

Form **990-T**

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

OMB No. 1545-0047

2010

Open to Public Inspection for 501(c)(3) Organizations Only

Department of the Treasury
Internal Revenue Service

For calendar year 2010 or other tax year beginning _____, 2010, and ending _____, 20. See separate instructions.

A Check box if address changed

Name of organization (Check box if name changed and see instructions.)
UNIVERSITY OF WISCONSIN FOUNDATION
Number, street, and room or suite no. If a P.O. box, see page 8 of instructions.
1848 UNIVERSITY AVENUE
City or town, state, and ZIP code
MADISON, WI 53726-4090

D Employer identification number (Employers' trust, see instructions for Block D on page 9.)
39-0743975

B Exempt under section
 501(c)(3) 220(e)
 408(e) 530(a)
 408A 529(a)

Print or Type

E Unrelated business activity codes (See instructions for Block E on page 9.)
900000

C Book value of all assets at end of year
2642629878.

F Group exemption number (See instructions for Block F on page 9.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. **ATTACHMENT 1**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of **JENNIFER L KIDON DEKREY, CFO** Telephone number **608-263-4545**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a	Gross receipts or sales			
b	Less returns and allowances			
	c Balance	1 c		
2	Cost of goods sold (Schedule A, line 7)			
3	Gross profit. Subtract line 2 from line 1c			
4 a	Capital gain net income (attach Schedule D)			
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	50,127.		50,127.
c	Capital loss deduction for trusts			
5	Income (loss) from partnerships and S corporations (attach statement)	761,332.	ATCH 2	761,332.
6	Rent income (Schedule C)			
7	Unrelated debt-financed income (Schedule E)			
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10	Exploited exempt activity income (Schedule I)			
11	Advertising income (Schedule J)			
12	Other income (See page 10 of the instructions; attach schedule.)			
13	Total. Combine lines 3 through 12.	811,459.		811,459.

Part II Deductions Not Taken Elsewhere (See page 11 of the instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

14	Compensation of officers, directors, and trustees (Schedule K)			
15	Salaries and wages			
16	Repairs and maintenance			
17	Bad debts			
18	Interest (attach schedule)			
19	Taxes and licenses			
20	Charitable contributions (See page 13 of the instructions for limitation rules.)			19,769.
21	Depreciation (attach Form 4562)	21	0.	
22	Less depreciation claimed on Schedule A and elsewhere on return	22a		0.
23	Depletion			
24	Contributions to deferred compensation plans			
25	Employee benefit programs			
26	Excess exempt expenses (Schedule I)			
27	Excess readership costs (Schedule J)			
28	Other deductions (attach schedule) ATTACHMENT 3			584,384.
29	Total deductions. Add lines 14 through 28			604,153.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			207,306.
31	Net operating loss deduction (limited to the amount on line 30)			206,306.
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			1,000.
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)			1,000.
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32.			

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation on page 15. Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____

c Income tax on the amount on line 34 **35c** 0.

36 Trusts Taxable at Trust Rates. See instructions for tax computation on page 16. Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041) **36**

37 Proxy tax. See page 16 of the instructions **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies. **39** 0.

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see page 16 of the instructions) **40b**

c General business credit. Attach Form 3800 **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e** 0.

41 Subtract line 40e from line 39 **41** 0.

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8865 Other (attach schedule). **42**

43 Total tax. Add lines 41 and 42 **43** 0.

44 a Payments: A 2009 overpayment credited to 2010 **44a**

b 2010 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Credit for small employer health insurance premiums (Attach Form 8941) **44f**

g Other credits and payments: Form 2439 Form 4136 Other _____ Total **44g**

45 Total payments. Add lines 44a through 44g **45**

46 Estimated tax penalty (see page 4 of the instructions). Check if Form 2220 is attached **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** 0.

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 0.

