUM 929 E WISCONSIN AVE #340 MILWAUKEE, WI 53202		NONE PC		PROGRAM SUPPORT	10,000.
BEYOND VISION 5316 W STATE ST 2ND FL MILWAUKEE, WI 53208		NONE PC		PROGRAM SUPPORT	15,000.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
BIG BROTHERS BIG SISTERS OF METROPOLITAN MILWAUKEE 788 N JEFFERSON ST MILWAUKEE, WI 53202	NONE PC		PROGRAM SUPPORT	35,363.
BISHOP NOLL INSTITUTE FOUNDATION, INC 1319 HOFFMAN ST STE 600 HAMMOND, IN 46327	NONE PC		PROGRAM SUPPORT	1,000.
BIZSTARTS MILWAUKEE INC 1555 N RIVERCENTER DR MILWAUKEE, WI 53212	NONE PC		PROGRAM SUPPORT	12,500.
BLESSINGS IN A BACKPACK INC 2924 WOODRIDGE LN WAUKESHA, WI 53188	NONE PC		PROGRAM SUPPORT	7,500.
BLOOM 360 LEARNING COMMUNITY 320 E BUFFALO ST MILWAUKEE, WI 53202	NONE PC		PROGRAM SUPPORT	7,198.
BOARD OF PARK COMMISSIONERS OF THE CLEVELAND METRO 4101 FULTON PARKWAY STE 400 CLEVELAND, OH 44144	NONE GOV		PROGRAM SUPPORT	3,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOYS & GIRLS CLUB OF GREATER SCOTTSDALE 10533 E LAKEVIEW DR SCOTTSDALE, AZ 85258	NONE PC		PROGRAM SUPPORT	2,000.
BOYS & GIRLS CLUB OF KANSAS CITY 4001 BLUE PARKWAY KANSAS CITY, MO 64130	NONE PC		PROGRAM SUPPORT	35,000.
BOYS & GIRLS CLUB OF KINGMAN PO BOX 4362 STE 102 KINGMAN, AZ 86401	NONE PC		PROGRAM SUPPORT	2,000.
BREWERS COMMUNITY FOUNDATION ONE BREWERS WAY MILWAUKEE, WI 53214	NONE PC		PROGRAM SUPPORT	25,000.
BRIDGING THE GAP, INC 1427 W 9TH ST KANSAS CITY, MO 64101	NONE PC		PROGRAM SUPPORT	2,500.
BROADSCOPE DISABILITY SERVICES 6102 W LAYTON AVE STE 201 GREENFIELD, WI 53220	NONE PC		PROGRAM SUPPORT	20,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CAMP FIRE NATIONAL HEADQUARTERS 1801 MAIN ST KANSAS CITY, MO 64108	NONE FC		PROGRAM SUPPORT	5,000.
CARLETON COLLEGE 1 N COLLEGE ST STE 200 NORTHFIELD, MN 55057	NONE FC		PROGRAM SUPPORT	50.
CARROLL UNIVERSITY 100 N EAST AVE WAUKESHA, WI 53186	NONE FC		PROGRAM SUPPORT	4,000.
CATHOLIC CHARITIES CORPORATION 7911 DETROIT AVE CLEVELAND, OH 44102	NONE FC		PROGRAM SUPPORT	2,000.
CEDARBURG SCHOOL DISTRICT W68N611 EVERGREEN BLVD CEDARBURG, WI 53012	NONE GOV		PROGRAM SUPPORT	500.
CENTER FOR VETERANS ISSUES 315 W COURT ST MILWAUKEE, WI 53212	NONE FC		PROGRAM SUPPORT	75,000.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CHESAPEAKE BAY FOUNDATION 6 HERNDON AVE ANNAPOLIS, MD 21403	NONE FC		PROGRAM SUPPORT	7,000.
CHICAGO CARES, INC 2 N RIVERSIDE PLAZA CHICAGO, IL 60606	NONE FC		PROGRAM SUPPORT	25,000.
