

**Return of Organization Exempt from Income Tax**

**2003**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code  
(except black lung benefit trust or private foundation)

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

**A For the 2003 calendar year, or tax year beginning** \_\_\_\_\_, **2003, and ending** \_\_\_\_\_

- B** Check if applicable:
- Address change
  - Name change
  - Initial return
  - Final return
  - Amended return
  - Application pending

Please use  
IRS label  
or print  
or type.  
See  
specific  
instruc-  
tions.

**SHOREWOOD FOUNDATION INC.**  
3930 N MURRAY AVE  
SHOREWOOD, WI 53211

**D Employer Identification Number**

39-6081099

**E Telephone number**

414-964-4504

**F Accounting method:**

Cash  Accrual

Other (specify) \_\_\_\_\_

• **Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).**

**H and I are not applicable to section 527 organizations.**

**H (a)** Is this a group return for affiliates? . . .  Yes  No

**H (b)** If 'Yes,' enter number of affiliates . . .  \_\_\_\_\_

**H (c)** Are all affiliates included? . . . . .  Yes  No  
(If 'No,' attach a list. See instructions.)

**H (d)** Is this a separate return filed by an organization covered by a group ruling?  Yes  No

**I** Group Exemption Number . . .  \_\_\_\_\_

**M** Check  if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

**G Web site:**  N/A

**J Organization type** (check only one) . . . . .  501(c) **3** (insert no.)  4947(a)(1) or  527

**K** Check here  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. **Some states require a complete return.**

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **2,437,888.**

**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See Instructions)

<b>REVENUES</b>	<b>1</b> Contributions, gifts, grants, and similar amounts received:				
	<b>a</b> Direct public support . . . . .	<b>1a</b>	683,022.		
	<b>b</b> Indirect public support . . . . .	<b>1b</b>			
	<b>c</b> Government contributions (grants) . . . . .	<b>1c</b>			
	<b>d</b> Total (add lines 1a through 1c) (cash \$ <u>683,022.</u> noncash \$ _____)	<b>1d</b>		683,022.	
	<b>2</b> Program service revenue including government fees and contracts (from Part VII, line 93) . . . . .	<b>2</b>			
	<b>3</b> Membership dues and assessments . . . . .	<b>3</b>			
	<b>4</b> Interest on savings and temporary cash investments . . . . .	<b>4</b>		4,329.	
	<b>5</b> Dividends and interest from securities . . . . .	<b>5</b>		537.	
	<b>6a</b> Gross rents . . . . .	<b>6a</b>			
	<b>b</b> Less: rental expenses . . . . .	<b>6b</b>			
	<b>c</b> Net rental income or (loss) (subtract line 6b from line 6a) . . . . .	<b>6c</b>			
<b>7</b> Other investment income (describe: _____)	<b>7</b>				
<b>8a</b> Gross amount from sales of assets other than inventory . . . . .	(A) Securities		(B) Other		
	1,750,000.	<b>8a</b>			
	<b>b</b> Less: cost or other basis and sales expenses . . . . .	1,743,790.	<b>8b</b>		
	<b>c</b> Gain or (loss) (attach schedule) . . . . .	6,210.	<b>8c</b>		
<b>d</b> Net gain or (loss) (combine line 8c, columns (A) and (B)) . . . . .	<b>8d</b>		6,210.		
<b>9</b> Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>					
<b>a</b> Gross revenue (not including \$ _____ of contributions reported on line 1a) . . . . .	<b>9a</b>				
<b>b</b> Less: direct expenses other than fundraising expenses . . . . .	<b>9b</b>				
<b>c</b> Net income or (loss) from special events (subtract line 9b from line 9a) . . . . .	<b>9c</b>				
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>10a</b>				
	<b>b</b> Less: cost of goods sold . . . . .	<b>10b</b>			
	<b>c</b> Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a) . . . . .	<b>10c</b>			
<b>11</b> Other revenue (from Part VII, line 103) . . . . .	<b>11</b>				
<b>12 Total revenue</b> (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11) . . . . .	<b>12</b>		694,098.		
<b>EXPENSES</b>	<b>13</b> Program services (from line 44, column (B)) . . . . .	<b>13</b>	772,487.		
	<b>14</b> Management and general (from line 44, column (C)) . . . . .	<b>14</b>	40.		
	<b>15</b> Fundraising (from line 44, column (D)) . . . . .	<b>15</b>			
	<b>16</b> Payments to affiliates (attach schedule) . . . . .	<b>16</b>			
	<b>17 Total expenses</b> (add lines 16 and 44, column (A)) . . . . .	<b>17</b>		772,527.	
<b>ASSETS</b>	<b>18</b> Excess or (deficit) for the year (subtract line 17 from line 12) . . . . .	<b>18</b>	-78,429.		
	<b>19</b> Net assets or fund balances at beginning of year (from line 73, column (A)) . . . . .	<b>19</b>	1,540,825.		
	<b>20</b> Other changes in net assets or fund balances (attach explanation) . . . . .	<b>20</b>	47.		
	<b>21</b> Net assets or fund balances at end of year (combine lines 18, 19, and 20) . . . . .	<b>21</b>		1,462,443.	

