

HARLEY-DAVIDSON FOUNDATION, INC.

Income Tax Return For Year Ended December 31, 2022

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For calendar year **2022** or tax year beginning and ending

Name of foundation HARLEY-DAVIDSON FOUNDATION, INC.		A Employer identification number 39-1769946
Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (414) 343-4680
3700 WEST JUNEAU AVENUE		C If exemption application is pending, check here <input type="checkbox"/>
City or town, state or province, country, and ZIP or foreign postal code MILWAUKEE, WI 53208		
G Check all that apply:		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 52,958,244.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d), must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	10,001,347.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
	3 Interest on savings and temporary cash investments	345,994.	219,580.		
	4 Dividends and interest from securities	505,079.	527,818.		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	1,225,200.			
	b Gross sales price for all assets on line 6a 16,387,742.				
	7 Capital gain net income (from Part IV, line 2)		1,225,451.		
	8 Net short-term capital gain.				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	35,796.	NONE	NONE	STMT 1	
12 Total. Add lines 1 through 11	12,113,416.	1,972,849.	NONE		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	16,521.	NONE	NONE	16,521.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	828,964.	136,037.	NONE	682,933.
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	68,503.	17,887.	NONE	NONE
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23.	913,988.	153,924.	NONE	699,454.
	25 Contributions, gifts, grants paid	1,328,962.			1,328,962.
26 Total expenses and disbursements. Add lines 24 and 25	2,242,950.	153,924.	NONE	2,028,416.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	9,870,466.				
b Net investment income (if negative, enter -0-)		1,818,925.			
c Adjusted net income (if negative, enter -0-)			-0-		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	6,564,093.	438,878.	438,878.
	3	Accounts receivable			
		Less: allowance for doubtful accounts _____			
	4	Pledges receivable _____			
		Less: allowance for doubtful accounts _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) _____			
		Less: allowance for doubtful accounts _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations (attach schedule). .			
	b	Investments - corporate stock (attach schedule) . STMT 5 . .	26,174,070.	17,600,988.	18,731,349.
	c	Investments - corporate bonds (attach schedule) . STMT 6 . .	13,412,261.	37,590,810.	33,618,517.
	11	Investments - land, buildings, and equipment: basis _____ Less: accumulated depreciation (attach schedule) _____			
12	Investments - mortgage loans				
13	Investments - other (attach schedule) STMT 7 . .	NONE	217,166.	169,500.	
14	Land, buildings, and equipment: basis _____ Less: accumulated depreciation (attach schedule) _____				
15	Other assets (describe _____)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	46,150,424.	55,847,842.	52,958,244.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons . .			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe _____)			
23	Total liabilities (add lines 17 through 22)	NONE	NONE		
Net Assets or Fund Balances	Foundations that follow FASB ASC 958, check here <input type="checkbox"/> and complete lines 24, 25, 29, and 30.				
	24	Net assets without donor restrictions			
	25	Net assets with donor restrictions			
	Foundations that do not follow FASB ASC 958, check here <input checked="" type="checkbox"/> and complete lines 26 through 30.				
	26	Capital stock, trust principal, or current funds	46,150,424.	55,847,842.	
	27	Paid-in or capital surplus, or land, bldg., and equipment fund			
	28	Retained earnings, accumulated income, endowment, or other funds . .			
	29	Total net assets or fund balances (see instructions)	46,150,424.	55,847,842.	
30	Total liabilities and net assets/fund balances (see instructions)	46,150,424.	55,847,842.		