CHICAGO COALITION FOR THE HOMELESS 70 E LAKE ST STE 1800 CHICAGO, IL 60601	NONE FC		PROGRAM SUPPORT	25,000.
CHILDREN'S ADVOCACY CENTER OF COLLIN COUNTY 2205 LOS RIOS BLVD STE 720 PLANO, TX 75074	NONE FC		PROGRAM SUPPORT	25,000.
CHILDREN'S AID SOCIETY AT THE LEHMAN CENTER 400 W MARKET ST YORK, PA 17401	NONE FC		PROGRAM SUPPORT	7,500.
CHILDREN'S HOSPITAL AND HEALTH SYSTEM FOUNDATION PO BOX 1997, MS 3050 MILWAUKEE, WI 53201-1997	NONE FC		PROGRAM SUPPORT	200,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	NONE PC		
COLUMBIA ST. MARY'S FOUNDATION HERITAGE CENTER MILWAUKEE, WI 53211	NONE PC		PROGRAM SUPPORT	30,000.
COMMEMORATIVE AIR FORCE WISCONSIN WING N31W23808 ROUGH HILL RD 2320 N LAKE DR PEWAUKEE, WI 53072	NONE PC		PROGRAM SUPPORT	1,000.
COMMONGROUND MINISTRY/ELENA'S HOUSE 624 N 103RD ST WAUMATOSA, WI 53226	NONE PC		PROGRAM SUPPORT	10,000.
CRISTO REY JESUIT CORPORATE WORK STUDY PROGRAM 1215 S 45TH ST WEST MILWAUKEE, WI 53214	NONE PC		PROGRAM SUPPORT	28,500.
CURESEARCH FOR CHILDREN'S CANCER 4600 EAST-WEST HIGHWAY BETHESDA, MD 20814	NONE PC		PROGRAM SUPPORT	1,500.
DALLAS AREA RAPE CRISIS CENTER 8198 WALNUT HILL LN STE 600 DALLAS, TX 75231	NONE PC		PROGRAM SUPPORT	5,000.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DANCEWORKS INC 1661 N WATER ST MILWAUKEE, WI 53202	NONE FC		PROGRAM SUPPORT	7,000.
DAYSTAR INC PO BOX 2130 MILWAUKEE, WI 53201-2130	NONE FC		PROGRAM SUPPORT	5,000.
DELAWARE VALLEY GOLDEN RETRIEVER RESCUE INC 60 VERA CRUZ RD REINHOLDS, PA 17569	NONE FC		PROGRAM SUPPORT	1,000.
DIAMOND JUBILEE PEARLS FOUNDATION INC PO BOX 510426 MILWAUKEE, WI 53203	NONE FC		PROGRAM SUPPORT	525.
DISCOVERY WORLD 500 N HARBOR DR MILWAUKEE, WI 53202	NONE FC		PROGRAM SUPPORT	10,000.
DREAMBIKES, INC 801 W MADISON ST WATERLOO, WI 53594	NONE FC		PROGRAM SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
EASTER SEALS 222 S 114TH ST WEST ALLIS, WI 53227		NONE PC		PROGRAM SUPPORT	5,000.
ELM GROVE LUTHERAN SCHOOL 945 TERRACE DR ELM GROVE, WI 53122		NONE PC		PROGRAM SUPPORT	4,900.
EQUITEAM SUPPORT SERVICES 1200 S PLEASANT AVE DALLASTOWN, PA 17313		NONE PC		PROGRAM SUPPORT	5,900.
FIELDING GRADUATE UNIVERSITY 2020 DE LA VINA ST SANTA BARBARA, CA 93105		NONE PC		PROGRAM SUPPORT	250.
FIRST IMMANUEL LUTHERAN SCHOOL W67 N622 EVERGREEN BLVD CEDARBURG, WI 53012		NONE PC		PROGRAM SUPPORT	1,500.
