

**Return of Organization Exempt From Income Tax**

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

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

**A For the 2012 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable:  <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C Name of organization</b> <b>UNITED WAY FOX CITIES, INC.</b> Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite <b>1455 MIDWAY ROAD</b> City, town, or post office, state, and ZIP code <b>MENASHA, WI 54952</b> <b>F Name and address of principal officer: PETER KELLY</b> <b>SAME AS C ABOVE</b>	<b>D Employer identification number</b> <b>39-0912895</b> <b>E Telephone number</b> <b>920-954-7210</b> <b>G Gross receipts \$</b> <b>7,629,931.</b> <b>H(a) Is this a group return for affiliates?</b> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b) Are all affiliates included?</b> <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) <b>H(c) Group exemption number</b> ▶
<b>I Tax-exempt status:</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J Website:</b> ▶ <b>WWW.UNITEDWAYFOXCITIES.ORG</b>		
<b>K Form of organization:</b> <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		<b>L Year of formation:</b> <b>1993</b> <b>M State of legal domicile:</b> <b>WI</b>

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities: <b>THE ORGANIZATION IS FOCUSED ON IDENTIFYING AND ADDRESSING CRITICAL HEALTH AND HUMAN SERVICE NEEDS</b> <b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. <b>3</b> Number of voting members of the governing body (Part VI, line 1a) ..... <b>3</b> <b>24</b> <b>4</b> Number of independent voting members of the governing body (Part VI, line 1b) ..... <b>4</b> <b>23</b> <b>5</b> Total number of individuals employed in calendar year 2012 (Part V, line 2a) ..... <b>5</b> <b>23</b> <b>6</b> Total number of volunteers (estimate if necessary) ..... <b>6</b> <b>260</b> <b>7a</b> Total unrelated business revenue from Part VIII, column (C), line 12 ..... <b>7a</b> <b>0.</b> <b>b</b> Net unrelated business taxable income from Form 990-T, line 34 ..... <b>7b</b> <b>0.</b>																									
<b>Revenue</b>		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Prior Year</th> <th style="text-align: center;">Current Year</th> </tr> </thead> <tbody> <tr> <td><b>8</b> Contributions and grants (Part VIII, line 1h) .....</td> <td style="text-align: right;">7,226,355.</td> <td style="text-align: right;">7,470,565.</td> </tr> <tr> <td><b>9</b> Program service revenue (Part VIII, line 2g) .....</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....</td> <td style="text-align: right;">68,273.</td> <td style="text-align: right;">79,131.</td> </tr> <tr> <td><b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....</td> <td style="text-align: right;">56,994.</td> <td style="text-align: right;">80,235.</td> </tr> <tr> <td><b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....</td> <td style="text-align: right;">7,351,622.</td> <td style="text-align: right;">7,629,931.</td> </tr> </tbody> </table>		Prior Year	Current Year	<b>8</b> Contributions and grants (Part VIII, line 1h) .....	7,226,355.	7,470,565.	<b>9</b> Program service revenue (Part VIII, line 2g) .....	0.	0.	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....	68,273.	79,131.	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....	56,994.	80,235.	<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....	7,351,622.	7,629,931.						
	Prior Year	Current Year																								
<b>8</b> Contributions and grants (Part VIII, line 1h) .....	7,226,355.	7,470,565.																								
<b>9</b> Program service revenue (Part VIII, line 2g) .....	0.	0.																								
<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d) .....	68,273.	79,131.																								
<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) .....	56,994.	80,235.																								
<b>12</b> Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) .....	7,351,622.	7,629,931.																								
<b>Expenses</b>		<table border="1" style="width:100%; border-collapse: collapse;"> <tbody> <tr> <td><b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....</td> <td style="text-align: right;">5,561,361.</td> <td style="text-align: right;">5,688,788.</td> </tr> <tr> <td><b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....</td> <td style="text-align: right;">1,116,195.</td> <td style="text-align: right;">1,142,072.</td> </tr> <tr> <td><b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....</td> <td style="text-align: right;">0.</td> <td style="text-align: right;">0.</td> </tr> <tr> <td><b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>603,250.</b></td> <td></td> <td></td> </tr> <tr> <td><b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....</td> <td style="text-align: right;">691,747.</td> <td style="text-align: right;">605,900.</td> </tr> <tr> <td><b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....</td> <td style="text-align: right;">7,369,303.</td> <td style="text-align: right;">7,436,760.</td> </tr> <tr> <td><b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....</td> <td style="text-align: right;">-17,681.</td> <td style="text-align: right;">193,171.</td> </tr> </tbody> </table>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....	5,561,361.	5,688,788.	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....	0.	0.	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....	1,116,195.	1,142,072.	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....	0.	0.	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>603,250.</b>			<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....	691,747.	605,900.	<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	7,369,303.	7,436,760.	<b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....	-17,681.	193,171.
<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3) .....	5,561,361.	5,688,788.																								
<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4) .....	0.	0.																								
<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) .....	1,116,195.	1,142,072.																								
<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e) .....	0.	0.																								
<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) ▶ <b>603,250.</b>																										
<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) .....	691,747.	605,900.																								
<b>18</b> Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) .....	7,369,303.	7,436,760.																								
<b>19</b> Revenue less expenses. Subtract line 18 from line 12 .....	-17,681.	193,171.																								
<b>Net Assets or Fund Balances</b>		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th style="text-align: center;">Beginning of Current Year</th> <th style="text-align: center;">End of Year</th> </tr> </thead> <tbody> <tr> <td><b>20</b> Total assets (Part X, line 16) .....</td> <td style="text-align: right;">11,312,211.</td> <td style="text-align: right;">11,574,109.</td> </tr> <tr> <td><b>21</b> Total liabilities (Part X, line 26) .....</td> <td style="text-align: right;">5,734,111.</td> <td style="text-align: right;">5,762,780.</td> </tr> <tr> <td><b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....</td> <td style="text-align: right;">5,578,100.</td> <td style="text-align: right;">5,811,329.</td> </tr> </tbody> </table>		Beginning of Current Year	End of Year	<b>20</b> Total assets (Part X, line 16) .....	11,312,211.	11,574,109.	<b>21</b> Total liabilities (Part X, line 26) .....	5,734,111.	5,762,780.	<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....	5,578,100.	5,811,329.												
	Beginning of Current Year	End of Year																								
<b>20</b> Total assets (Part X, line 16) .....	11,312,211.	11,574,109.																								
<b>21</b> Total liabilities (Part X, line 26) .....	5,734,111.	5,762,780.																								
<b>22</b> Net assets or fund balances. Subtract line 21 from line 20 .....	5,578,100.	5,811,329.																								

**Part II Signature Block**

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.

<b>Sign Here</b>	Signature of officer <b>PETER KELLY, PRESIDENT/CEO</b> Type or print name and title	Date  
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>MARY VANDENBUSCH</b> Preparer's signature <b>MARY VANDENBUSCH</b> Date <b>07/23/13</b> Check <input type="checkbox"/> if self-employed PTIN <b>P00640456</b> Firm's name ▶ <b>SCHENCK SC</b> Firm's EIN ▶ <b>39-1173131</b> Firm's address ▶ <b>P.O. BOX 23819</b> <b>GREEN BAY, WI 54305-3819</b> Phone no. <b>(920) 436-7800</b>	

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission: TO IMPROVE LIVES BY BRINGING DIVERSE PEOPLE TOGETHER TO BUILD A STRONGER, MORE CARING COMMUNITY FOR EVERYONE.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code: ) (Expenses \$ 6,043,206. including grants of \$ 5,688,788.) (Revenue \$ 53,802.) UNITED WAY FOX CITIES' RESOURCES ARE TARGETED TO IMPACT COMMUNITY NEEDS IN FOUR AREAS: PROVIDING BASIC NEEDS AND SELF-SUFFICIENCY, DEVELOPING CHILDREN AND YOUTH, STRENGTHENING FAMILIES, AND PROMOTING HEALTH, HEALING AND CRISIS INTERVENTION. VOLUNTEERS WITHIN EACH OF THE FOUR IMPACT AREAS ALONG WITH VARIOUS OTHER COMMITTEES HELPED TO ENSURE THAT UNITED WAY MAKES A DIFFERENCE BY CONTRIBUTING OVER 1300 HOURS OF THEIR TIME THROUGHOUT THE YEAR. IN 2012, UNITED WAY FOX CITIES INVESTED 5.2 MILLION DOLLARS IN VARIOUS NON-PROFIT PROGRAMS AND INITIATIVES WHICH HELPED TO SERVE OVER 130,000 INDIVIDUALS.