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year - Part II, column (a), line 29 (must agree with end-of-year figure reported on prior year's return)	1	46,150,424.
2	Enter amount from Part I, line 27a	2	9,870,466.
3	Other increases not included in line 2 (itemize) _____	3	
4	Add lines 1, 2, and 3	4	56,020,890.
5	Decreases not included in line 2 (itemize) <u>SEE STATEMENT 8</u>	5	173,048.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 29	6	55,847,842.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1 a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) ((e) plus (f) minus (g))	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69.				
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a				
b				
c				
d				
e				
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	1,225,451.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). See instructions. If (loss), enter -0- in Part I, line 8	{ }	3	

Part V Excise Tax Based on Investment Income (Section 4940(a), 4940(b), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)	1	25,283.
b	All other domestic foundations enter 1.39% (0.0139) of line 27b. Exempt foreign organizations, enter 4% (0.04) of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	2	
3	Add lines 1 and 2	3	25,283.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only; others, enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	25,283.
6	Credits/Payments:		
a	2022 estimated tax payments and 2021 overpayment credited to 2022	6a	50,000.
b	Exempt foreign organizations - tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	50,000.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	NONE
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	24,717.
11	Enter the amount of line 10 to be: Credited to 2023 estimated tax 24,717. Refunded	11	

Part VI-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition. If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers. \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i> .		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XIV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions. WI,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2022 or the tax year beginning in 2022? See the instructions for Part XIII. If "Yes," complete Part XIII		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions		X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address WWW.HARLEY-DAVIDSON.COM	X	
14 The books are in care of GERALYN FALLON Telephone no. 414-343-4680 Located at 3700 WEST JUNEAU AVENUE MILWAUKEE, WI ZIP+4 53208		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year		
16 At any time during calendar year 2022, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country		X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	1a(1)	X
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	1a(2)	X
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	1a(3)	X
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	1a(4)	X
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	1a(5)	X
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	1a(6)	X
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions	1b	
c Organizations relying on a current notice regarding disaster assistance, check here. <input type="checkbox"/>		
d Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2022?	1d	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2022, did the foundation have any undistributed income (Part XII, lines 6d and 6e) for tax year(s) beginning before 2022?	2a	X
If "Yes," list the years _____, _____, _____, _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____, _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3a	X
b If "Yes," did it have excess business holdings in 2022 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Form 4720, Schedule C, to determine if the foundation had excess business holdings in 2022.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2022?	4b	X

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

	Yes	No
5a During the year, did the foundation pay or incur any amount to:		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		X
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?		X
(3) Provide a grant to an individual for travel, study, or other similar purposes?		X
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.		X
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		X
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions	5b	
c Organizations relying on a current notice regarding disaster assistance, check here <input type="checkbox"/>		
d If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945-5(d).	5d	
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.	6b	X
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		X
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	7b	
8 Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment(s) during the year?	8	X

Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		NONE	NONE	NONE

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

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

Total number of other employees paid over \$50,000 NONE

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Part VII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		803,729.

Total number of others receiving over \$50,000 for professional services NONE

Part VIII-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part VIII-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	50,487,786.
b	Average of monthly cash balances	1b	3,501,485.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	53,989,271.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	53,989,271.
4	Cash deemed held for charitable activities. Enter 1.5% (0.015) of line 3 (for greater amount, see instructions).	4	809,839.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3	5	53,179,432.
6	Minimum investment return. Enter 5% (0.05) of line 5.	6	2,658,972.

Part X Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations, check here and do not complete this part.)

1	Minimum investment return from Part IX, line 6.	1	2,658,972.
2a	Tax on investment income for 2022 from Part V, line 5.	2a	25,283.
b	Income tax for 2022. (This does not include the tax from Part V.)	2b	
c	Add lines 2a and 2b.	2c	25,283.
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	2,633,689.
4	Recoveries of amounts treated as qualifying distributions	4	35,000.
5	Add lines 3 and 4	5	2,668,689.
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XII, line 1	7	2,668,689.

Part XI Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	2,028,416.
b	Program-related investments - total from Part VIII-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part XII, line 4	4	2,028,416.