FIRST STAGE MILWAUKEE 325 W WALNUT ST MILWAUKEE, WI 53212		NONE PC		PROGRAM SUPPORT	10,000.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR
AND

RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FOUNDATION FOR RURAL HOUSING INC 4510 REGENT ST MADISON, WI 53705	NONE PC	PROGRAM SUPPORT	4,000.
GIRL SCOUTS OF NORTHEAST KANSAS & NORTHWEST MISSOU 8383 BLUE PARKWAY STE 2C KANSAS CITY, MO 64133	NONE PC	PROGRAM SUPPORT	3,000.
GOODWILL INDUSTRIES OF SOUTHEASTERN WISCONSIN 5400 S 60TH ST GREENDALE, WI 53129	NONE PC	PROGRAM SUPPORT	10,000.
GREATER MILWAUKEE COMMITTEE 247 FRESHWATER WAY PO BOX 509 MILWAUKEE, WI 53204	NONE PC	PROGRAM SUPPORT	10,000.
GREATER MILWAUKEE FOUNDATION 101 W PLEASANT ST STE 400 MILWAUKEE, WI 53202	NONE PC	PROGRAM SUPPORT	50,000.
GREEN WORKS IN KANSAS CITY 4334 MCGEE ST STE 210 KANSAS CITY, MO 64111	NONE PC	PROGRAM SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
HABITAT FOR HUMANITY OF SOUTH COLLIN COUNTY 1400 SUMMIT AVE PLANO, TX 75074	NONE PC		PROGRAM SUPPORT	35,000.
HARVEST FOOD PANTRY INC 628 E MARKET ST STE D4 YORK, PA 17403	NONE PC		PROGRAM SUPPORT	1,500.
HARVESTERS - THE COMMUNITY FOOD NETWORK 3801 TOPPING AVE KANSAS CITY, MO 64129	NONE PC		PROGRAM SUPPORT	5,000.
HERITAGE CHRISTIAN SCHOOL 3500 S GLEN PARK RD NEW BERLIN, WI 53151	NONE PC		PROGRAM SUPPORT	2,500.
HIGHLAND COMMUNITY SCHOOL 3030 W HIGHLAND BLVD MILWAUKEE, WI 53208	NONE PC		PROGRAM SUPPORT	2,500.
HOPE CENTER INC 502 N EAST AVE WAUKESHA, WI 53186	NONE PC		PROGRAM SUPPORT	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HOPE COLLEGE PO BOX 9000 HOLLAND, MI 49422-9000		NONE PC		PROGRAM SUPPORT	5,000.
HOPE HOUSE INC PO BOX 577 LEE'S SUMMIT, MO 64063		NONE PC		PROGRAM SUPPORT	2,500.
HUNGER TASK FORCE OF MILWAUKEE, INC 201 S HAWLEY CT MILWAUKEE, WI 53214		NONE PC		PROGRAM SUPPORT	500,145.
ILLINOIS INSTITUTE OF TECHNOLOGY 10 W 35TH ST CHICAGO, IL 60616		NONE PC		PROGRAM SUPPORT	2,500.
INDEPENDENCE FIRST INC 540 S 1ST ST MILWAUKEE, WI 53204		NONE PC		PROGRAM SUPPORT	5,000.
INTERFAITH OLDER ADULT PROGRAMS, INC 600 W VIRGINIA MILWAUKEE, WI 53204		NONE PC		PROGRAM SUPPORT	5,000.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JERRY AMBROSE VETERANS COUNCIL OF MOHAVE COUNTY IN PO BOX 4463 STE 300 KINGMAN, AZ 86402	NONE	PC	PROGRAM SUPPORT	2,000.
JOURNEY HOUSE 2110 W SCOTT ST MILWAUKEE, WI 53204	NONE	PC	PROGRAM SUPPORT	10,000.
JUNIOR ACHIEVEMENT OF SO CENTRAL PENNSYLVANIA 610 S GEORGE ST YORK, PA 17401	NONE	PC	PROGRAM SUPPORT	15,000.