4b (Code: ) (Expenses \$ 193,374. including grants of \$ ) (Revenue \$ ) UNITED WAY 2-1-1 SERVES RESIDENTS OF TEN COUNTIES WHO REQUIRE HELP TO FIND THE APPROPRIATE COMMUNITY SERVICE TO ADDRESS THEIR NEED. 2-1-1 SERVES AS A HUB IN TIMES OF DISASTER BY PROVIDING INFORMATION DURING RECOVERY AND RELIEF EFFORTS. IN 2012, A TOTAL OF 12,152 CALLS WERE HANDLED, AND CALL SPECIALISTS MADE 23,251 REFERRALS. THE ONLINE DATABASE OF PROGRAM SERVICES AT 211NOW.ORG HAD 108,757 INQUIRIES. REQUESTS FOR BASIC NEEDS SERVICES OF FOOD, CLOTHING, SHELTER AND TRANSPORTATION RESULTED IN 47.5% OF THE TOTAL CALL VOLUME. 14% OF CALLS WERE RELATED TO HEALTH CARE.

4c (Code: ) (Expenses \$ 75,967. including grants of \$ ) (Revenue \$ ) THE AFL-CIO COMMUNITY SERVICES PROGRAM IS DESIGNED TO INCREASE THE AWARENESS AND INVOLVEMENT OF ORGANIZED LABOR IN COMMUNITY SERVICES. ORGANIZED LABOR HAS A WORKING RELATIONSHIP WITH UNITED WAY THAT SPANS A 60+ YEAR HISTORY. EMERGENCY ASSISTANCE THROUGH COMMUNITY RESOURCES IS OFFERED TO UNION MEMBERS IN TIMES OF LAYOFFS, STRIKES, OR DISASTERS. SEMINARS FOR THE UNEMPLOYED ARE OFFERED PROVIDING INFORMATION ON AVAILABLE RESOURCES, LOCATIONS OF SERVICES AND PROGRAM ELIGIBILITY. IN 2012, PROJECTS INCLUDED ASSISTANCE WITH THE NATIONAL ASSOCIATION OF LETTER CARRIERS FOOD DRIVE, LABOR COUNCIL CHRISTMAS GIVING PROGRAM, AND THE PLUMBER AND STEAMFITTERS LOCAL 400 "HEAT'S ON PROGRAM".

4d Other program services (Describe in Schedule O.) (Expenses \$ 41,676. including grants of \$ ) (Revenue \$ )

4e Total program service expenses 6,354,223.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> .....	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i> .....		X
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> .....	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i> .....		X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? .....		
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? .....		
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? .....		
<b>25a Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i> .....		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i> .....		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i> .....		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i> .....		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> .....	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> .....		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> .....		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i> .....		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i> .....		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i> .....		X
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? .....		X
<b>b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		
<b>36 Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> .....		X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i> .....		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? .....	X	

**Note.** All Form 990 filers are required to complete Schedule O .....

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

X

Main form area containing questions 1a through 14b with Yes/No columns and input fields.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (24), 1b (23), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed WI
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: PETER C. KELLY - 920-954-7210 1455 MIDWAY ROAD, MENASHA, WI 54952

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) TIM BERGSTROM DIRECTOR	0.50	X						0.	0.	0.
(2) RANDY MAHONEY TREASURER	3.00	X		X				0.	0.	0.
(3) GARY NOKLEBERG DIRECTOR	0.50	X						0.	0.	0.
(4) TIM PLASS DIRECTOR	0.50	X						0.	0.	0.
(5) JULIE WULTERKINS COMMUNITY IMPACT COUNCIL COUNCIL CHA	3.00	X						0.	0.	0.
(6) MARK WESTPHAL DIRECTOR	0.50	X						0.	0.	0.
(7) JIM BEMOWSKI DIRECTOR	0.50	X						0.	0.	0.
(8) TIM HIGGINS DIRECTOR	0.50	X						0.	0.	0.
(9) TOM PALMER DIRECTOR	0.50	X						0.	0.	0.
(10) JENNY REDMAN-SHELL DIRECTOR	0.50	X						0.	0.	0.
(11) JIM TOTZKE CHAIR	3.00	X		X				0.	0.	0.
(12) PETER KELLY PRESIDENT/CEO	50.00	X		X				126,094.	0.	29,186.
(13) KENT WILLETTS VICE CHAIR	3.00	X		X				0.	0.	0.
(14) TIMOTHY SCHWAN DIRECTOR	0.50	X						0.	0.	0.
(15) MARY PFEIFFER DIRECTOR	0.50	X						0.	0.	0.
(16) DAN NEUFELDER DIRECTOR	0.50	X						0.	0.	0.
(17) RICK BAHR DIRECTOR	0.50	X						0.	0.	0.

**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) DIANA BUECHEL DIRECTOR	1.00	X						0.	0.	0.
(19) GINIA LOVETT CAMPAIGN CHAIR	3.00	X						0.	0.	0.
(20) ROBERT THIBAUT DIRECTOR	0.50	X						0.	0.	0.
(21) BONNIE TIMM DIRECTOR	0.50	X						0.	0.	0.
(22) MARY JO BUCHBERGER COMMUNITY IMPACT COUNCIL VICE CHAIR	2.00	X						0.	0.	0.
(23) SHANNON FULL DIRECTOR	0.50	X						0.	0.	0.
(24) LAURA MERONK DIRECTOR	0.50	X						0.	0.	0.
(25) MELANIE MILLER DIRECTOR	0.50	X						0.	0.	0.
(26) VISETH MOUA DIRECTOR	0.50	X						0.	0.	0.
<b>1b Sub-total</b>								126,094.	0.	29,186.
<b>c Total from continuation sheets to Part VII, Section A</b>								47,871.	0.	17,879.
<b>d Total (add lines 1b and 1c)</b>								173,965.	0.	47,065.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

SEE PART VII, SECTION A CONTINUATION SHEETS



**Part VIII Statement of Revenue**

Check if Schedule O contains a response to any question in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1 a</b> Federated campaigns	<b>1a</b> 55,037.					
	<b>b</b> Membership dues	<b>1b</b>					
	<b>c</b> Fundraising events	<b>1c</b>					
	<b>d</b> Related organizations	<b>1d</b>					
	<b>e</b> Government grants (contributions)	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1f</b> 7,415,528.					
	<b>g</b> Noncash contributions included in lines 1a-1f: \$	58,260.					
	<b>h Total.</b> Add lines 1a-1f		7,470,565.				
<b>Program Service Revenue</b>	<b>2 a</b>	Business Code					
	<b>b</b>						
	<b>c</b>						
	<b>d</b>						
	<b>e</b>						
	<b>f</b> All other program service revenue						
	<b>g Total.</b> Add lines 2a-2f						
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts)		32,340.			32,340.	
	<b>4</b> Income from investment of tax-exempt bond proceeds						
	<b>5</b> Royalties						
	<b>6 a</b> Gross rents	(i) Real					
		(ii) Personal					
		<b>b</b> Less: rental expenses					
		<b>c</b> Rental income or (loss)					
	<b>d</b> Net rental income or (loss)						
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities	46,791.				
		(ii) Other					
		<b>b</b> Less: cost or other basis and sales expenses	0.				
		<b>c</b> Gain or (loss)	46,791.				
	<b>d</b> Net gain or (loss)		46,791.			46,791.	
	<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>					
		<b>b</b> Less: direct expenses					
<b>c</b> Net income or (loss) from fundraising events							
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>						
	<b>b</b> Less: direct expenses						
	<b>c</b> Net income or (loss) from gaming activities						
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>						
	<b>b</b> Less: cost of goods sold						
	<b>c</b> Net income or (loss) from sales of inventory						
<b>Miscellaneous Revenue</b>		<b>Business Code</b>					
<b>11 a</b> SERVICE FEES	900099	53,802.	53,802.				
<b>b</b> MISCELLANEOUS	900099	26,433.			26,433.		
<b>c</b>							
<b>d</b> All other revenue							
<b>e Total.</b> Add lines 11a-11d		80,235.					
<b>12 Total revenue.</b> See instructions.		7,629,931.	53,802.	0.	105,564.		