49 Enter the amount of line 48 you want: **Credited to 2011 estimated tax** **Refunded** **49** 0.

Part V Statements Regarding Certain Activities and Other Information (see instructions on page 17)

1 At any time during the 2010 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here Yes No X

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? Yes No X

3 Enter the amount of tax-exempt interest received or accrued during the tax year \$ _____ N/A

Schedule A - Cost of Goods Sold. Enter method of inventory valuation FIFO LIFO Other _____

1 Inventory at beginning of year 1	6 Inventory at end of year 6
2 Purchases 2	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2. 7
3 Cost of labor 3	8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No X
4 a Additional section 263A costs (attach schedule) 4a	
b Other costs (attach schedule) 4b	
5 Total. Add lines 1 through 4b 5	

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer Date Title

Paid Preparer Use Only

Print/Type preparer's name <i>Ann Petric</i>	Preparer's signature <i>Ann M. Petric</i>	Date 11/10/11	Check <input checked="" type="checkbox"/> if self-employed	PTIN P00546826
Firm's name GRANT THORNTON LLP	Firm's EIN 36-6055558	Phone no. 414-289-8200		
Firm's address 100 E. WISCONSIN AVE. MILWAUKEE, WI 53202				

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)
(see instructions on page 18)

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	Total	

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶

(b) **Total deductions.** Enter here and on page 1, Part I, line 6, column (B) ▶

Schedule E - Unrelated Debt-Financed Income (see instructions on page 19)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ▶			Enter here and on page 1, Part I, line 7, column (A).	Enter here and on page 1, Part I, line 7, column (B).

Total dividends-received deductions included in column 8 ▶

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions on page 20)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).

Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

Totals ▶

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 20)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶		Enter here and on page 1, Part I, line 9, column (A).		Enter here and on page 1, Part I, line 9, column (B).

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions on page 21)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ▶		Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).			Enter here and on page 1, Part II, line 26.

Schedule J - Advertising Income (see instructions on page 21)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) . . . ▶						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.
Totals, Part II (lines 1-5) ▶						

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 21)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)			%
(2)			%
(3)			%
(4)			%
Total. Enter here and on page 1, Part II, line 14. ▶			

ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY.

UNRELATED BUSINESS INCOME FROM INVESTMENT IN PASS-THROUGH ENTITIES.

FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

INCOME FROM PARTNERSHIPS - SEE STATEMENT 4

761,332.

INCOME (LOSS) FROM PARTNERSHIPS

761,332.

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

TAX PREPARATION FEES	81,692.
ADMINISTRATIVE EXPENSES RELATED TO MANAGEMENT OF PARTNERSHIP INVESTMENT WITH UNRELATED BUSINESS INCOME	32,110.
INVESTMENT MANAGEMENT FEES RELATED TO PASS-THROUGH INVESTMENTS WITH UNRELATED BUSINESS INCOME	470,582.
 PART II - LINE 28 - OTHER DEDUCTIONS	 <u>584,384.</u>