**Part II Statement of Functional Expenses** All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (att sch) <b>SEE STM 3</b> (cash \$ <u>760,904.</u> non-cash \$ _____)	760,904.	760,904.		
23	Specific assistance to individuals (att sch)				
24	Benefits paid to or for members (att sch)				
25	Compensation of officers, directors, etc				
26	Other salaries and wages				
27	Pension plan contributions				
28	Other employee benefits				
29	Payroll taxes				
30	Professional fundraising fees				
31	Accounting fees				
32	Legal fees				
33	Supplies	552.	552.		
34	Telephone				
35	Postage and shipping				
36	Occupancy				
37	Equipment rental and maintenance				
38	Printing and publications				
39	Travel				
40	Conferences, conventions, and meetings				
41	Interest				
42	Depreciation, depletion, etc (attach schedule)				
43	Other expenses not covered above (itemize):				
a	<u>BANK CHARGES</u>	40.		40.	
b	<u>FAMILY FUN DAY</u>	10,822.	10,822.		
c	<u>LICENSES AND PERMITS</u>	25.	25.		
d	<u>OTHER EXPENSES</u>	184.	184.		
e					
44	<b>Total functional expenses</b> (add lines 22 - 43). Organizations completing columns (B) - (D), carry these totals to lines 13 - 15	772,527.	772,487.	40.	0.

**Joint Costs.** Check  if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No  
 If 'Yes,' enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_; (iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments**

What is the organization's primary exempt purpose? **SEE STATEMENT 4**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) & (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants & allocations to others.)

**Program Service Expenses**  
(Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts; but optional for others.)

a	<u>SUPPORT FOR VARIOUS COMMUNITY PROJECTS</u> ----- ----- ----- (Grants and allocations \$ <u>760,904.</u> )	772,487.
b	----- ----- ----- (Grants and allocations \$ _____)	
c	----- ----- ----- (Grants and allocations \$ _____)	
d	----- ----- ----- (Grants and allocations \$ _____)	
e	Other program services. (Grants and allocations \$ _____)	
f	<b>Total of Program Service Expenses</b> (should equal line 44, column (B), Program services)	772,487.