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b> Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	5,688,788.	5,688,788.		
<b>2</b> Grants and other assistance to individuals in the United States. See Part IV, line 22				
<b>3</b> Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
<b>4</b> Benefits paid to or for members				
<b>5</b> Compensation of current officers, directors, trustees, and key employees	221,031.	89,246.	58,459.	73,326.
<b>6</b> Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b> Other salaries and wages	696,720.	283,938.	180,748.	232,034.
<b>8</b> Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	38,005.	17,397.	9,713.	10,895.
<b>9</b> Other employee benefits	123,122.	36,870.	35,295.	50,957.
<b>10</b> Payroll taxes	63,194.	26,895.	15,831.	20,468.
<b>11</b> Fees for services (non-employees):				
<b>a</b> Management				
<b>b</b> Legal				
<b>c</b> Accounting	15,150.		15,150.	
<b>d</b> Lobbying				
<b>e</b> Professional fundraising services. See Part IV, line 17				
<b>f</b> Investment management fees	15,169.		15,169.	
<b>g</b> Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	47,376.	15,820.	30,427.	1,129.
<b>12</b> Advertising and promotion	111,036.	13,904.	10,718.	86,414.
<b>13</b> Office expenses	56,254.	26,984.	18,809.	10,461.
<b>14</b> Information technology				
<b>15</b> Royalties				
<b>16</b> Occupancy	86,862.	40,325.	23,044.	23,493.
<b>17</b> Travel	64,748.	22,524.	6,643.	35,581.
<b>18</b> Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b> Conferences, conventions, and meetings	13,407.	5,243.	3,701.	4,463.
<b>20</b> Interest				
<b>21</b> Payments to affiliates	80,767.	34,326.	21,403.	25,038.
<b>22</b> Depreciation, depletion, and amortization	68,021.	28,909.	18,025.	21,087.
<b>23</b> Insurance	17,393.	2,066.	13,820.	1,507.
<b>24</b> Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
<b>a</b> <b>NON-PROFIT DEVELOPMENT</b>	17,040.	17,040.		
<b>b</b> <b>MISCELLANEOUS</b>	12,677.	3,948.	2,332.	6,397.
<b>c</b>				
<b>d</b>				
<b>e</b> All other expenses				
<b>25</b> <b>Total functional expenses.</b> Add lines 1 through 24e	7,436,760.	6,354,223.	479,287.	603,250.
<b>26</b> <b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here  if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**

Check if Schedule O contains a response to any question in this Part X

		(A)		(B)	
		Beginning of year		End of year	
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing .....	937,423.	<b>1</b>	1,876,390.	
	<b>2</b> Savings and temporary cash investments .....	2,950,190.	<b>2</b>	2,478,778.	
	<b>3</b> Pledges and grants receivable, net .....	5,083,936.	<b>3</b>	4,896,446.	
	<b>4</b> Accounts receivable, net .....	131,066.	<b>4</b>	30,451.	
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L .....		<b>5</b>		
	<b>6</b> Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L .....		<b>6</b>		
	<b>7</b> Notes and loans receivable, net .....		<b>7</b>		
	<b>8</b> Inventories for sale or use .....		<b>8</b>		
	<b>9</b> Prepaid expenses and deferred charges .....	25,482.	<b>9</b>	14,785.	
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D .....	<b>10a</b> 1,704,064.			
	<b>b</b> Less: accumulated depreciation .....	<b>10b</b> 484,581.	1,286,504.	<b>10c</b>	1,219,483.
	<b>11</b> Investments - publicly traded securities .....		<b>11</b>		
	<b>12</b> Investments - other securities. See Part IV, line 11 .....	787,275.	<b>12</b>	925,779.	
	<b>13</b> Investments - program-related. See Part IV, line 11 .....		<b>13</b>		
	<b>14</b> Intangible assets .....		<b>14</b>		
	<b>15</b> Other assets. See Part IV, line 11 .....	110,335.	<b>15</b>	131,997.	
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) .....	11,312,211.	<b>16</b>	11,574,109.		
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses .....	271,597.	<b>17</b>	407,864.	
	<b>18</b> Grants payable .....	5,462,514.	<b>18</b>	5,354,916.	
	<b>19</b> Deferred revenue .....		<b>19</b>		
	<b>20</b> Tax-exempt bond liabilities .....		<b>20</b>		
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D .....		<b>21</b>		
	<b>22</b> Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L .....		<b>22</b>		
	<b>23</b> Secured mortgages and notes payable to unrelated third parties .....		<b>23</b>		
	<b>24</b> Unsecured notes and loans payable to unrelated third parties .....		<b>24</b>		
	<b>25</b> Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D .....		<b>25</b>		
	<b>26 Total liabilities.</b> Add lines 17 through 25 .....	5,734,111.	<b>26</b>	5,762,780.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>				
	<b>27</b> Unrestricted net assets .....	5,366,983.	<b>27</b>	5,513,047.	
	<b>28</b> Temporarily restricted net assets .....	37,231.	<b>28</b>	101,433.	
	<b>29</b> Permanently restricted net assets .....	173,886.	<b>29</b>	196,849.	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>				
	<b>30</b> Capital stock or trust principal, or current funds .....		<b>30</b>		
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund .....		<b>31</b>		
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds .....		<b>32</b>		
<b>33</b> Total net assets or fund balances .....	5,578,100.	<b>33</b>	5,811,329.		
<b>34</b> Total liabilities and net assets/fund balances .....	11,312,211.	<b>34</b>	11,574,109.		

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

Table with 10 rows for reconciliation of net assets. Line 1: Total revenue 7,629,931. Line 2: Total expenses 7,436,760. Line 3: Revenue less expenses 193,171. Line 4: Net assets at beginning 5,578,100. Line 5: Net unrealized gains 40,058. Line 9: Other changes 0. Line 10: Net assets at end 5,811,329.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

Table with 3 columns: Question, Yes, No. Row 1: Accounting method (Accrual checked). Row 2a: Financial statements compiled (No). Row 2b: Financial statements audited (Yes). Row 2c: Committee oversight (Yes). Row 3a: Federal award audit (No). Row 3b: Required audit (No).

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

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization **UNITED WAY FOX CITIES, INC.** Employer identification number **39-0912895**

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1  A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: \_\_\_\_\_
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 8  A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
- 9  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 exempt 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).** (Complete Part III.)
- 10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
  - a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Non-functionally integrated
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
 

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? .....	11g(i)	
(ii) A family member of a person described in (i) above? .....	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above? .....	11g(iii)	
- h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2012

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....	7014545.	6712158.	7110095.	7226335.	7470565.	35533698.
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>4 Total.</b> Add lines 1 through 3 .....	7014545.	6712158.	7110095.	7226335.	7470565.	35533698.
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) .....						4724464.
<b>6 Public support.</b> Subtract line 5 from line 4.						30809234.