Part XII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2021	(c) 2021	(d) 2022
1 Distributable amount for 2022 from Part X, line 7				2,668,689.
2 Undistributed income, if any, as of the end of 2022:				
a Enter amount for 2021 only.			NONE	
b Total for prior years: 20 20 ,20 19 ,20 18		NONE		
3 Excess distributions carryover, if any, to 2022:				
a From 2017	2,101,100.			
b From 2018	1,688,531.			
c From 2019	1,810,397.			
d From 2020	879,644.			
e From 2021				
f Total of lines 3a through e	6,479,672.			
4 Qualifying distributions for 2022 from Part XI, line 4: \$ 2,028,416.				
a Applied to 2021, but not more than line 2a . . .			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2022 distributable amount.				2,028,416.
e Remaining amount distributed out of corpus. . .	NONE			
5 Excess distributions carryover applied to 2022 (If an amount appears in column (d), the same amount must be shown in column (a).)	640,273.			640,273.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	5,839,399.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2021. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2022. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2023.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)				
8 Excess distributions carryover from 2017 not applied on line 5 or line 7 (see instructions) . . .	1,460,827.			
9 Excess distributions carryover to 2023. Subtract lines 7 and 8 from line 6a	4,378,572.			
10 Analysis of line 9:				
a Excess from 2018	1,688,531.			
b Excess from 2019	1,810,397.			
c Excess from 2020	879,644.			
d Excess from 2021				
e Excess from 2022				

Part XIII Private Operating Foundations (see instructions and Part VI-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2022, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part IX for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2022	(b) 2021	(c) 2020	(d) 2019	
b 85% (0.85) of line 2a					
c Qualifying distributions from Part XI, line 4, for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part IX, line 6, for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XIV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XIV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a Paid during the year</p> <p>SEE STATEMENT 18</p>				<p>1,328,962.</p>
Total				3a 1,328,962.
<p>b Approved for future payment</p>				
Total				3b

Part XVI Information Regarding Transfers to and Transactions and Relationships With Noncharitable Exempt Organizations

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
a Transfers from the reporting foundation to a noncharitable exempt organization of:
(1) Cash
(2) Other assets
b Other transactions:
(1) Sales of assets to a noncharitable exempt organization
(2) Purchases of assets from a noncharitable exempt organization
(3) Rental of facilities, equipment, or other assets
(4) Reimbursement arrangements
(5) Loans or loan guarantees
(6) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements

- 2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?
b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship

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 or trustee, Date, Title (PRESIDENT/DIRECT), May the IRS discuss this return with the preparer shown below? See instructions. [X] Yes [] No

Paid Preparer Use Only: Print/Type preparer's name (JACOB COOK), Preparer's signature (JACOB COOK), Date (05/09/2023), Firm's name (BDO USA, LLP), Firm's EIN (13-5381590), Firm's address (ONE ERDMAN PLACE, SUITE 404 MADISON, WI 53717), Phone no. (608-836-7500)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					488,542.	
		PUBLICLY TRADED SECURITIES						
15899451.		15162542.					736,909.	
TOTAL GAIN(LOSS)							----- 1,225,451. =====	

Schedule B (Form 990)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2022

Name of the organization

Employer identification number

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

[] 501(c)() (enter number) organization

[] 4947(a)(1) nonexempt charitable trust not treated as a private foundation

[] 527 political organization

Form 990-PF

[x] 501(c)(3) exempt private foundation

[] 4947(a)(1) nonexempt charitable trust treated as a private foundation

[] 501(c)(3) taxable private foundation

Check if your organization is covered by the General Rule or a Special Rule.

Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

[x] For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

[] For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of (1) \$5,000; or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h; or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I (entering "N/A" in column (b) instead of the contributor name and address), II, and III.

[] For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions exclusively for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Don't complete any of the parts unless the General Rule applies to this organization because it received nonexclusively religious, charitable, etc., contributions totaling \$5,000 or more during the year \$ _____

Caution: An organization that isn't covered by the General Rule and/or the Special Rules doesn't file Schedule B (Form 990), but it must answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it doesn't meet the filing requirements of Schedule B (Form 990).