**Part IV Balance Sheets** (See Instructions)

**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year	
<b>ASSETS</b>	45 Cash – non-interest-bearing .....	176,045.	45	137,543.	
	46 Savings and temporary cash investments .....	1,114,263.	46	826,105.	
	47 a Accounts receivable .....	47 a	45.		
	b Less: allowance for doubtful accounts .....	47 b	139.	47 c	45.
	48 a Pledges receivable .....	48 a		48 c	
	b Less: allowance for doubtful accounts .....	48 b		48 c	
	49 Grants receivable .....		49		
	50 Receivables from officers, directors, trustees, and key employees (attach schedule) .....		50		
	51 a Other notes & loans receivable (attach sch) .....	51 a		51 c	
	b Less: allowance for doubtful accounts .....	51 b		51 c	
	52 Inventories for sale or use .....		52		
	53 Prepaid expenses and deferred charges .....		53		
	54 Investments – securities (attach schedule) .....	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	250,378.	54	498,750.
	55 a Investments – land, buildings, & equipment: basis .....	55 a		55 c	
	b Less: accumulated depreciation (attach schedule) .....	55 b		55 c	
	56 Investments – other (attach schedule) .....		56		
	57 a Land, buildings, and equipment: basis .....	57 a		57 c	
	b Less: accumulated depreciation (attach schedule) .....	57 b		57 c	
	58 Other assets (describe ► .....		58		
59 <b>Total assets</b> (add lines 45 through 58) (must equal line 74) .....		1,540,825.	59	1,462,443.	
<b>LIABILITIES</b>	60 Accounts payable and accrued expenses .....		60		
	61 Grants payable .....		61		
	62 Deferred revenue .....		62		
	63 Loans from officers, directors, trustees, and key employees (attach schedule) .....		63		
	64 a Tax-exempt bond liabilities (attach schedule) .....		64 a		
	b Mortgages and other notes payable (attach schedule) .....		64 b		
	65 Other liabilities (describe ► .....		65		
66 <b>Total liabilities</b> (add lines 60 through 65) .....		0.	66	0.	
<b>NET ASSETS OR FUND BALANCES</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.				
	67 Unrestricted .....	14,781.	67	76,210.	
	68 Temporarily restricted .....	1,526,044.	68	1,386,233.	
	69 Permanently restricted .....		69		
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> and complete lines 70 through 74.				
	70 Capital stock, trust principal, or current funds .....		70		
	71 Paid-in or capital surplus, or land, building, and equipment fund .....		71		
	72 Retained earnings, endowment, accumulated income, or other funds .....		72		
	73 <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21) .....	1,540,825.	73	1,462,443.	
	74 <b>Total liabilities and net assets/fund balances</b> (add lines 66 and 73) .....	1,540,825.	74	1,462,443.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

**Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return** (See instructions.)

**Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return**

<b>a</b>	Total revenue, gains, and other support per audited financial statements	<b>a</b>	695,310.
<b>b</b>	Amounts included on line <b>a</b> but not on line 12, Form 990:		
(1)	Net unrealized gains on investments \$ 1,212.		
(2)	Donated services and use of facilities \$		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify):		
	----- \$		
	Add amounts on lines (1) through (4)	<b>b</b>	1,212.
<b>c</b>	Line <b>a</b> minus line <b>b</b>	<b>c</b>	694,098.
<b>d</b>	Amounts included on line 12, Form 990 but not on line <b>a</b> :		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	----- \$		
	Add amounts on lines (1) and (2)	<b>d</b>	
<b>e</b>	Total revenue per line 12, Form 990 (line <b>c</b> plus line <b>d</b> )	<b>e</b>	694,098.

<b>a</b>	Total expenses and losses per audited financial statements	<b>a</b>	772,527.
<b>b</b>	Amounts included on line <b>a</b> but not on line 17, Form 990:		
(1)	Donated services and use of facilities \$		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify):		
	----- \$		
	Add amounts on lines (1) through (4)	<b>b</b>	
<b>c</b>	Line <b>a</b> minus line <b>b</b>	<b>c</b>	772,527.
<b>d</b>	Amounts included on line 17, Form 990 but not on line <b>a</b> :		
(1)	Investment expenses not included on line 6b, Form 990 \$		
(2)	Other (specify):		
	----- \$		
	Add amounts on lines (1) and (2)	<b>d</b>	
<b>e</b>	Total expenses per line 17, Form 990 (line <b>c</b> plus line <b>d</b> )	<b>e</b>	772,527.

**Part V List of Officers, Directors, Trustees, and Key Employees** (List each one even if not compensated; 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 and other allowances
SEE STATEMENT 5		0.	0.	0.
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75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations?  Yes  No  
 If 'Yes,' attach schedule - see instructions.