JUNIOR ACHIEVEMENT OF WISCONSIN, INC 11111 W LIBERTY DR MILWAUKEE, WI 53224	NONE	PC	PROGRAM SUPPORT	192,597.
JUNIOR LEAGUE OF CHICAGO INC 1447 N ASTOR ST CHICAGO, IL 60610	NONE	PC	PROGRAM SUPPORT	105.
KANSAS CITY COMMUNITY GARDENS INC 6917 KENSINGTON AVE KANSAS CITY, MO 64132	NONE	PC	PROGRAM SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KETTERING UNIVERSITY 1700 W 3RD AVE FLINT, MI 48504	NONE PC		PROGRAM SUPPORT	100.
KINGMAN AID TO ABUSED PEOPLE 1770 AIRWAY AVE KINGMAN, AZ 86409	NONE PC		PROGRAM SUPPORT	2,000.
LEBANON VALLEY COLLEGE 101 N COLLEGE AVE ANNVILLE, PA 17003	NONE PC		PROGRAM SUPPORT	3,275.
LEG UP FARM INC 4880 N SHERMAN ST MT WOLF, PA 17347	NONE PC		PROGRAM SUPPORT	6,970.
LOCAL INITIATIVES SUPPORT CORPORATION 234 W FLORIDA ST MILWAUKEE, WI 53154	NONE PC		PROGRAM SUPPORT	20,000.
LOVING SHEPARD LUTHERAN SCHOOL 3909 W CLINTON AVE STE 204 MILWAUKEE, WI 53209	NONE PC		PROGRAM SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAKE A DIFFERENCE WISCONSIN INC 710 N PLANKINTON AVE MILWAUKEE, WI 53203		NONE PC		PROGRAM SUPPORT	10,000.
MAKE A WISH FOUNDATION - YORK 2951 WHITEFORD RD STE 310 YORK, PA 17402		NONE PC		PROGRAM SUPPORT	4,400.
MARQUETTE UNIVERSITY PO BOX 1881 STE 304 MILWAUKEE, WI 53201-1881		NONE PC		PROGRAM SUPPORT	3,050.
MARQUETTE UNIVERSITY HIGH SCHOOL 3401 W WISCONSIN AVE MILWAUKEE, WI 53208		NONE PC		PROGRAM SUPPORT	3,000.
MARTIN LIBRARY ASSOCIATION 159 E MARKET ST YORK, PA 17401		NONE PC		PROGRAM SUPPORT	6,282.
MENOMONEE VALLEY PARTNERS, INC 301 W WISCONSIN AVE MILWAUKEE, WI 53203		NONE PC		PROGRAM SUPPORT	7,500.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
META HOUSE, INC 265 N WEIL ST STE 400B MILWAUKEE, WI 53212	NONE FC		PROGRAM SUPPORT	25,000.
MILES OF SMILES, INC 5536 NE ANTIOCH RD KANSAS CITY, MO 64119	NONE FC		PROGRAM SUPPORT	5,000.
MILWAUKEE CENTER FOR INDEPENDENCE 2020 W WELLS ST MILWAUKEE, WI 53233	NONE FC		PROGRAM SUPPORT	10,000.
MILWAUKEE CHAMBER THEATRE 158 N BROADWAY MILWAUKEE, WI 53202	NONE FC		PROGRAM SUPPORT	15,000.
MILWAUKEE COLLEGE PREPARATORY SCHOOL 1228 W LLOYD ST 5TH FL MILWAUKEE, WI 53205	NONE FC		PROGRAM SUPPORT	5,000.
MILWAUKEE DEVELOPMENT CORPORATION 756 N MILWAUKEE ST MILWAUKEE, WI 53202	NONE SO I		PROGRAM SUPPORT	50,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS	FOUNDATION STATUS OF RECIPIENT			
MILWAUKEE HABITAT FOR HUMANITY 3726 N BOOTH ST STE 400 MILWAUKEE, WI 53212	NONE PC		PROGRAM SUPPORT	825.