Public Disclosure Copy

Name of organization <p style="text-align: center;">HARLEY-DAVIDSON FOUNDATION, INC.</p>	Employer identification number <p style="text-align: center;">39-1769946</p>
---	---

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARLEY-DAVIDSON MOTOR COMPANY 3700 W JUNEAU AVE MILWAUKEE, WI 53208	\$ 10,000,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
_____	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization <p style="text-align: center;">HARLEY-DAVIDSON FOUNDATION, INC.</p>	Employer identification number <p style="text-align: center;">39-1769946</p>
---	---

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

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

Public Disclosure Copy

Name of organization <p style="text-align: center;">HARLEY-DAVIDSON FOUNDATION, INC.</p>	Employer identification number <p style="text-align: center;">39-1769946</p>
---	---

Part III **Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor.** Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) \$ _____
 Use duplicate copies of Part III if additional space is needed.

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

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

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

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

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

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

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

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

FORM 990PF, PART I - OTHER INCOME
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----
BAIRD 2584 - GRANT REFUND	35,000.	NONE	NONE
BAIRD 3774 - CATALYST FEE REBATE	796.	NONE	NONE
TOTALS	35,796.	NONE	NONE
	=====	=====	=====

FORM 990PF, PART I - LEGAL FEES
 =====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	16,521.	NONE	NONE	16,521.
TOTALS	16,521.	NONE	NONE	16,521.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
INVST MGMT FEES - BAIRD 9013	7,265.	7,265.	NONE	NONE
INVST MGMT FEES - BAIRD 3839	12,402.	12,402.	NONE	NONE
INVST MGMT FEES - BAIRD 0617	24,092.	24,092.	NONE	NONE
INVST MGMT FEES - BAIRD 2566	45,551.	45,551.	NONE	NONE
INVST MGMT FEES - BAIRD 2409	9,766.	9,766.	NONE	NONE
INVST MGMT FEES - BAIRD 6163	1,467.	1,466.	NONE	NONE
CONSULTING FEES - BAIRD 2584	682,933.	NONE	NONE	682,933.
INVST MGMT FEES - BAIRD 2584	9,993.	NONE	NONE	NONE
INVST MGMT FEES - BAIRD 3774	192.	192.	NONE	NONE
INVST MGMT FEES - BAIRD 8788	35,303.	35,303.	NONE	NONE
TOTALS	828,964.	136,037.	NONE	682,933.
	=====	=====	=====	=====

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
FOREIGN TAXES - BAIRD 3839	1,546.	1,546.	NONE	NONE
FEDERAL EXCISE TAX PAYMENTS	66,925.	NONE	NONE	NONE
FOREIGN TAXES - BAIRD 2566	NONE	16,309.	NONE	NONE
FOREIGN TAXES - BAIRD 8788	32.	32.	NONE	NONE
	-----	-----	-----	-----
TOTALS	68,503.	17,887.	NONE	NONE
	=====	=====	=====	=====

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
SEE ATTACHMENT	17,600,988.	18,731,349.
TOTALS	----- 17,600,988.	----- 18,731,349.
	=====	=====

Public Disclosure Copy

Harley-Davidson Foundation
TIN 39-1769946
990-PF (2022)