**Part VI Other Information** (See instructions.)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity.		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes.		X
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
78b	If 'Yes,' has it filed a tax return on <b>Form 990-T</b> for this year?	N/A	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement.		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc, to any other exempt or nonexempt organization?		X
b If 'Yes,' enter the name of the organization <u>N/A</u> and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.			
81a	Enter direct and indirect political expenditures. See line 81 instructions.	81a	0.
81b	Did the organization file <b>Form 1120-POL</b> for this year?		X
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
b If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)		82b	N/A
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		84b	N/A
85	<b>501(c)(4), (5), or (6) organizations.</b> a Were substantially all dues nondeductible by members?	85a	N/A
b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		85b	N/A
c Dues, assessments, and similar amounts from members.		85c	N/A
d Section 162(e) lobbying and political expenditures.		85d	N/A
e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices.		85e	N/A
f Taxable amount of lobbying and political expenditures (line 85d less 85e).		85f	N/A
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		N/A
85h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		N/A
86	<b>501(c)(7) organizations.</b> Enter: a Initiation fees and capital contributions included on line 12.	86a	N/A
b Gross receipts, included on line 12, for public use of club facilities.		86b	N/A
87	<b>501(c)(12) organizations.</b> Enter: a Gross income from members or shareholders.	87a	N/A
b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX.	88	X
89a	<b>501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
b <b>501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction.		89b	X
c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958.			0.
d Enter: Amount of tax on line 89c, above, reimbursed by the organization.			0.
90a	List the states with which a copy of this return is filed <u>WISCONSIN</u>		
b Number of employees employed in the pay period that includes March 12, 2003 (See instructions.)		90b	0
91	The books are in care of <u>DAVID FONDRIE</u> Telephone number <u>414-964-4504</u> Located at <u>SHOREWOOD, WI</u> ZIP + 4 <u>53211</u>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of <b>Form 1041</b> - Check here. <input type="checkbox"/> N/A and enter the amount of tax-exempt interest received or accrued during the tax year. <u>92</u> N/A		

**Part VII Analysis of Income-Producing Activities** (See instructions.)

Note: Enter gross amounts unless otherwise indicated

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings & temporary cash invmnts			14	4,329.	
96 Dividends & interest from securities			14	537.	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	6,210.	
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))				11,076.	
105 Total (add line 104, columns (B), (D), and (E))					11,076.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
N/A	

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See instructions.)

- a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?  Yes  No
- b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

Note: If 'Yes' to (b), file Form 8870 and Form 4720 (see instructions).

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 officer) is based on all information of which preparer has any knowledge.

Please Sign Here

Signature of officer \_\_\_\_\_ Date \_\_\_\_\_

Type or print name and title \_\_\_\_\_

**Paid Preparer's Use Only**

Preparer's signature \_\_\_\_\_ Date \_\_\_\_\_ Check if self-employed  Preparer's SSN or PTIN (see General Instruction W) N/A

Firm's name (or yours if self-employed) **RITZ, HOLMAN, BUTALA, FINE LLP** EIN **N/A**

address, and ZIP + 4 **330 E. KILBOURN STE. 550 MILWAUKEE, WI 53202-3144** Phone no. **(414) 271-1451**

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

**Organization Exempt Under**  
**Section 501(c)(3)**

OMB No. 1545-0047

**(Except Private Foundation) and Section 501(e), 501(f), 501(k),**  
**501(n), or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Supplementary Information — (See separate instructions.)**

**2003**

Department of the Treasury  
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Name of the organization

SHOREWOOD FOUNDATION INC.

Employer identification number

39-6081099

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See instructions. List each one. If there are 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 and other allowances
NONE -----				
-----				
-----				
-----				
-----				
Total number of other employees paid over \$50,000 ▶	0			

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See instructions. List each one (whether individuals or firms). If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE -----		
-----		
-----		
-----		
-----		
Total number of others receiving over \$50,000 for professional services ▶	0	