MILWAUKEE JOBSWORK 2821 N 4TH ST MILWAUKEE, WI 53212	NONE PC		PROGRAM SUPPORT	15,000.
MILWAUKEE MONTESSORI SCHOOL 345 N 95TH ST STE 300 MILWAUKEE, WI 53226	NONE PC		PROGRAM SUPPORT	700.
MILWAUKEE PUBLIC MUSEUM, INC 800 W WELLS ST MILWAUKEE, WI 53233	NONE PC		PROGRAM SUPPORT	10,000.
MILWAUKEE REPERTORY THEATER 108 W WELLS ST MILWAUKEE, WI 53202	NONE PC		PROGRAM SUPPORT	20,000.
MILWAUKEE RESCUE MISSION 830 N 19TH ST MILWAUKEE, WI 53233	NONE PC		PROGRAM SUPPORT	165.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
MILWAUKEE SCHOOL OF ENGINEERING 1025 N BROADWAY MILWAUKEE, WI 53202	NONE PC		PROGRAM SUPPORT	850.
MILWAUKEE SYMPHONY ORCHESTRA 1101 N MARKET ST MILWAUKEE, WI 53202	NONE PC		PROGRAM SUPPORT	5,000.
MILWAUKEE URBAN LEAGUE 435 W NORTH AVE MILWAUKEE, WI 53212	NONE PC		PROGRAM SUPPORT	25,000.
MOUNT CALVARY LUTHERAN SCHOOL 1941 MADISON ST MILWAUKEE, WI 53188	NONE PC		PROGRAM SUPPORT	1,000.
NATIONAL SOCIETY OF BLACK ENGINEERS 205 DAINGERFIELD RD ALEXANDRIA, VA 22314	NONE PC		PROGRAM SUPPORT	10,000.
NEAR WEST SIDE PARTNERS, INC 624 N 24TH ST MILWAUKEE, WI 53233	NONE PC		PROGRAM SUPPORT	400,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 1B (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
NEW HOPE MINISTRIES INC 211 S BALTIMORE ST DILLSBURG, PA 17019	NONE PC		PROGRAM SUPPORT	6,973.
NEXT DOOR 2545 N 29TH ST PO BOX 448 MILWAUKEE, WI 53210	NONE PC		PROGRAM SUPPORT	28,500.
NICOLET COLLEGE FOUNDATION 5364 COLLEGE DR RHINELANDER, WI 54501	NONE PC		PROGRAM SUPPORT	2,500.
NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL RD PO BOX 518 DALLAS, TX 75236	NONE PC		PROGRAM SUPPORT	25,000.
NORTHLAND COLLEGE 1411 ELLIS AVE ASHLAND, WI 54806	NONE PC		PROGRAM SUPPORT	100.
NORTHWOODS ALLIANCE FOR TEMPORARY HOUSING, INC 204 W FREDERICK ST RHINELANDER, WI 54501	NONE PC		PROGRAM SUPPORT	4,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS			RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
OPERATION DREAM 1521 N RIVERCENTER DR PO BOX 913 MILWAUKEE, WI 53212			NONE	PC	PROGRAM SUPPORT	5,000.
OREGON STATE UNIVERSITY FOUNDATION 850 SW 35TH CORVALLIS, OR 97333			NONE	PC	PROGRAM SUPPORT	50.
PARIS SCHOOL FOUNDATION 1901 - 176TH AVE KENOSHA, WI 53144			NONE	PC	PROGRAM SUPPORT	200.
PATHFINDERS MILWAUKEE, INC 4200 N HOLTON ST MILWAUKEE, WI 53212			NONE	PC	PROGRAM SUPPORT	10,000.
PEARLS FOR TEEN GIRLS, INC 1805 N MARTIN LUTHER KING JR DR STE 200 MILWAUKEE, WI 53212			NONE	PC	PROGRAM SUPPORT	35,000.