Attachment 4

Part II Line 10b	Description	Symbol	Shares/Par	Book Value	
				@ Cost	Market Value
	AGILENT TECHNOLOGIES INC	A	203	11,394	30,379
	AKAMAI TECHNOLOGIES INC	AKAM	176	12,922	14,837
	ACTIVISION BLIZZARD INC	ATVI	285	14,228	21,817
	AIR LEASE CORP CL A	AL	464	19,677	17,827
	ALBEMARLE CORP	ALB	135	14,839	29,276
	AMERISOURCEBERGEN CORP	ABC	124	7,508	20,548
	AMERICOLD REALTY TRUST	COLD	696	22,637	19,704
	ANSYS INC	ANSS	94	12,041	22,709
	APPLIED MATERIALS INC	AMAT	149	5,842	14,510
	ARROW ELECTRONICS INC	ARW	224	20,444	23,424
	BIO RAD LABS INC CL A	BIO	43	10,754	18,081
	BLACK KNIGHT INC	BKI	296	15,943	18,278
	BOSTON PROPERTIES INC	BXP	226	20,314	15,273
	BROADRIDGE FINANCIAL SOLUTIONS INC	BR	119	21,128	15,961
	CBRE GROUP INC CL A	CBRE	405	12,278	31,169
	CSX CORP	CSX	636	8,282	19,703
	COTERRA ENERGY INC	CTRA	1,445	18,130	35,504
	CATALENT INC	CTLT	230	22,142	10,352
	CUMMINS INC	CMI	84	11,585	20,352
	D R HORTON INC	DHI	412	11,661	36,726
	DARDEN RESTAURANTS INC	DRI	229	15,825	31,678
	DENTSPLY SIRONA INC	XRAY	314	15,169	9,998
	DOVER CORP	DOV	128	9,963	17,332
	EASTMAN CHEMICAL CO	EMN	149	9,609	12,135
	ENTEGRIS INC	ENTG	234	26,312	15,348
	GATX CORP	GATX	164	8,526	17,440
	GENERAL DYNAMICS CORP	GD	97	10,794	24,067
	GLOBAL PAYMENTS INC	GPN	182	13,073	18,076
	HEXCEL CORP	HXL	373	20,583	21,951
	HOULIHAN LOKEY INC CL A	HLI	244	13,625	21,267
	INTERCONTINENTAL EXCHANGE INC	ICE	239	9,931	24,519
	KEYSIGHT TECHNOLOGIES INC	KEYS	219	12,350	37,464
	KEYCORP NEW	KEY	1,042	13,630	18,152
	LABORATORY CORP OF AMER HOLDINGS NEW	LH	71	9,873	16,719
	LUMENTUM HOLDINGS INC	LITE	276	25,250	14,399
	MASCO CORP	MAS	529	18,088	24,688
	PACKAGING CORP OF AMERICA	PKG	115	9,687	14,710
	PROGRESSIVE CORP OH	PGR	262	10,975	33,984
	RAYMOND JAMES FINANCIAL INC	RJF	289	9,678	30,880
	REINSURANCE GROUP AMERICA INC NEW	RGA	213	19,260	30,265
	RENAISSANCERE HOLDINGS LIMITED	RNR	120	15,999	22,108
	REPUBLIC SERVICES INC	RSG	291	13,807	37,536