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.**

Schedule A (Form 990 or 990-EZ) 2003



**Part III Statements About Activities** (See instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities . . . . ▶ \$ <u>N/A</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) . . . . .		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes,' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property? . . . . .		X
b Lending of money or other extension of credit? . . . . .		X
c Furnishing of goods, services, or facilities? . . . . .		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? . . . . .		X
e Transfer of any part of its income or assets? . . . . .		X
3a Do you make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how you determine that recipients qualify to receive payments.) . . . . .	X	
b Do you have a section 403(b) annuity plan for your employees? . . . . .		X
4 Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? . . . . .		X

**Part IV Reason for Non-Private Foundation Status** (See instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5  A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6  A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7  A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8  A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9  A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ \_\_\_\_\_
- 10  An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a  An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b  A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12  An organization that normally receives: (1) more than 33-1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc, functions — subject to certain exceptions, and (2) no more than 33-1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14  An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)



**Part IVA Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

**Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) .....	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.) .....	1,190,217.	333,137.	134,462.	80,982.	1,738,798.
<b>16</b> Membership fees received .....					
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose .....				22,736.	22,736.
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975 .....		2,025.	1,860.		3,885.
<b>19</b> Net income from unrelated business activities not included in line 18 .....					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf .....					
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge .....					
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets. SEE STMT. 6. ....	9.	14,818.			14,827.
<b>23</b> Total of lines 15 through 22 .....	1,190,226.	349,980.	136,322.	103,718.	1,780,246.
<b>24</b> Line 23 minus line 17 .....	1,190,226.	349,980.	136,322.	80,982.	1,757,510.
<b>25</b> Enter 1% of line 23 .....	11,902.	3,500.	1,363.	1,037.	
<b>26 Organizations described on lines 10 or 11:</b> a Enter 2% of amount in column (e), line 24 .....					<b>26a</b> 35,150.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts .....					<b>26b</b>
c Total support for section 509(a)(1) test: Enter line 24, column (e) .....					<b>26c</b> 1,757,510.
d Add: Amounts from column (e) for lines: 18 <u>3,885.</u> 19 _____					<b>26d</b> 18,712.
22 <u>14,827.</u> 26b _____					<b>26e</b> 1,738,798.
e Public support (line 26c minus line 26d total) .....					<b>26f</b> 98.94 %
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) .....					
<b>27 Organizations described on line 12:</b> N/A					
a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year: (2002) _____ (2001) _____ (2000) _____ (1999) _____					
b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2002) _____ (2001) _____ (2000) _____ (1999) _____					
c Add: Amounts from column (e) for lines: 15 _____ 16 _____					<b>27c</b>
17 _____ 20 _____ 21 _____					<b>27d</b>
d Add: Line 27a total _____ and line 27b total .....					<b>27e</b>
e Public support (line 27c total minus line 27d total) .....					<b>27f</b>
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ....					<b>27g</b> %
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) .....					<b>27h</b> %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) .....					

**28 Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

**Part V Private School Questionnaire** (See instructions.)  
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

N/A

		N/A	
		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? .....		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? .....		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? .....		
	If 'Yes,' please describe; if 'No,' please explain. (If you need more space, attach a separate statement.) ----- ----- -----		
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff? .....		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? .....		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? .....		
d	Copies of all material used by the organization or on its behalf to solicit contributions? .....		
	If you answered 'No' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges? .....		
b	Admissions policies? .....		
c	Employment of faculty or administrative staff? .....		
d	Scholarships or other financial assistance? .....		
e	Educational policies? .....		
f	Use of facilities? .....		
g	Athletic programs? .....		
h	Other extracurricular activities? .....		
	If you answered 'Yes' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- ----- -----		
34a	Does the organization receive any financial aid or assistance from a governmental agency? .....		
b	Has the organization's right to such aid ever been revoked or suspended? .....		
	If you answered 'Yes' to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If 'No,' attach an explanation.....		

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See instructions.)  
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

N/A

Check **a**  if the organization belongs to an affiliated group. Check **b**  if you checked 'a' and 'limited control' provisions apply.

**Limits on Lobbying Expenditures**

(The term 'expenditures' means amounts paid or incurred.)