FOR LA GENTE ASSOCIATION PO BOX 08545 RACINE, WI 53408			NONE	PC	PROGRAM SUPPORT	505.

ATTACHMENT 1B (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
PROJECT HEALING WATERS FLY FISHING INC PO BOX 695 LA PLATA, MD 20646	NONE FC		PROGRAM SUPPORT	280.
PROJECT LEAD THE WAY, INC 3939 PRIORITY WAY SOUTH DR INDIANAPOLIS, IN 46240	NONE FC		PROGRAM SUPPORT	10,000.
PROVIDENCE HOUSE INC 2050 W 32ND ST STE 400 CLEVELAND, OH 44113	NONE FC		PROGRAM SUPPORT	3,000.
PURDUE FOUNDATION DICK & SANDY DAUCH ALUMNI CENTER WEST LAFAYETTE, IN 47907	NONE SO I		PROGRAM SUPPORT	30.
RECONCILIATION SERVICES 3101 TROOST AVE 403 W WOOD ST KANSAS CITY, MO 64019	NONE FC		PROGRAM SUPPORT	2,500.
REGENTS OF THE UNIVERSITY OF MICHIGAN DEPT CH 10189 PALATINE, IL 60055	NONE FC		PROGRAM SUPPORT	750.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
REPAIRERS OF THE BREACH 1335 W VLIET ST MILWAUKEE, WI 53205		NONE PC		PROGRAM SUPPORT	10,000.
RICHARDS SCHOOL PTO 5812 N SANTA MONICA BLVD WHITEFISH BAY, WI 53217		NONE PC		PROGRAM SUPPORT	50.
RIPON COLLEGE 300 SEWARD ST RIPON, WI 54971		NONE PC		PROGRAM SUPPORT	935.
RIVER REVITALIZATION FOUNDATION, INC 2134 N RIVERBOAT RD PO BOX 248 MILWAUKEE, WI 53212		NONE PC		PROGRAM SUPPORT	7,500.
RIVER VALLEY HIGH SCHOOL 660 VARSITY BLVD SPRING GREEN, WI 53588		NONE GOV		PROGRAM SUPPORT	500.
ROCKHURST UNIVERSITY 1100 ROCKHURST RD KANSAS CITY, MO 64110		NONE PC		PROGRAM SUPPORT	2,500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RONALD McDONALD HOUSE CHARITIES OF KANSAS CITY INC 2502 CHERRY ST KANSAS CITY, MO 64108		NONE PC		PROGRAM SUPPORT	9,500.
SAFE & SOUND 801 W MICHIGAN ST MILWAUKEE, WI 53233		NONE PC		PROGRAM SUPPORT	5,000.
SAVARITAN HEALTH CENTER 531 E WASHINGTON ST WEST BEND, WI 53095		NONE GOV		PROGRAM SUPPORT	315.
SCHOLARSHIP AMERICA, INC ONE SCHOLARSHIP WAY ST. PETER, MN 56082		NONE PC		PROGRAM SUPPORT	75,430.
SECOND HAND PURRS SHELTER INC 4300 S HOWELL AVE MILWAUKEE, WI 53207		NONE PC		PROGRAM SUPPORT	265.
SECTION ELEMENTARY SCHOOL W318 S8430 HWY EE MUKWONAGO, WI 53149		NONE GOV		PROGRAM SUPPORT	105.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SERVANTS, INC 100 REDCO AVE RED LION, PA 17356	NONE PC		PROGRAM SUPPORT	6,975.
SHARP LITERACY, INC 5775 N GLEN PARK RD STE C-0 MILWAUKEE, WI 53209	NONE PC		PROGRAM SUPPORT	10,000.
SOJOURNER FAMILY PEACE CENTER, INC 619 W WALNUT ST MILWAUKEE, WI 53212	NONE PC		PROGRAM SUPPORT	20,000.