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SBA COMMUNICATIONS CORP CL A NEW	SBAC	61	14,949	17,099
SKYWORKS SOLUTIONS INC	SWKS	211	22,400	19,228
SCOTTS MIRACLE-GRO CO	SMG	197	20,104	9,572
SEALED AIR CORP NEW	SEE	407	12,314	20,301
SENSATA TECHNOLOGIES HOLDING PLC	ST	543	26,570	21,926
SNAP ON INC	SNA	96	8,488	21,935
SPIRIT AEROSYSTEMS	SPR	598	19,734	17,701
STERICYCLE INC	SRCL	298	17,730	14,867
STIFEL FINANCIAL CORP	SF	362	12,788	21,130
SYNEOS HEALTH INC CL A	SYNH	276	15,298	10,124
SYNOPSIS INC	SNPS	81	2,565	25,862
SYSCO CORP	SY	238	14,058	18,195
TJX COS INC NEW	TJX	229	4,610	18,228
WOODWARD INC	WWD	219	17,546	21,158
ARTISAN	APHKX	50,975	1,960,000	1,967,137
BROWN CAPITAL MANAGEMENT SMALL COMPANY INSTL CL	BCSSX	14,816	1,199,865	991,470
FEDERATED MDT SMALL CAP CORE INSTL CL	QISCX	68,701	1,297,295	1,338,992
FIDELITY ADVISOR INTL SMALL CAP CL Z	FIQIX	24,534	674,784	659,475
FIDELITY MID CAP INDEX INSTL PREMIUM CL	FSMDX	99,624	2,049,867	2,582,252
OAKMARK INTL INSTL CL	OANIX	70,969	1,561,361	1,628,732
T ROWE PRICE	TRLGX	26,593	627,166	1,221,158
LOOMIS SAYLES	LSGRX	83,908	1,596,095	1,366,028
TOUCHSTONE	TSNRX	104,573	1,473,939	994,493
VICTORY SYCAMORE SMALL COMPANY OPPTY CL I	VSOIX	37,214	1,248,887	1,725,999
VIRTUS KAR INTL SMALL CAP CL I	VIISX	44,926	894,285	671,192
ADYEN N V ADR	ADYEV	3,226	55,332	44,519
AIA GROUP LTD SPON ADR	AAGIY	1,222	36,883	54,293
ACCENTURE PLC IRELAND CLASS A NEW	ACN	207	42,725	55,236
ALCON INC	ALC	764	50,702	52,372
AON PLC CL A	AON	216	57,338	64,830
ASM INTERNATIONAL N V	ASMIY	121	37,532	30,784
ASML HOLDING NV NY REGISTRY SHS NEW 2012	ASML	105	29,595	57,372
ASTRAZENECA PLC	AZN	803	53,262	54,443
ATLASSIAN CORP PLC CL A	TEAM	357	76,339	45,939
ATLAS COPCO AB SPON ADR REPSTG COM SER A	ATLKY	2,560	21,042	30,208
CSL LTD SPONSORED ADR	CSLLY	519	26,850	50,623
CANADIAN PACIFIC RAILWAY LIMITED	CP	1,106	50,694	82,497
DSV PANALPINA A/S UNSPON ADR	DSDVY	404	16,549	32,074
EVOLUTION AB UNSPON ADR	EVVTY	470	63,464	45,990
EPAM SYSTEMS INC	EPAM	141	63,408	46,211
EXPERIAN PLC ADR	EXPGY	1,892	50,648	63,779
FERRARI NV NEW	RACE	269	51,972	57,625
FERGUSON PLC	FERG	266	35,659	33,774
ICICI BANK LIMITED	IBN	1,426	32,400	31,215
ICON PLC	ICLR	253	47,146	49,145
LVMH MOET HENNESSY LOUIS VUITTON ADR	LVMUY	322	21,901	46,648
LASERTEC CORP UNSPON ADR	LSRCY	997	31,951	32,303
LI NING COMPANY LTD ADR	LNNGY	138	37,252	29,636
LONZA GROUP AG ADR	LZAGY	497	29,050	24,229

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LULULEMON ATHLETICA INC	LULU	103	25,135	32,999
METTLER TOLEDO INTL INC	MTD	28	22,819	40,473
NESTLE S A SPON ADR REPSTING REG SHS	NSRGY	448	39,571	51,672
NOVO NORDISK ASK ADR	NVO	546	64,679	73,896
PERNOD RICARD S A ADR	PDRDY	970	35,453	38,150
RESMED INC.	RMD	238	31,763	49,535
SIKA AG ADR	SXYAY	1,762	42,790	42,147
SCHNEIDER ELECTRIC SE	SBGSY	1,908	58,237	53,348
STERIS PLC ORD	STE	243	37,956	44,879
THOMAS REUTERS CORP	TRI	305	35,152	34,790
WASTE CONNECTIONS INC	WCN	241	32,690	31,946
BAILARD REIT		22,036	756,597	786,369
Total			<u>17,600,988</u>	<u>18,731,349</u>

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
-----	-----	---
SEE ATTACHMENT	37,590,810.	33,618,517.
TOTALS	37,590,810.	33,618,517.
	=====	=====

Public Disclosure Copy

Harley-Davidson Foundation
TIN 39-1769946
990-PF (2022)