		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36	Total lobbying expenditures to influence public opinion (grassroots lobbying) . . . . .	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying) . . . . .	37	
38	Total lobbying expenditures (add lines 36 and 37) . . . . .	38	
39	Other exempt purpose expenditures . . . . .	39	
40	Total exempt purpose expenditures (add lines 38 and 39) . . . . .	40	
41	Lobbying nontaxable amount. Enter the amount from the following table –		
	<b>If the amount on line 40 is –</b>		
	<b>The lobbying nontaxable amount is –</b>		
	Not over \$500,000 . . . . . 20% of the amount on line 40 . . . . .		
	Over \$500,000 but not over \$1,000,000 . . . . . \$100,000 plus 15% of the excess over \$500,000		
	Over \$1,000,000 but not over \$1,500,000 . . . . . \$175,000 plus 10% of the excess over \$1,000,000	41	
	Over \$1,500,000 but not over \$17,000,000 . . . . . \$225,000 plus 5% of the excess over \$1,500,000		
	Over \$17,000,000 . . . . . \$1,000,000 . . . . .		
42	Grassroots nontaxable amount (enter 25% of line 41) . . . . .	42	
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 . . . . .	43	
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 . . . . .	44	
	<b>Caution:</b> If there is an amount on either line 43 or line 44, you must file Form 4720.		

**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.  
 See the instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
45	Lobbying nontaxable amount . . . . .				
46	Lobbying ceiling amount (150% of line 45(e)) . . . . .				
47	Total lobbying expenditures . . . . .				
48	Grassroots non-taxable amount . . . . .				
49	Grassroots ceiling amount (150% of line 48(e)) . . . . .				
50	Grassroots lobbying expenditures . . . . .				

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a Volunteers . . . . .
- b Paid staff or management (Include compensation in expenses reported on lines c through h.) . . . . .
- c Media advertisements . . . . .
- d Mailings to members, legislators, or the public . . . . .
- e Publications, or published or broadcast statements . . . . .
- f Grants to other organizations for lobbying purposes . . . . .
- g Direct contact with legislators, their staffs, government officials, or a legislative body . . . . .
- h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means . . . . .
- i Total lobbying expenditures (add lines c through h.) . . . . .

Yes	No	Amount

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities.



**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

Supplementary information for  
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No. 1545-0047

**2003**

Name of organization: **SHOREWOOD FOUNDATION INC.** Employer identification number: **39-6081099**

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)( 3 ) (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 box(es) for both the General Rule and a Special Rule – see instructions.)

**General Rule –**

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules –**

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to 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. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year.) ..... ▶ \$ \_\_\_\_\_

**Caution:** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

**BAA For Paperwork Reduction Act Notice, see the instructions for Form 990 and Form 990-EZ.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

Name of organization

Employer identification number

SHOREWOOD FOUNDATION INC.

39-6081099

**Part I** Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	GERALD E STRAHL ----- CORAL GABLES, FL	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
2	ESTATE OF WILLIAM BENJAMIN ----- -----	\$ 435,523.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
3	NORTH SHORE BANK ----- SHOREWOOD, WI	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>





Name of organization <b>SHOREWOOD FOUNDATION INC.</b>	Employer identification number <b>39-6081099</b>
--	---

**Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year** (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **\$1,000 or less** for the year. (Enter this information once – see instructions.) ..... ▶ \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
N/A	----- ----- -----	----- ----- -----	----- ----- -----

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

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

CLIENT 29148

SHOREWOOD FOUNDATION INC.

39-6081099

11/08/04

01:50PM

**STATEMENT 1**  
**FORM 990, PART I, LINE 8**  
**NET GAIN (LOSS) FROM NONINVENTORY SALES**

NONPUBLICLY TRADED SECURITIES

DESCRIPTION:	TREASURY BILLS		
DATE ACQUIRED:	VARIOUS		
HOW ACQUIRED:	PURCHASED		
DATE SOLD:	VARIOUS		
TO WHOM SOLD:			
GROSS SALES PRICE:	1,750,000.		
COST OR OTHER BASIS:	1,743,790.		
		GAIN (LOSS)	6,210.
TOTAL GAIN (LOSS) NONPUBLICLY TRADED SECURITIES		\$	<u>6,210.</u>
TOTAL NET GAIN (LOSS) FROM NONINVENTORY SALES		\$	<u>6,210.</u>