SPECIAL OLYMPICS ARIZONA INC 2100 S 75TH AVE PHOENIX, AZ 85043	NONE PC		PROGRAM SUPPORT	2,000.
SPELMAN COLLEGE 250 SPELMAN LN SW ATLANTA, GA 30314	NONE PC		PROGRAM SUPPORT	100.
ST. CHARLES PREPARATORY SCHOOL 2010 E BROAD ST BOX 1303 COLUMBUS, OH 43209	NONE PC		PROGRAM SUPPORT	100.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ST. JOAN ANTIDA 1341 N CASS ST MILWAUKEE, WI 53202	NONE PC		PROGRAM SUPPORT	40.
ST. MATTHEW'S LUTHERAN SCHOOL 818 W WISCONSIN AVE OCONOMOCOC, WI 53066	NONE PC		PROGRAM SUPPORT	2,000.
ST. THOMAS MORE HIGH SCHOOL 2601 E MORGAN AVE MILWAUKEE, WI 53207	NONE GOV		PROGRAM SUPPORT	1,200.
STOUT UNIVERSITY FOUNDATION, INC 320 S BROADWAY MENOMONIE, WI 54751	NONE PC		PROGRAM SUPPORT	350.
STRAND-CAPITOL PERFORMING ARTS CENTER 50 N GEORGE ST PO BOX 790 YORK, PA 17401	NONE PC		PROGRAM SUPPORT	5,000.
SUSAN P BYRNES HEALTH EDUCATION CENTER 515 S GEORGE ST YORK, PA 17401	NONE PC		PROGRAM SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TEXAS TREES FOUNDATION 2906 SWISS AVE DALLAS, TX 75204	NONE PC		PROGRAM SUPPORT	25,000.
THE BELMONT THEATER 27 S BELMONT ST YORK, PA 17403	NONE PC		PROGRAM SUPPORT	6,500.
THE HARRISBURG AREA COMMUNITY COLLEGE FOUNDATION ONE HACC DR HARRISBURG, PA 17110	NONE PC		PROGRAM SUPPORT	25,000.
THE NATURE CONSERVANCY 633 W MAIN ST MADISON, WI 53703	NONE PC		PROGRAM SUPPORT	110,000.
THE PENNSYLVANIA STATE UNIVERSITY ONE OLD MAIN UNIVERSITY PARK, PA 16802	NONE GOV		PROGRAM SUPPORT	1,075.
THE RESOURCE FOUNDATION 237 W 35TH ST NEW YORK, NY 10001	NONE PC		PROGRAM SUPPORT	30,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SALVATION ARMY 50 E KING ST STE 1203 YORK, PA 01741	NONE PC		PROGRAM SUPPORT	30,000.
THE UNIVERSITY OF IOWA FOUNDATION PO BOX 4550 IOWA CITY, IA 52244-4550	NONE PC		PROGRAM SUPPORT	20,000.
TOMAHAWK CHILD CARE CENTER 648 E LINCOLN AVE TOMAHAWK, WI 54487	NONE PC		PROGRAM SUPPORT	2,600.
UNITED COMMUNITY CENTER 1026 S 9TH ST RACINE, WI 53204	NONE PC		PROGRAM SUPPORT	5,000.
UNITED PERFORMING ARTS FUND 301 W WISCONSIN AVE MILWAUKEE, WI 53203	NONE PC		PROGRAM SUPPORT	65,000.
UNITED WAY OF GREATER HOUSTON 50 WAUGH DR STE 600 HOUSTON, TX 77007	NONE PC		PROGRAM SUPPORT	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNITED WAY OF GREATER MILWAUKEE & WAUKESHA COUNTY 225 W VINE ST MILWAUKEE, WI 53212	NONE	PC	PROGRAM SUPPORT	319,990.
UNIVERSITY OF NOTRE DAME 1100 GRACE HALL NOTRE DAME, IN 46556	NONE	PC	PROGRAM SUPPORT	200.