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>7</b> Amounts from line 4 .....	7014545.	6712158.	7110095.	7226335.	7470565.	35533698.
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....	113,451.	70,255.	45,907.	33,829.	32,340.	295,782.
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on .....						
<b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....	11,205.	62,783.	57,246.	56,994.	80,235.	268,463.
<b>11 Total support.</b> Add lines 7 through 10						36097943.
<b>12</b> Gross receipts from related activities, etc. (see instructions) .....					12	177,932.
<b>13 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> .....	<input type="checkbox"/>					

**Section C. Computation of Public Support Percentage**

<b>14</b> Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) .....	<b>14</b>	85.35	%
<b>15</b> Public support percentage from 2011 Schedule A, Part II, line 14 .....	<b>15</b>	84.84	%
<b>16a 33 1/3% support test - 2012.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input checked="" type="checkbox"/>		
<b>b 33 1/3% support test - 2011.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>17a 10% -facts-and-circumstances test - 2012.</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>b 10% -facts-and-circumstances test - 2011.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization .....	<input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions .....	<input type="checkbox"/>		

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") .....						
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose .....						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 .....						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf .....						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge .....						
<b>6 Total.</b> Add lines 1 through 5 .....						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons .....						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year .....						
<b>c</b> Add lines 7a and 7b .....						
<b>8 Public support.</b> (Subtract line 7c from line 6.)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6 .....						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources .....						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 .....						
<b>c</b> Add lines 10a and 10b .....						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on .....						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) .....						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						

**14 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)) .....	<b>15</b>	%
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15 .....	<b>16</b>	%

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) .....	<b>17</b>	%
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 .....	<b>18</b>	%

**19a 33 1/3% support tests - 2012.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests - 2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

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

**Political Campaign and Lobbying Activities**

OMB No. 1545-0047

For Organizations Exempt From Income Tax Under section 501(c) and section 527

**2012**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**

**Open to Public Inspection**

▶ **See separate instructions.**

**If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

**If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

**If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax), or Form 990-EZ, Part V, line 35c (Proxy Tax), then**

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization <b>UNITED WAY FOX CITIES, INC.</b>	Employer identification number <b>39-0912895</b>
--	---

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.
- 2 Political expenditures ..... ▶ \$ \_\_\_\_\_
- 3 Volunteer hours ..... \_\_\_\_\_

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ..... ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? .....  Yes  No
- 4a Was a correction made? .....  Yes  No
- b If "Yes," describe in Part IV.

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ..... ▶ \$ \_\_\_\_\_
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ..... ▶ \$ \_\_\_\_\_
- 4 Did the filing organization file **Form 1120-POL** for this year? .....  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule C (Form 990 or 990-EZ) 2012

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

- A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).
- B** Check  if the filing organization checked box A and "limited control" provisions apply.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
<b>1 a</b>	Total lobbying expenditures to influence public opinion (grass roots lobbying) .....														
<b>b</b>	Total lobbying expenditures to influence a legislative body (direct lobbying) .....														
<b>c</b>	Total lobbying expenditures (add lines 1 a and 1 b) .....														
<b>d</b>	Other exempt purpose expenditures .....														
<b>e</b>	Total exempt purpose expenditures (add lines 1 c and 1 d) .....														
<b>f</b>	Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1"> <thead> <tr> <th>If the amount on line 1e, column (a) or (b) is:</th> <th>The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	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.	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.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e.														
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.														
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.														
<b>g</b>	Grassroots nontaxable amount (enter 25% of line 1f) .....														
<b>h</b>	Subtract line 1g from line 1a. If zero or less, enter -0- .....														
<b>i</b>	Subtract line 1f from line 1c. If zero or less, enter -0- .....														
<b>j</b>	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? .....														

Yes  No

**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 2a through 2f on page 4.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
<b>2a</b> Lobbying nontaxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column(e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers? .....		X	
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)? .....	X		
<b>c</b> Media advertisements? .....		X	
<b>d</b> Mailings to members, legislators, or the public? .....	X		0.
<b>e</b> Publications, or published or broadcast statements? .....		X	
<b>f</b> Grants to other organizations for lobbying purposes? .....		X	
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body? .....	X		878.
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means? .....		X	
<b>i</b> Other activities? .....		X	
<b>j</b> Total. Add lines 1c through 1i .....			878.
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)? .....		X	
<b>b</b> If "Yes," enter the amount of any tax incurred under section 4912 .....			
<b>c</b> If "Yes," enter the amount of any tax incurred by organization managers under section 4912 .....			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year? .....			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members? .....	1	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less? .....	2	
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year? .....	3	

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."**

<b>1</b> Dues, assessments and similar amounts from members .....	1	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year .....	2a	
<b>b</b> Carryover from last year .....	2b	
<b>c</b> Total .....	2c	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues .....	3	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year? .....	4	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions) .....	5	

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

**PART II-B, LINE 1, LOBBYING ACTIVITIES:**

WISCONSIN SB 456 AND AB 574: CALLS MADE IN SUPPORT OF BOTH BILLS TO  
CREATE A FOX CITITES REGIONAL TRANSIT AUTHORITY.

CALLS WERE MADE TO CHAIR OF ASSEMBLY COMMITTEE ON TRANSPORTATIO, REP.

PETROWSKI AND TO REP. AL OTT. CALLS ALSO PLACED TO CHAIR AND VICE CHAIR

**Part IV** Supplemental Information (continued)

OF SENATE COMMITTEE ON TRANSPORTATION & ELECTIONS: SENATORS LAZICH,  
LIEBHAM AND TO SEN. LASSE.

WISCONSIN SB 456 AND AB 574: LETTERS PREPARED OVER PETER KELLY'S  
SIGNATURE REQUESTING A PUBLIC HEARING AND SUPPORT FOR BOTH BILLS.  
LETTERS SENT TO SENATORS COWLES, LASEE, LAZICH, LIEBHAM AND S.  
FITZGERALD. LETTERS ALSO SENT TO REPS. FARROW, KAUFER, OTT, PETROSKI  
AND J. FITZGERALD.

PREPARATION OF REMARKS FOR PETER KELLY TO DELIVER DURING PUBLIC HEARING  
ON SB 456 RE: CREATION OF FOX CITIES REGIONAL TRANSIT AUTHORITY. PUBLIC  
HEARING TO BE HELD BY SENATE COMMITTEE ON TRANSPORTATION & ELECTIONS.

PETER KELLY TRAVELED TO MADISON TO SPEAK AT PUBLIC HEARING IN SUPPORT  
OF SB 456 DURING SENATE COMMITTEE ON TRANSPORTATION & ELECTIONS.

PETER KELLY MET WITH CONGRESSMAN REID RIBBLE AT HIS APPLETON OFFICE ON  
ISSUE OF FINANCING PUBLIC TRANSPORTATION AND NEED FOR LOCAL PUBLIC  
TRANSPORTATION SERVICES.

LETTER PREPARED OVER PETER KELLY'S SIGNATURE ADDRESSED TO THE WI  
COMMISSION ON TRANSPORTATION FINANCE & POLICY SEEKING SUPPORT FOR  
PUBLIC TRANSPORTATION IN THE FOX CITIES.

SIGN-ON TO LETTER ADDRESSED TO PRESIDENT, CONGRESSIONAL LEADERS AND  
MEMBERS OF CONGRESS IN SUPPORT OF PRESERVING THE CHARITABLE TAX  
DEDUCTION. LETTER PREPARED BY THE INDEPENDENT SECTOR AND UNITED WAY  
WORLDWIDE.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

Attach to Form 990. See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

UNITED WAY FOX CITIES, INC.

Employer identification number

39-0912895

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, grants, value, and questions about donor advisement and grant fund usage.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Table with 2 columns: Question, Held at the End of the Tax Year. Rows include purpose of easements, total number, acreage, and monitoring details.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Table with 2 columns: Question, Amount. Rows include questions about reporting works of art and historical treasures.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	329,396.	299,046.	172,679.	433,399.	568,180.
b Contributions	22,963.	38,921.	107,260.		
c Net investment earnings, gains, and losses	32,169.	-5,539.	19,107.	207,718.	-129,162.
d Grants or scholarships					
e Other expenditures for facilities and programs	3,000.	3,032.			
f Administrative expenses				5,182.	5,619.
g End of year balance	381,528.	329,396.	299,046.	635,935.	433,399.

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment  40.58 %
- b Permanent endowment  51.59 %
- c Temporarily restricted endowment  7.82 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations  Yes  No
- (ii) related organizations  Yes  No

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		15,000.		15,000.
b Buildings		1,257,689.	156,749.	1,100,940.
c Leasehold improvements				
d Equipment		431,375.	327,832.	103,543.
e Other				
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,219,483.

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives .....		
(2) Closely-held equity interests .....		
(3) Other		
(A) BENEFICIAL INTEREST IN		
(B) ASSETS AT COMMUNITY		
(C) FOUNDATION	925,779.	END-OF-YEAR MARKET VALUE
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶	925,779.	

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	

**Part X Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	6,894,866.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	40,058.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	7,968.
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	48,026.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	6,846,840.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	15,169.
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	767,922.
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	783,091.
<b>5</b>	Total revenue. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12.)	<b>5</b>	7,629,931.