University of Wisconsin Foundation
 Unrelated Business Income
 12/31/2010

K-1 #	Name	EIN	Final	Ordinary Gain	Income From Partnerships	Total Unrelated Business Income
8	B III-A Capital Partners	04-3495504		-	(3,310)	(3,310)
11	Cerberus Institutional Partners (Series Two)	13-4174901		-	(810)	(810)
12	Cerberus Institutional Partners (Series Three)	58-2672907		-	(22)	(22)
13	Cedar Fair	34-1560655	X	8,324	(1,044)	7,280
14	Code Hennessy Simmons III	34-4166499		-	4,141	4,141
16	Colony investors III	95-4665622		-	(21,685)	(21,685)
17	Colony Investors IV	95-4769060		-	(12,812)	(12,812)
24	Enterprise Products Partners	76-0568219	X	25,222	(131)	25,091
30	Greenfield Acquisition Partners III	02-0610329		-	(51,153)	(51,153)
31	H and K Partners	39-1998361		-	(30,658)	(30,658)
32	Heat Transfer Technologies Equity	30-0038804	X	-	(2,484)	(2,484)
38	Madison Dearborn Capital Partners II	36-4097124	X	-	173	173
39	Madison Dearborn Capital Partners III	36-4264560		-	(62)	(62)
40	Madison Dearborn Capital Partners IV	36-4384386		-	(39,813)	(39,813)
45	Quantum Energy Partners IV	20-5242645		-	288,239	288,239
58	Providence Equity Partners III	05-0500993		-	40,804	40,804
59	Providence Equity Partners IV	05-0513713		-	157,047	157,047
63	The HSH AIV I Trust	98-0526489		-	(727)	(727)
68	Fortress Credit Opportunities Fund II (B)	27-0354858		-	2,138	2,138
69	Actis Emerging Markets 3 C	39-0560083		-	(34,181)	(34,181)
74	Gleacher Mezzanine Fund II	65-1289488		-	19,406	19,406
75	Drawbridge Real Estate Fund	20-8624666		-	149,081	149,081
88	BPG Investment Partnership VIII	20-8865026		-	(152,673)	(152,673)
91	Yorktown Energy Partners VI	20-1384906		-	158,679	158,679
93	Kanye Anderson Energy Fund V (QP)	26-3294026		-	(80,361)	(80,361)
95	BPG Investment Partnership VII	11-3741223		-	(184,677)	(184,677)
102	Greenfield Acquisition Partners IV	20-1899918		-	(179,976)	(179,976)
103	AMB Japan Fund I	98-0459394		-	166,191	166,191
104	Kanye Anderson Energy Fund III (QP)	83-0407922		-	(114,076)	(114,076)
106	Republic Realty Corporation	35-1818627		-	(217,998)	(217,998)
107	Reilly Enterprises	35-1302393		-	(47,861)	(47,861)
109	Extract Systems	39-1925669		-	945	945
111	Providence Equity Partners V	20-1579234		-	(9,589)	(9,589)
112	Dover Street V	98-0373064		-	(2,270)	(2,270)
119	Madison Dearborn Capital Partners V-B	20-3771532		-	8,027	8,027
122	Plains All American Pipeline	76-0582150	X	16,581	(149)	16,432
124	Yorktown Energy Partners VII	20-5451317		-	651,689	651,689
127	Blackstone Capital Partners (Cayman) V-A	20-5429794		-	420	420
128	Blackstone Capital Partners V (Cayman II) V	98-0578154		-	8,619	8,619
134	Westbrook Real Estate Fund VIII	26-1870363		-	90,098	90,098
137	Fortress Investment Fund V (Coinvestment Fund B)	98-0537744		-	68	68
138	Fortress Investment Fund V (Fund B)	98-0534595		-	(9,805)	(9,805)
140	Ferrelgas Partners	43-1698480	X	-	(522)	(522)
142	CVI Global Value Fund B	75-3227481		-	106,144	106,144
143	Blackstone Capital Partners V-NQ (Cayman)	98-0627222		-	(4,498)	(4,498)
148	Westbrook Real Estate Fund VII	20-5372857		-	17,450	17,450
149	Western Highland - Pat Richter Fund	20-2252218		-	(73)	(73)
150	Western Highland - Jack F. Kellner Track Scholarship	20-2252218		-	(26)	(26)
151	Western Highland - Jack F. Kellner Fund II	20-2252218		-	(27)	(27)
152	Western Highland - Pat Richter Fund-Natl W	20-2252218		-	(73)	(73)
153	Western Highland - Barry Alvarez	20-2252218		-	(153)	(153)
154	Western Highland - Ted and Mary Kellner Fund	20-2252218		-	(174)	(174)
158	WLR IV Loans AIV	27-1111347		-	346	346
159	JC Flowers II AIV K	98-0548512		-	1,138	1,138
160	Kanye Anderson Energy Fund IV (QP)	20-5659373		-	(643,471)	(643,471)
161	Blackstone Real Estate Partners (Offshore) VI	77-0681514		-	5,945	5,945
163	Blackstone PB Capital Partners V	26-1995844		-	(142)	(142)
165	Providence Equity Partners VI (Umbrella US)	42-1723020		-	(49,842)	(49,842)
166	Providence Equity Partners VI	20-5898480		-	(10,295)	(10,295)
169	Blackstone Real Estate Partners (Offshore) VI-Q	98-0545480		-	2,889	2,889
170	Blackstone Real Estate Partners VI-NQ	26-1128848		-	(1,710)	(1,710)
172	Blackstone Real Estate Partners VI	26-4000324		-	23,022	23,022
173	Blackstone RGIS Capital Partners V	20-8866363		-	185	185
175	Blackstone Capital Partners (Cayman II) V-NQ	98-0654255		-	(728)	(728)
177	Blackstone Capital Partners V USS Feeder	26-0783540		-	(42,718)	(42,718)
180	Yorktown Energy Partners IX, LP	27-3125579		-	(10,936)	(10,936)
182	AIF VI (LS AIV)	26-2059625		-	27,715	27,715
187	Fortress Credit Opportunities Fund (B)	26-1701442		-	134,041	134,041
193	Natural Gas Partners IX	26-0632609		-	(117,200)	(117,200)
194	Roark Capital Partners II	56-2668660		-	3,034	3,034
198	Yorktown Energy Partners VIII	26-2754039		-	774,573	774,573
				<u>50,127</u>	<u>761,332</u>	<u>811,459</u>