Attachment 5

Part II Line 10c	Description	Symbol	Shares/Par	Book Value	
				@ Cost	Market Value
	WEC ENERGY GRP INC SR NOTE CPN 0.550% DUE 09/15/23 DTD 09/17/20 FC		200,000	193,228	193,477
	CITIGROUP INC SR NOTE CPN 3.875% DUE 10/25/23 DTD 10/25/13 FC 04/25/		150,000	151,079	148,712
	EASTERN ENERGY GAS HLDGS LLC SR NOTE SER B CPN 3.550% DUE 11/01/23		100,000	100,347	98,697
	CAPITAL ONE FINL CORP UNSECD SR NOTE CPN 3.900% DUE 01/29/24 DTD 0:		125,000	128,961	123,473
	AMERISOURCEBERGEN CORP SR NOTE CPN 3.400% DUE 05/15/24 DTD 05/22		100,000	100,755	97,783
	ASSURED GTY US HLDGS INC SR NOTE CPN 5.000% DUE 07/01/24 DTD 06/20,		232,000	239,666	231,506
	GOLDMAN SACHS GROUP INC MEDIUM TERM NOTE CPN 3.850% DUE 07/08/		175,000	177,226	171,977
	EBAY INC NOTE CPN 3.450% DUE 08/01/24 DTD 07/28/14 FC 02/01/15 CALL I		100,000	99,491	97,469
	LAS VEGAS SANDS CORP SR NOTE CPN 3.200% DUE 08/08/24 DTD 07/31/19 F		250,000	256,461	236,230
	MICHIGAN FIN AUTH REV TXBL RFDG SCH LN B/E CPN 6.396% DUE 09/01/24		75,000	78,834	76,473
	TIFFANY & CO SR NOTE CPN 3.800% DUE 10/01/24 DTD 04/01/15 FC 10/01/1		115,000	120,274	112,453
	VERIZON COMMINS INC NOTE CPN 3.500% DUE 11/01/24 DTD 10/29/14 FC 0		50,000	50,214	48,341
	CARLISLE COS INC NOTE CPN 3.500% DUE 12/01/24 DTD 11/16/17 FC 06/01/		150,000	154,987	144,229
	CVS CAREMARK CORP SR NOTE CPN 5.000% DUE 12/01/24 DTD 06/07/16 FC		150,000	160,286	149,081
	GILEAD SCIENCES INC SR NOTE CPN 3.500% DUE 02/01/25 DTD 11/17/14 FC I		250,000	257,229	242,110
	APPLE INC NOTE CPN 2.500% DUE 02/09/25 DTD 02/09/15 FC 08/09/15		150,000	150,188	143,413
	AMPHENOL CORP NEW SR NOTE CPN 2.050% DUE 03/01/25 DTD 02/20/20 F		100,000	100,725	94,171
	ABBOTT LABS SR NOTE CPN 2.950% DUE 03/15/25 DTD 03/10/15 FC 09/15/1		150,000	149,768	145,548
	VULCAN MATLS CO NOTE CPN 4.500% DUE 04/01/25 DTD 03/30/15 FC 10/01		150,000	159,775	148,696
	CITIGROUP INC NOTE CPN 7.875% DUE 05/15/25 DTD 05/15/95 FC 11/15/95		105,000	121,949	110,177
	HARMAN INTL INDS INC NEW SR NOTE CPN 4.150% DUE 05/15/25 DTD 05/11		75,000	75,986	73,065
	BIOGEN INC SR NOTE CPN 4.050% DUE 09/15/25 DTD 09/15/15 FC 03/15/16		100,000	103,842	97,382
	JPMORGAN CHASE & CO MEDIUM TERM NOTE VAR CPN 0.000% DUE 09/22/:		100,000	97,250	94,180
	KEYCORP SUB MEDIUM TERM NOTE CPN 4.150% DUE 10/29/25 DTD 10/29/1		250,000	268,571	243,555
	HUDSON CNTY NJ IMPT AUTH FAC LSE REV RFDG HUDSON CNTY LSE PJ AGM		45,000	47,890	44,899
	INTERCONTINENTAL EXCHANGE INC SR NOTE CPN 3.750% DUE 12/01/25 DTD		100,000	106,263	97,367
	U S TREASURY NOTE CPN 0.375% DUE 12/31/25 DTD 12/31/20 FC 06/30/21		250,000	250,118	223,516
	DISCOVER FINL SVCS SR NOTE CPN 4.5000% DUE 01/30/26 DTD 01/31/19 FC		200,000	213,604	192,505
	ALTRIA GROUP INC GTD NOTE CPN 4.400% DUE 02/14/26 DTD 02/14/19 FC 0		150,000	156,356	147,355
	CBRE SVCS INC SR NOTE CPN 4.875% DUE 03/01/26 DTD 08/13/15 FC 03/01/		150,000	157,548	148,115
	HUNT J B TRANSN SVCS INC SR NOTE CPN 3.875% DUE 03/01/26 DTD 03/01/:		155,000	159,992	150,303
	STRYKER CORP NOTE CPN 3.500% DUE 03/15/26 DTD 03/10/16 FC 09/15/16		100,000	102,356	96,294
	FONTANA CA UNI SCH DIST RFDG B/E TXBL CPN 1.150% DUE 08/01/26 DTD 0		225,000	220,043	198,482
	MORGAN STANLEY SR GLBL MEDIUM TERM NOTE SER F CPN 6.250% DUE 08/		200,000	224,952	208,258
	OLD REP INTL CORP SR NOTE CPN 3.875% DUE 08/26/26 DTD 08/26/16 FC 02		250,000	269,070	236,930
	AGILENT TECHS INC SR NOTE CPN 3.050% DUE 09/22/26 DTD 09/22/16 FC 03		100,000	103,899	93,561
	BOSTON PPTYS LP NOTE CPN 2.750% DUE 10/01/26 DTD 08/17/16 FC 04/01/		115,000	121,715	103,763
	JPMORGAN CHASE & CO NOTE CPN 2.950% DUE 10/01/26 DTD 07/21/16 FC :		150,000	160,518	140,228
	ALLEGIANCE CORP DEBENTURE CPN 7.000% DUE 10/15/26 DTD 10/15/96 FC		50,000	59,363	52,606
	WELLS FARGO & CO NEW NOTE CPN 3.000% DUE 10/23/26 DTD 10/25/16 FC		250,000	266,997	231,372
	ROPER TECHS INC SR NOTE CPN 3.800% DUE 12/15/26 DTD 12/19/16 FC 06/:		100,000	110,223	95,856
	WORKDAY INC SR NOTE CPN 3.500% DUE 04/01/27 DTD 04/01/22 FC 10/01/:		150,000	148,470	140,478