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	6,661,637.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	7,968.
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII.)	<b>2d</b>	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	7,968.
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	6,653,669.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	15,169.
<b>b</b>	Other (Describe in Part XIII.)	<b>4b</b>	767,922.
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	783,091.
<b>5</b>	Total expenses. Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18.)	<b>5</b>	7,436,760.

**Part XIII Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART V, LINE 4:**

LEGACY OF CARING FUND - ESTABLISHED BY THE ORGANIZATION'S BOARD OF DIRECTORS USING A PRIOR UNRESTRICTED DONATION AND DESIGNATING THE NET INCOME TO BE USED TO SUPPORT HEALTH AND HUMAN SERVICE PROGRAMS IN THE FOX VALLEY.

ADMINISTRATIVE ENDOWMENT FUND - ESTABLISHED BY THE ORGANIZATION'S BOARD OF DIRECTORS USING A PRIOR DONATION RESTRICTED BY THE DONOR TO PROVIDE FOR

**Part XIII** Supplemental Information (continued)

THE LONG-TERM FUNDING OF THE ORGANIZATION'S ADMINISTRATIVE AND OPERATING EXPENSES.

RESERVE INVESTMENT FUND - ESTABLISHED BY THE ORGANIZATION'S BOARD OF DIRECTORS USING A PRIOR UNRESTRICTED DONATION AND DESIGNATING THE NET INCOME TO BE USED AS A RESERVE IN THE EVENT OF CAMPAIGN SHORTFALLS AND EMERGENCIES.

IMPACT AREA ENDOWMENT FUND - ESTABLISHED BY THE ORGANIZATION'S BOARD OF DIRECTORS USING A PRIOR UNRESTRICTED DONATION AND DESIGNATING THE NET INCOME TO BE USED TO PROVIDE FUNDING FOR IDENTIFIED IMPACT AREAS

PART X, LINE 2: UNITED WAY FOX CITIES, INC. IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. HOWEVER, INCOME FROM CERTAIN ACTIVITIES NOT DIRECTLY RELATED TO THE ORGANIZATIONS TAX-EXEMPT PURPOSE IS SUBJECT TO TAXATION ON UNRELATED BUSINESS INCOME. IN ADDITION, THE ORGANIZATION QUALIFIES FOR THE CHARITABLE CONTRIBUTION DEDUCTION UNDER SECTION 170(B)(1)(A) AND HAS BEEN CLASSIFIED AS AN ORGANIZATION THAT IS NOT A PRIVATE FOUNDATION UNDER SECTION 509(A)(2). THE ORGANIZATION IS ALSO EXEMPT FROM WISCONSIN INCOME TAXES.

PENALTIES AND INTEREST ASSESSED BY INCOME TAXING AUTHORITIES ARE INCLUDED IN MANAGEMENT AND GENERAL EXPENSES, IF APPLICABLE. THE ORGANIZATION HAD NO INTEREST AND PENALTIES RELATED TO INCOME TAXES FOR THE YEAR ENDED DECEMBER 31, 2012. THE ORGANIZATION'S FEDERAL RETURNS ARE SUBJECT TO EXAMINATION GENERALLY FOR THREE YEARS AFTER THEY ARE FILED AND ITS STATE RETURNS ARE SUBJECT TO EXAMINATION GENERALLY FOR FOUR YEARS AFTER THEY ARE

**Part XIII** Supplemental Information (continued)

FILED.

PART XI, LINE 4B - OTHER ADJUSTMENTS:

ALLOCATIONS FUNDED THROUGH DESIGNATIONS 767,922.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

ALLOCATIONS FUNDED THROUGH DESIGNATIONS 767,922.

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

**Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.  
▶ Attach to Form 990.**

OMB No. 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization **UNITED WAY FOX CITIES, INC.** Employer identification number **39-0912895**

**Part I General Information on Grants and Assistance**

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  **Yes**  **No**
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

<b>1 (a)</b> Name and address of organization or government	<b>(b)</b> EIN	<b>(c)</b> IRC section if applicable	<b>(d)</b> Amount of cash grant	<b>(e)</b> Amount of non-cash assistance	<b>(f)</b> Method of valuation (book, FMV, appraisal, other)	<b>(g)</b> Description of non-cash assistance	<b>(h)</b> Purpose of grant or assistance
ADVOCAP, INC. 181 E. NORTH WATER STREET NEENAH, WI 54956	39-1053365		66,766.	0.			PROGRAM OPERATING COST
AIDS RESOURCE CENTER OF WISCONSIN, INC. - 103 E. WASHINGTON STREET - APPLETON, WI 54911	39-1534049		63,665.	0.			PROGRAM OPERATING COST
AMERICAN CANCER SOCIETY WISCONSIN 790 MARVELLE LANE GREEN BAY, WI 54304	39-0807043		31,566.	0.			DONOR DESIGNATED FOR PROGRAM COST
AMERICAN RED CROSS IN NORTHEAST WISCONSIN - 515 S. WASHBURN STREET, SUITE 201 - OSHKOSH, WI 54904	53-0196605		132,181.	0.			PROGRAM OPERATING COST
BEST FRIENDS OF NEENAH-MENASHA, INC. - 181 E. NORTH WATER STREET - NEENAH, WI 54956	39-1260017		150,256.	0.			PROGRAM OPERATING COST
BIG BROTHERS BIG SISTERS OF THE FOX VALLEY REGION, INC. - 160 SOUTH BADGER AVE. - APPLETON, WI 54914	39-6103907		179,000.	0.			PROGRAM OPERATING COST

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table **64.**

**3** Enter total number of other organizations listed in the line 1 table **0.**

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2012)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BOY SCOUTS OF AMERICA - BAY LAKES COUNCIL - 2555 NORTHERN ROAD - APPLETON, WI 54912	39-6046971		43,854.	0.			DONOR DESIGNATED FOR GENERAL SUPPORT
BOYS' & GIRLS' BRIGADE ASSOCIATION 109 WEST COLUMBIAN AVE. NEENAH, WI 54956	39-0813396		42,000.	0.			PROGRAM OPERATING COST
BOYS & GIRLS CLUB FOX VALLEY, INC. 160 SOUTH BADGER AVE. APPLETON, WI 54914	39-1225709		276,191.	0.			PROGRAM OPERATING COST
BUILDING FOR KIDS 100 WEST COLLEGE AVE. APPLETON, WI 54911	39-1706260		10,000.	0.			PROGRAM OPERATING COST
CAP SERVICES, INC. 17 PARK PLACE STE. 950 APPLETON, WI 54914	39-1080897		88,983.	0.			PROGRAM OPERATING COST
CATHOLIC CHARITIES, DIOCESE OF GREEN BAY, INC. - 214 E. SUMMER ST. - APPLETON, WI 54911	39-0808438		143,902.	0.			PROGRAM OPERATING COST
CATHOLIC CHARITIES, DIOCESE OF GREEN BAY, INC. - PATH INITIATIVE - 214 E. SUMMER ST. - APPLETON, WI 54911	39-0808438		37,954.	0.			PROGRAM OPERATING COST
CELEBRATE CHILDREN FOUNDATION 110 E. MAIN STREET, STE. 810 MADISON, WI 53703	39-1946398		15,000.	0.			PROGRAM OPERATING COST
CEREBRAL PALSY OF MIDEAST WI, INC. 36 BROAD STREET, SUITE 120 OSHKOSH, WI 54903	39-6026845		43,434.	0.			PROGRAM OPERATING COST