**STATEMENT 2**  
**FORM 990, PART I, LINE 20**  
**OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

PRIOR PERIOD ADJUSTMENT	\$	-1,165.
UNREALIZED GAIN ON INVESTMENTS		1,212.
TOTAL	\$	<u>47.</u>

**STATEMENT 3**  
**FORM 990, PART II, LINE 22**  
**GRANTS AND ALLOCATIONS**

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:	SCHOLARSHIP		
DONEE'S NAME:	JAMIE BILGO		
AMOUNT GIVEN:		\$	1,000.
DONEE'S NAME:	CONCERT BAND		
AMOUNT GIVEN:			1,000.
DONEE'S NAME:	SHOREWOOD SCHOOL DRAMA		
AMOUNT GIVEN:			3,000.
DONEE'S NAME:	SHOREWOOD POST PROM		
AMOUNT GIVEN:			300.
CLASS OF ACTIVITY:	LIBRARY BUILDING		
DONEE'S NAME:	VILLAGE OF SHOREWOOD		
AMOUNT GIVEN:			725,000.
DONEE'S NAME:	SHOREWOOD SENIORS RESOURCE CTR		
AMOUNT GIVEN:			29,154.
DONEE'S NAME:	SHOREWOOD SAFETY TASK FORCE		

CLIENT 29148

SHOREWOOD FOUNDATION INC.

39-6081099

11/09/04

08:51AM

STATEMENT 3 (CONTINUED)  
FORM 990, PART II, LINE 22  
GRANTS AND ALLOCATIONS

CASH GRANTS AND ALLOCATIONS

AMOUNT GIVEN: \$ 450.

DONEE'S NAME: SHOREWOOD BSNS IMPROVEMENT DIS  
AMOUNT GIVEN: 1,000.

TOTAL GRANTS AND ALLOCATIONS \$ 760,904.

STATEMENT 4  
FORM 990, PART III  
ORGANIZATION'S PRIMARY EXEMPT PURPOSE

TO SECURE AND DISTRIBUTE DONATIONS TO BENEFIT QUALITY OF LIFE IN THE VILLAGE OF SHOREWOOD, WI.

STATEMENT 5  
FORM 990, PART V  
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED</u>	<u>COMPEN- SATION</u>	<u>CONTRI- BUTION TO EBP &amp; DC</u>	<u>EXPENSE ACCOUNT/ OTHER</u>
MICHAEL SCHULTE SHOREWOOD, WI	PRESIDENT AS NEEDED	\$ 0.	\$ 0.	\$ 0.
DAVID FONDRIE SHOREWOOD, WI	TREASURER AS NEEDED	0.	0.	0.
DIANE BUCK SHOREWOOD, WI	VP GRANTS AS NEEDED	0.	0.	0.
MICHELY MAIR SHOREWOOD, WI	VP FUND DEVELOP AS NEEDED	0.	0.	0.
MARIAN MARIS SHOREWOOD, WI	VP IMAGE DEVELO AS NEEDED	0.	0.	0.
ANNE DOW SHOREWOOD, WI	DIRECTOR NONE	0.	0.	0.

CLIENT 29148

SHOREWOOD FOUNDATION INC.

39-6081099

11/08/04

01:50PM

STATEMENT 5 (CONTINUED)  
FORM 990, PART V  
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN- SATION	CONTRI- BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SUE EWENS SHOREWOOD, WI	DIRECTOR NONE	\$ 0.	\$ 0.	\$ 0.
ELINOR D. JACKSON SHOREWOOD, WI	DIRECTOR NONE	0.	0.	0.
HARVEY KURTZ SHOREWOOD, WI	DIRECTOR NONE	0.	0.	0.
JOANN RATCHESON SHOREWOOD, WI	DIRECTOR NONE	0.	0.	0.
DIANE ROLFS SHOREWOOD, WI	DIRECTOR NONE	0.	0.	0.
MARK SCHILL SHOREWOOD, WI	DIRECTOR NONE	0.	0.	0.
JEFF SCHMECKPEPER SHOREWOOD, WI	DIRECTOR NONE	0.	0.	0.
CHRISTOPHER VERON SHOREWOOD, WI	DIRECTOR NONE	0.	0.	0.
TOTAL		\$ 0.	\$ 0.	\$ 0.