University of Wisconsin Foundation
Charitable Deduction Carryforward
12/31/2010

	12/31/2006	12/31/2007	12/31/2008	12/31/2009	12/31/2010	Total
Total Charitable Contributions	2,502	1,768	4,555	3,657	7,287	19,769
Charitable Contribution Carryover to Future Years	2,502	1,768	4,555	3,657	7,287	19,769

SUMMARY OF CHARITABLE CONTRIBUTIONS FOR 12/31/2008

Taxable Income before Charitable Deduction	227,075
Allowed Charitable Deductions	22,708
Taxable Income After Charitable Deduction, Form 990-T, Line 34	<u>249,783</u>

Total Charitable Deductions	19,769
Allowed Charitable Deductions - 2010	(19,769)
Allowed Charitable Deductions - 2009	-
Allowed Charitable Deductions - 2008	-
Allowed Charitable Deductions - 2007	-
Charitable Contribution Carryover	<u>-</u>

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 NOL Carryforward
 12/31/2010

Net Operating Loss Deduction

Year	Unrelated Business Income/Loss	Charitable Contribution Converted to NOL	Loss Utilized	Loss Expired	NOL Available
12/31/2007 *	(1,022,489)	-	495,841	-	(526,648)
12/31/2008 *	(2,831,598)	-	-	-	(2,831,598)
12/31/2009 *	(4,516,023)	-	-	-	(4,516,023)
	<u>(8,370,110)</u>	<u>-</u>	<u>495,841</u>	<u>-</u>	<u>(7,874,269)</u>
Current Year Charitable Contribution Converted to NOL					-
Total NOL Carryforward to 12/31/2011 Tax Year					<u>(7,874,269)</u>

* 20-year Carryforward

University of Wisconsin Foundation
General Business Credit Carryforward
12/31/2010

Form 3800 - General Business Credits

Year	Unused General Business Credits	Credits Utilized	Credits Available
12/31/2006 *	5,414	-	5,414
12/31/2007 *	2,662	-	2,662
12/31/2008 *	2,037	-	2,037
12/31/2009 *	1,753	-	1,753
12/31/2010 *	211	-	211
	<u>12,077</u>	<u>-</u>	<u>12,077</u>

* 20-year Carryforward