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHILD CARE RESOURCE & REFERRAL, INC. - 1001 WEST KENNEDY AVE - KIMBERLY, WI 54136	39-1606155		75,702.	0.			PROGRAM OPERATING COST
CHILDREN'S HOSPITAL OF WISCONSIN-CATALPA HEALTH - 130 SECOND STREET - NEENAH, WI 54956	39-0812532		100,000.	0.			PROGRAM OPERATING COST
CHRISTINE ANN DOMESTIC ABUSE SERVICES, INC. - 1416 S. COMMERCIAL STREET, STE. A - NEENAH, WI 54956	39-1441770		107,035.	0.			PROGRAM OPERATING COST
COMMUNITY CLOTHES CLOSET 1465 MIDWAY ROAD MENASHA, WI 54952	39-1394270		5,000.	0.			PROGRAM OPERATING COST
COMMUNITY FAMILY RESOURCE CENTERS 330 W. HICKORY STREET SEYMOUR, WI 54165	39-6017468		17,978.	0.			PROGRAM OPERATING COST
COMMUNITY FOUNDATION FOR THE FOX VALLEY REGION- HOME OWNERSHIP - 4455 WEST LAWRENCE STREET - APPLETON, WI 54914	39-1548450		10,000.	0.			PROGRAM OPERATING COST
COMMUNITY FOUNDATION FOR THE FOX VALLEY REGION- DIAPER BANK - 4455 WEST LAWRENCE STREET - APPLETON, WI 54914	39-1548450		5,000.	0.			PROGRAM OPERATING COST
EMERGENCY SHELTER OF THE FOX VALLEY, INC. - 400 NORTH DIVISION STREET - APPLETON, WI 54911	39-1447152		142,610.	0.			PROGRAM OPERATING COST
FAIR MARKET THRIFT STORE 2130 SOUTH MEMORIAL DRIVE APPLETON, WI 54915	26-1557840		7,500.	0.			DONOR DESIGNATED FOR PROGRAM COST

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
FAMILY SERVICE OF NE WI 1810 APPLETON ROAD MENASHA, WI 54952	39-0827320		330,796.	0.			PROGRAM OPERATING COST
FINANCIAL INFORMATION AND SERVICE CENTER, INC. (FISC) - 1800 APPLETON ROAD - MENASHA, WI 54952	39-6698981		200,846.	0.			PROGRAM OPERATING COST
FOX CITIES COMMUNITY HEALTH CENTER 1814 APPLETON ROAD MENASHA, WI 54952	39-1884820		93,100.	0.			PROGRAM OPERATING COST
FOX VALLEY CHILDREN'S MENTAL HEALTH CENTER - 1820 APPLETON ROAD - MENASHA, WI 54952	39-0812532		78,000.	0.			PROGRAM OPERATING COST
FOX VALLEY LITERACY COALITION, INC. - 130 EAST FRANKLIN STREET - APPLETON, WI 54911	39-1682277		78,513.	0.			PROGRAM OPERATING COST
FRIENDSHIP PLACE 220 NORTH COMMERCIAL STREET NEENAH, WI 54956	39-2029900		98,800.	0.			PROGRAM OPERATING COST
GIRL SCOUTS OF THE NORTHWEST GREAT LAKES, INC. - 4693 N. LYNNDAL DRIVE - APPLETON, WI 54913	39-0816897		154,925.	0.			PROGRAM OPERATING COST
GREATER FOX CITIES HABITAT FOR HUMANITY - 921 MIDWAY ROAD - MENASHA, WI 54952	39-1742974		30,000.	0.			PROGRAM OPERATING COST
HARBOR HOUSE DOMESTIC ABUSE PROGRAMS, INC. - 720 W. FIFTH STREET - APPLETON, WI 54914	39-1870927		137,577.	0.			PROGRAM OPERATING COST

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
HMONG-AMERICAN PARTNERSHIP FOX VALLEY, INC. - 2198 S. MEMORIAL DRIVE - APPLETON, WI 54915	39-1378632		146,781.	0.			PROGRAM OPERATING COST
HORTONVILLE AREA UNITED FUND, INC. P.O. BOX 277 HORTONVILLE, WI 54944	39-6107070		5,122.	0.			DONOR DESIGNATED FOR PROGRAM COST
HOUSING PARTNERSHIP OF THE FOX CITIES - 607 EAST HANCOCK STREET - APPLETON, WI 54911	39-1582471		37,600.	0.			PROGRAM OPERATING COST
LEGAL ACTION OF WISCONSIN 201 WEST WALNUT ST., SUITE 203 GREEN BAY, WI 54303	39-1077192		40,429.	0.			PROGRAM OPERATING COST
LUTHERAN SOCIAL SERVICES OF WISCONSIN & UPPER MICHIGAN, INC. - 3003A NORTH RICHMOND STREET - APPLETON, WI 54911	39-0816846		265,503.	0.			PROGRAM OPERATING COST
MOTHER AND UNBORN BABY CARE, INC 526 W WISCONSIN AVE APPLETON, WI 54911	39-1446870		9,992.	0.			DONOR DESIGNATED FOR PROGRAM COST
NAMI - FOX VALLEY 516 W. 6TH STREET APPLETON, WI 54911	39-1545497		64,132.	0.			PROGRAM OPERATING COST
NEENAH - MENASHA DIAL-A-RIDE 211 WALNUT STREET NEENAH, WI 54956	39-6005543		8,500.	0.			PROGRAM OPERATING COST
NEENAH-MENASHA DENTAL CLINIC 126 WEST WISCONSIN AVE NEENAH, WI 54956	39-1471332		27,500.	0.			PROGRAM OPERATING COST

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NEW LONDON UNITED WAY P.O. BOX 104 NEW LONDON, WI 54961	39-1587610		19,841.	0.			DONOR DESIGNATED FOR PROGRAM COST
NON-PROFIT AFFORDABLE HOUSING BASED RENTAL SERVICES - 3020 EAST WINSLOW AVE. - APPLETON, WI 54911	39-1652869		9,210.	0.			PROGRAM OPERATING COST
OSHKOSH AREA UNITED WAY 36 BROAD STREET SUITE 100 OSHKOSH, WI 54901	39-1017908		41,509.	0.			DONOR DESIGNATED FOR PROGRAM COST
PROJECT BRIDGES DAY CARE CENTER & PRESCHOOL, INC. - 803 EAST COLLEGE AVE. - APPLETON, WI 54911	39-1340963		115,960.	0.			PROGRAM OPERATING COST
REACH COUNSELING SERVICES, INC. 1370 S. COMMERCIAL STREET NEENAH, WI 54956	39-1292277		146,268.	0.			PROGRAM OPERATING COST
REBUILDING TOGETHER FOX VALLEY 605 EAST HANCOCK STREET APPLETON, WI 54911	39-2013200		15,083.	0.			PROGRAM OPERATING COST
SAMARITAN COUNSELING CENTER OF THE FOX VALLEY- TEEN SCREEN - 1478 KENWOOD DRIVE - MENASHA, WI 54952	39-1214216		25,000.	0.			PROGRAM OPERATING COST
SEXUAL ASSAULT CRISIS CENTER-FOX CITIES, INC. - 35 PARK PLACE, SUITE 100 - APPLETON, WI 54914	39-1309331		125,881.	0.			PROGRAM OPERATING COST
THE ARC OF FOX CITIES 375 WINNEBAGO AVE. MENASHA, WI 54952	75-3202931		250,465.	0.			PROGRAM OPERATING COST

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
TRI-COUNTY COMMUNITY DENTAL CLINIC 9 TRI-PARK WAY APPLETON, WI 54914	47-0862462		25,000.	0.			PROGRAM OPERATING COST
UNITED WAY OF BROWN COUNTY 1245 MAIN STREET GREEN BAY, WI 54301	39-0806299		21,977.	0.			DONOR DESIGNATED FOR PROGRAM COST
UNITED WAY OF SHAWANO COUNTY P.O. BOX 31 SHAWANO, WI 54166-0031	39-1099657		25,301.	0.			DONOR DESIGNATED FOR PROGRAM COST
UNITED WAY OF THE COLUMBIA-WILLIAMETTE, INC. - 619 SW 11TH STREET, SUITE 300 - PORTLAND, OR 97205	93-0582124		5,460.	0.			DONOR DESIGNATED FOR PROGRAM COST
UNITED WAY OF TROY OHIO, INC. 233 SOUTH MARKET TROY, OH 45373	31-0619209		7,748.	0.			DONOR DESIGNATED FOR PROGRAM COST
VALLEY PACKAGING INDUSTRIES, INC. 2730 ROEMER ROAD APPLETON, WI 54915	39-0921632		197,538.	0.			PROGRAM OPERATING COST
VILLA HOPE, INC. 613 NORTH DIVISION STREET APPLETON, WI 54913	23-7088971		22,880.	0.			PROGRAM OPERATING COST
VALLEY TRANSIT - THE CONNECTOR INITIATIVE - 802 SOUTH WHITMAN AVE. - APPLETON, WI 54914	39-6005381		32,000.	0.			PROGRAM OPERATING COST
WAUPACA COMMUNITY CHEST PO BOX 94 WAUPACA, WI 54981	23-7135248		10,010.	0.			DONOR DESIGNATED FOR PROGRAM COST