UNIVERSITY OF WISCONSIN MADISON FOUNDATION 1848 UNIVERSITY AVE MADISON, WI 53726	NONE	PC	PROGRAM SUPPORT	932.
UNIVERSITY OF WISCONSIN MILWAUKEE FOUNDATION, INC 1440 E NORTH AVE MILWAUKEE, WI 53202	NONE	PC	PROGRAM SUPPORT	17,600.
UNIVERSITY OF WISCONSIN PARKSIDE BENEVOLENT FOUNDA 900 WOOD RD KENOSHA, WI 53144	NONE	PC	PROGRAM SUPPORT	1,600.
UNIVERSITY OF WISCONSIN-WHITEWATER FOUNDATION, INC 800 W MAIN ST WHITEWATER, WI 53190	NONE	PC	PROGRAM SUPPORT	1,350.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS		RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UNIVERSITY SCHOOL OF MILWAUKEE 2100 W FAIRY CHASM RD MILWAUKEE, WI 53217		NONE PC		PROGRAM SUPPORT	7,318.
URBAN ECOLOGY CENTER 1500 E PARK PL MILWAUKEE, WI 53203		NONE PC		PROGRAM SUPPORT	15,000.
UM-EAU CLAIRE FOUNDATION, INC 214 SCHOFIELD HALL EAU CLAIRE, WI 54702		NONE PC		PROGRAM SUPPORT	50.
VETERANS COMMUNITY PROJECT 8900 TROOST AVE 105 GARFIELD AVE, PO BOX 4004 KANSAS CITY, MO 64131		NONE PC		PROGRAM SUPPORT	5,000.
WASHINGTON COUNTY HUMANE SOCIETY 3650 STATE ROAD 60 SLINGER, WI 53086		NONE PC		PROGRAM SUPPORT	400.
WEST VIRGINIA WESLEYAN COLLEGE 59 COLLEGE AVE BUCKHANNON, WV 26201		NONE PC		PROGRAM SUPPORT	200.

ATTACHMENT 18 (CONT'D)

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT			PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
RECIPIENT NAME AND ADDRESS				
WHITHAM COLLEGE 345 BOYER AVE WALLA WALLA, WA 99362	NONE PC		PROGRAM SUPPORT	150.
WISCONSIN LUTHERAN HIGH SCHOOL 330 N GLENVIEW AVE MILWAUKEE, WI 53213	NONE GOV		PROGRAM SUPPORT	80.
WISCONSIN REGIONAL TRAINING PARTNERSHIP 3841 W WISCONSIN AVE MILWAUKEE, WI 53208	NONE PC		PROGRAM SUPPORT	35,000.
WURL FEIND INGHAM VETERANS OF FOREIGN WAR POST PO BOX 1106 TOMAHAWK, WI 54487	NONE GOV		PROGRAM SUPPORT	1,000.
YMCA N84 W17501 MENOMONEE AVE MENOMONEE FALLS, WI 53022	NONE PC		PROGRAM SUPPORT	6,500.
YMCA OF METROPOLITAN CHICAGO 1030 W VAN BUREN ST PO BOX 823 CHICAGO, IL 60607	NONE PC		PROGRAM SUPPORT	5,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 18 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
YMCA OF METROPOLITAN MILWAUKEE 161 W WISCONSIN AVE MILWAUKEE, WI 53203	NONE	PC	PROGRAM SUPPORT	50,600.
YORK COUNTY CRIME STOPPERS 2665 SULTON SUPREME WAY STE 4000 YORK, PA 17404	NONE	PC	PROGRAM SUPPORT	355.
YORK COUNTY LITERACY COUNCIL 800 E KING ST YORK, PA 17403	NONE	PC	PROGRAM SUPPORT	15,000.
YORK HABITAT FOR HUMANITY 33 S SEWARD ST YORK, PA 17404	NONE	PC	PROGRAM SUPPORT	15,000.
TOTAL CONTRIBUTIONS PAID				3,465,988.