STATEMENT 6  
SCHEDULE A, PART IV-A, LINE 22  
OTHER INCOME

DESCRIPTION	(A) 2002	(B) 2001	(C) 2000	(D) 1999	(E) TOTAL
FUNDRAISING	\$ 0.	\$ 14,818.	\$ 0.	\$ 0.	\$ 14,818.
OTHER INCOME	9.	0.	0.	0.	9.
TOTAL	\$ 9.	\$ 14,818.	\$ 0.	\$ 0.	\$ 14,827.

If you are filing for an Additional (not automatic) 3-Month Extension, complete only Part II and check this box.

Note: Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time - Must File Original and One Copy.

Name of Exempt Organization: SHOREWOOD FOUNDATION INC.
Employer identification number: 39-6081099
Address: 3930 N MURRAY AVE, SHOREWOOD, WI 53211

Check type of return to be filed (file a separate application for each return):

Form 990 [checked], Form 990-EZ, Form 990-T, Form 1041-A, Form 5227, Form 8870, Form 990-BL, Form 990-PF, Form 990-T (trust other than above), Form 4720, Form 6069

Stop: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

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 organizations four digit Group Exemption Number (GEN).

I request an additional 3-month extension of time until 11/15, 2004.
For calendar year 2003, or other tax year beginning 20 and ending 20.
If this tax year is for less than 12 months, check reason: Initial return, Final return, Change in accounting period.
State in detail why you need the extension: BOOKS AND RECORDS ARE INCOMPLETE

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits.
8b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made.
8c Balance due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.
Signature: [Handwritten Signature] Title: CPA Date: 8/2/04

Notice to Applicant - To be Completed by the IRS

We have approved this application. Please attach this form to the organization's return.
We have not approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions).
We have not approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.
We cannot consider this application because it was filed after the due date of the return for which an extension was requested.
Other: EXTENSION APPROVED

Director: By: AUG 2 7 2004

Alternate Mailing Address - Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Name: RITZ, HOLMAN, BUTALA, FINE LLP
Address: 330 E. KILBOURN STE. 550
City: MILWAUKEE, WI 53202-3144

# Application for Extension of Time to File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

**Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time** — Only submit original (no copies needed)

**Note: Form 990-T corporations requesting an automatic 6-month extension — check this box and complete Part I only.**

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

<b>Type or print</b> File by the due date for filing your return. See instructions.	Name of Exempt Organization <b>SHOREWOOD FOUNDATION INC.</b>	Employer identification number <b>39-6081099</b>
	Number, street, and room or suite number. If a P.O. box, see instructions <b>3930 N MURRAY AVE</b>	
	City, town or post office. For a foreign address, see instructions. <b>SHOREWOOD, WI 53211</b>	state ZIP code

**Check type of return to be filed** (file a separate application for each return):

- |  |  |                                    |
|--|--|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                    | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (Section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)         | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                                 | <input type="checkbox"/> Form 8870 |

- 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 will cover.

1 I request an automatic 3-month (6-month, for 990-T corporation) extension of time until 8/15, 20 04, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶  calendar year 20 03 or

▶  tax year beginning \_\_\_\_\_, 20 \_\_\_\_\_, and ending \_\_\_\_\_, 20 \_\_\_\_\_.

2 If this tax year is for less than 12 months, check reason:  Initial return  Final return  Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. \$ \_\_\_\_\_ 0.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. \$ \_\_\_\_\_ 0.

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. \$ \_\_\_\_\_ 0.

**Signature and Verification**

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, and that I am authorized to prepare this form.

Signature ▶ [Handwritten Signature] Title ▶ CPA Date ▶ 5/3/04

BAA For Paperwork Reduction Act Notice, see instructions.