Schedule I (Form 990)

**Part II** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
WINNECONNE AREA UNITED FUND, INC. PO BOX 336 WINNECONNE, WI 54986	39-6104889		10,069.	0.			DONOR DESIGNATED FOR PROGRAM COST
YMCA FOX CITIES 218 EAST LAWRENCE STREET APPLETON, WI 54911	39-0806191		568,895.	0.			PROGRAM OPERATING COST
YMCA FOX WEST W6931 SCHOOL RD GREENVILLE, WI 54942	39-0806191		10,135.	0.			DONOR DESIGNATED FOR PROGRAM COST
YOUTH GO, INC. 213 NICOLET BLVD. NEENAH, WI 54956	39-1137233		196,158.	0.			PROGRAM OPERATING COST

**Part III** **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

**Part IV** **Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: IN 2012, UNITED WAY FOX CITIES PROVIDED FUNDING TO 38 PARTNER AGENCIES THAT PROVIDED HEALTH AND HUMAN SERVICES THROUGH 98 PROGRAMS. PARTNER AGENCIES ARE REQUIRED TO SIGN AN AGENCY AGREEMENT WHICH REQUIRES SUBMISSION OF PROGRAM OUTCOMES AND ANNUAL AUDITED FINANCIAL STATEMENTS. THE PROGRAMS ARE DIVIDED INTO FOUR IMPACT AREAS WHERE VOLUNTEERS MONITOR OUTCOMES. ANOTHER GROUP OF VOLUNTEERS, ALL CPA'S, REVIEW PARTNER AGENCIES FINANCIAL STATEMENTS.

IN A SEPARATE GRANT FUND CALLED FOCUSED FUNDING, A VOLUNTEER COMMITTEE

**Part IV** Supplemental Information

REVIEWS AND RECOMMENDS GRANT AWARDS TO THE COMMUNITY IMPACT COUNCIL FOR REVIEW AND APPROVAL. AGENCIES APPROVED FOR THESE GRANTS ARE REQUIRED TO SIGN THE AGENCY AGREEMENT AND COMPLETE AN ANNUAL REPORT WHICH INCLUDES OUTCOMES.

IN 2012, UNITED WAY FOX CITIES PROVIDED FUNDING FOR THREE OF THE INITIATIVES. THE AGENCIES PROVIDING THE SERVICES ARE REQUIRED TO SIGN A MEMORANDUM OF UNDERSTANDING AND PERIODICALLY REPORT PROGRESS TO THE IMPACT AREA VOLUNTEERS.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

**2012**

Open to Public Inspection

Name of the organization

UNITED WAY FOX CITIES, INC.

Employer identification number

39-0912895

**Part I Questions Regarding Compensation**

	Yes	No								
<p><b>1a</b> Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p><b>b</b> If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain .....</p>	<b>1b</b>									
<p><b>2</b> Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a? .....</p>	<b>2</b>									
<p><b>3</b> Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input type="checkbox"/> Compensation committee</td> <td><input type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input type="checkbox"/> Compensation committee	<input type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p><b>4</b> During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p><b>a</b> Receive a severance payment or change-of-control payment? .....</p> <p><b>b</b> Participate in, or receive payment from, a supplemental nonqualified retirement plan? .....</p> <p><b>c</b> Participate in, or receive payment from, an equity-based compensation arrangement? .....</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	<b>4a</b>	<b>4b</b>	<b>4c</b>							
			X							
			X							
			X							
<p><b>Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.</b></p> <p><b>5</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:</p> <p><b>a</b> The organization? .....</p> <p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>	<b>5a</b>	<b>5b</b>								
			X							
			X							
<p><b>6</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p><b>a</b> The organization? .....</p> <p><b>b</b> Any related organization? .....</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>	<b>6a</b>	<b>6b</b>								
			X							
			X							
<p><b>7</b> For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III .....</p>	<b>7</b>		X							
<p><b>8</b> Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III .....</p>	<b>8</b>		X							
<p><b>9</b> If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? .....</p>	<b>9</b>									

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2012

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) PETER KELLY PRESIDENT/CEO	(i)	126,094.	0.	0.	0.	29,186.	155,280.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2012**

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**  
▶ **Attach to Form 990.**

Name of the organization **UNITED WAY FOX CITIES, INC.** Employer identification number **39-0912895**

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art .....				
2 Art - Historical treasures .....				
3 Art - Fractional interests .....				
4 Books and publications .....				
5 Clothing and household goods .....				
6 Cars and other vehicles .....	X	1	19,877.	COST
7 Boats and planes .....				
8 Intellectual property .....				
9 Securities - Publicly traded .....				
10 Securities - Closely held stock .....				
11 Securities - Partnership, LLC, or trust interests .....				
12 Securities - Miscellaneous .....				
13 Qualified conservation contribution - Historic structures .....				
14 Qualified conservation contribution - Other .....				
15 Real estate - Residential .....				
16 Real estate - Commercial .....				
17 Real estate - Other .....				
18 Collectibles .....				
19 Food inventory .....				
20 Drugs and medical supplies .....				
21 Taxidermy .....				
22 Historical artifacts .....				
23 Scientific specimens .....				
24 Archeological artifacts .....				
25 Other ▶ ( PRINTED MATER ) .....	X	4	13,813.	COST
26 Other ▶ ( VIDEO ) .....	X	1	13,069.	COST
27 Other ▶ ( TRAVEL ) .....	X	9	8,593.	COST
28 Other ▶ ( COMMUNICATION ) .....	X	3	2,245.	COST

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement ..... **29**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? .....		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? .....	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? .....		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2012)

**Part II Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

PART I, OTHER TYPES OF PROPERTY:

OFFICE SUPPLIES

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 3

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 491.

(D) METHOD OF DETERMINING REVENUE: COST

MISCELLANEOUS

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 172.

(D) METHOD OF DETERMINING REVENUE: COST

SCHEDULE M, LINE 33: UNITED WAY FOX CITIES, INC. RECEIVES VARIOUS IN-KIND DONATIONS WHICH ARE PASSED THROUGH TO OTHER AGENCIES AND THEREFORE NOT RECORDED ON THEIR BOOKS AS REVENUE AND EXPENSES.

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

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

**2012**

Open to Public  
Inspection

Name of the organization

UNITED WAY FOX CITIES, INC.

Employer identification number

39-0912895

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

IN THE FOX CITIES. THE ORGANIZATION SEEKS TO IMPROVE LIVES BY CREATING  
LASTING CHANGES IN THE COMMUNITY CONDITIONS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

THE EMERGENCY FOOD AND SHELTER PROGRAM (EFSP) WAS CREATED BY CONGRESS  
IN 1983 TO HELP MEET THE NEEDS OF HUNGRY AND HOMELESS PEOPLE THROUGHOUT  
THE UNITED STATES BY ALLOCATING FEDERAL FUNDS FOR THE PROVISION OF FOOD  
AND SHELTER. UNITED WAY'S ROLE IS TO STAFF THE DISTRIBUTION OF THESE  
FUNDS IN COLLABORATION WITH PRIMARY SERVICE PROVIDERS. UNITED WAY FOX  
CITIES WORKS WITH TWO LOCAL VOLUNTEER EFSP BOARDS TO DISTRIBUTE FUNDING  
TO OUTAGAMIE, CALUMET AND WINNEBAGO COUNTIES. IN 2012, UNITED WAY FOX  
CITIES ASSISTED IN THE DISTRIBUTION OF \$85,817 TO LOCAL AGENCIES THAT  
ADDRESS EMERGENCY NEEDS.

EXPENSES \$ 0. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

UNITED WAY FOX CITIES' YOUTH BOARD IS COMPOSED OF 60 STUDENT MEMBERS  
FROM 12 AREA HIGH SCHOOLS. THE PURPOSE OF THE YOUTH BOARD IS TO  
EDUCATE AND INCREASE YOUTH AWARENESS AND UNDERSTANDING OF UNITED WAY,  
VOLUNTEER OPPORTUNITIES, COMMUNITY NEEDS AND SERVICES. THE YOUTH BOARD  
IS RESPONSIBLE FOR AWARDED A LIMITED NUMBER OF GRANTS TO  
YOUTH-ORIENTED PROGRAMS IN THE FOX CITIES. IN 2012, THEY AWARDED  
\$3,800 IN GRANTS. IN ADDITION TO PERFORMING COMMUNITY SERVICE, YOUTH  
BOARD MEMBERS HELPED TO COORDINATE AND CARRYOUT A SUCCESSFUL TEEN  
SYMPOSIUM THAT ATTRACTED 280 NINTH GRADERS FROM 18 AREA HIGH SCHOOLS.  
THE FOCUS OF THE DAYLONG EVENT WAS ON LEADERSHIP SKILL DEVELOPMENT.

Name of the organization UNITED WAY FOX CITIES, INC.	Employer identification number 39-0912895
---	--

EXPENSES \$ 26,662. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

UNITED WAY FOX CITIES PARTNERS WITH OTHER AGENCIES TO CREATE INITIATIVES THAT ADDRESS CRITICAL GAPS IN SERVICES. UNITED WAYS PATH (PROVIDING ACCESS TO HEALING) FOR STUDENTS IS A SCHOOL-BASED PROGRAM DESIGNED TO IMPROVE ACCESS TO MENTAL HEALTH SERVICES AND THERAPY FOR CHILDREN AND YOUTH WHO ARE UNABLE TO OBTAIN CARE ELSEWHERE IN THE COMMUNITY. THE CONNECTOR, A TRANSPORTATION INITIATIVE, ADDRESSES THE NEEDS OF INDIVIDUALS WITH LOWER INCOMES RELYING ON PUBLIC TRANSPORTATION FOR EMPLOYMENT. THE EXPANDED GEOGRAPHIC AREAS AND OPERATING HOURS SERVE INDIVIDUALS WORKING 2ND AND 3RD SHIFTS. THE FOX CITIES DIAPER BANK COLLECTS, STORES, AND DISTRIBUTES DIAPERS TO STRUGGLING LOW-INCOME FAMILIES.

EXPENSES \$ 0. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

OTHER MISCELLANEOUS

EXPENSES \$ 15,014. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART V, LINE 7H:

THE ORGANIZATION RECEIVED A DONATION OF A CAR FROM A DEALERSHIP. THE VEHICLE IS NOT A CONTRIBUTION OF A QUALIFIED VEHICLE SINCE THE PROPERTY WAS HELD PRIMARILY FOR SALE TO CUSTOMERS. THEREFORE THE ORGANIZATION DID NOT HAVE A 1098-C FILING REQUIREMENT.

FORM 990, PART VI, SECTION A, LINE 6: THE ORGANIZATION'S GOVERNING BOARD CONSISTS OF MEMBERS WHICH ARE DEFINED AS THOSE PERSONS, FIRMS, ASSOCIATIONS, CORPORATIONS, AGENCIES AND ORGANIZATIONS HAVING CONTRIBUTED

Name of the organization UNITED WAY FOX CITIES, INC.	Employer identification number 39-0912895
---	--

FINANCIALLY TO UNITED WAY FOX CITIES, INC. ("CORPORATION"). THOSE PERSONS, FIRMS, ASSOCIATIONS, CORPORATIONS, AGENCIES AND ORGANIZATIONS THAT HAVE CONTRIBUTED FINANCIALLY TO THE CORPORATION ARE GRANTED MEMBERSHIP EXCEPTING WHERE SAID "CONTRIBUTING MEMBER" HAS NOT CONTRIBUTED FINANCIALLY TO THE CORPORATION FOR A PERIOD OF MORE THAN TWELVE MONTHS.

FORM 990, PART VI, SECTION A, LINE 7A: THE ORGANIZATION HAS MEMBERS AND EACH MEMBER SHALL HAVE ONE VOTE LIMITED TO THE ELECTION OF DIRECTORS AT THE ANNUAL MEETING OF THE CORPORATION AND WHICH MUST BE EXERCISED IN PERSON AND CANNOT BE CAST BY PROXY.

FORM 990, PART VI, SECTION B, LINE 11: BEFORE FILING THE FORM 990, THE ORGANIZATION WILL ELECTRONICALLY SUBMIT THE FORM 990 TO THE BOARD OF DIRECTORS SO THAT THEY MAY REVIEW AND SOLICIT QUESTIONS AND/OR COMMENTS.

FORM 990, PART VI, SECTION B, LINE 12C: AFTER THE CODE OF ETHICS HAS BEEN REVIEWED BY THE PRESIDENT AND CEO OF UNITED WAY FOX CITIES, A COPY IS PASSED OUT TO ALL EMPLOYEES, BOARD MEMBERS AND OTHER VOLUNTEERS. EACH ARE REQUIRED TO SIGN A FORM INDICATING THEY WILL ABIDE BY THE CODE OF ETHICS AND AT THE SAME TIME THEY ARE REQUIRED TO SIGN A CONFLICT OF INTEREST DISCLOSURE FORM. THE ORGANIZATION WILL MAINTAIN A FILE OF ALL THE SIGNED FORMS. BOARD MEMBERS ARE REQUIRED TO ABSTAIN FROM VOTING ON ISSUES WHERE THERE WOULD BE A CONFLICT OF INTEREST WHILE EMPOLYEES ARE NOT ALLOWED TO BE ON THE BOARD OF AGENCIES.

FORM 990, PART VI, SECTION B, LINE 15: PART VI, LINE 15A - THE ANNUAL REVIEW PROCESS OF THE CEO INCLUDES A STUDY OF THE SALARY AND BENEFITS OF COMPARABLE ORGANIZATIONS. THE EXECUTIVE COMMITTEE REVIEWS THE "UNITED WAY

Name of the organization UNITED WAY FOX CITIES, INC.	Employer identification number 39-0912895
---	--

HUMAN CAPITAL STUDY - EXECUTIVE SALARY REPORT" AS WELL AS THE LABOR DEPARTMENT'S "US BUREAU OF LABOR AND STATISTICS 3RD QUARTER STAFF SALARIES MULTIPLIER". THE COMMITTEE ANNUALLY CONDUCTS THE CEO'S REVIEW AND APPROVES THE GOALS AND OBJECTIVES FOR THE NEXT PERFORMANCE PERIOD. AFTER REVIEWING THIS INFORMATION, THE EXECUTIVE COMMITTEE RECOMMENDS THE SALARY FOR THE CEO.

PART VI, LINE 15B - THE CEO CONDUCTS THE EVALUATION OF THE DIRECTOR OF FINANCE AND ADMINISTRATION. THE CEO REVIEWS THE NON-EXECUTIVE SALARY SURVEY FROM THE UNITED WAY WORLDWIDE WHICH IS RELATED TO METRO II UNITED WAY'S IN THE MIDWEST REGION TO ASSURE THAT THE COMPENSATION LEVEL IS APPROPRIATE.

FORM 990, PART VI, SECTION C, LINE 19: UNITED WAY FOX CITIES POSTS THE ANNUAL AUDITED FINANCIAL STATEMENTS, THE FORM 990, THE CODE OF ETHICS AND THE BY-LAWS ON THEIR WEBSITE. COPIES OF THESE DOCUMENTS WILL BE PROVIDED TO THE PUBLIC UPON REQUEST.

THE ORGANIZATION DID NOT CHANGE IT'S OVERSIGHT PROCESS OR THE PROCESS USED TO SELEVNT AN INDEPENDENT ACCOUNTANT.

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

▶ **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  **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

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

**Electronic filing (e-file)** - You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which 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](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*.

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

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

<b>Type or print</b>	Name of exempt organization or other filer, see instructions.  <b>UNITED WAY FOX CITIES, INC.</b>	Employer identification number (EIN) or  <b>39-0912895</b>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. <b>1455 MIDWAY ROAD</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>MENASHA, WI 54952</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

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	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

**PETER C. KELLY**

- The books are in the care of ▶ **1455 MIDWAY ROAD - MENASHA, WI 54952**  
 Telephone No. ▶ **920-954-7210** 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 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
 ▶  calendar year **2012** or  
 ▶  tax year beginning \_\_\_\_\_, and ending \_\_\_\_\_.

**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

<b>3a</b> 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.	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 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.	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.