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ROSS STORES INC SR NOTE CPN 4.700% DUE 04/15/27 DTD 04/01/22 FC 10/C		178,000	195,572	174,847
MARTIN MARIETTA MATLS INC SR NOTE CPN 3.450% DUE 06/01/27 DTD 05/:		101,000	102,692	94,202
ACTIVISION BLIZZARD INC SR NOTE CPN 3.400% DUE 06/15/27 DTD 05/26/17		150,000	147,649	141,901
NETAPP INC SR NOTE CPN 2.375% DUE 06/22/27 DTD 06/22/20 FC 12/22/20		100,000	103,313	89,085
TWIN FALLS CNTY ID SCH DIST 411 RFDG B/E TXBL CPN 4.000% DUE 09/15/27		165,000	181,070	159,143
BANK AMERICA CORP SR NOTE CPN 3.248% DUE 10/21/27 DTD 10/21/16 FC		200,000	200,912	184,828
HUBBELL INC SR NOTE CPN 3.500% DUE 02/15/28 DTD 02/02/18 FC 0815/18		150,000	154,370	138,526
CUMMINS ENGINE INC NOTE CPN 7.125% DUE 03/01/28 DTD 03/01/98 FC 09		125,000	143,020	136,923
E TRADE FINL CORP SR NOTE CPN 4.5000% DUE 06/20/28 DTD 06/20/18 FC 1		75,000	78,029	72,718
VERIZON COMMNS INC UNSECD NOTE CPN 4.329% DUE 09/21/28 DTD 06/21		75,000	84,109	72,158
BOSTON PPTYS LP SR NOTE CPN 4.500% DUE 12/01/28 DTD 11/28/18 FC 06/1		135,000	146,745	125,575
VERISK ANALYTICS INC SR NOTE CPN 4.125% DUE 03/15/29 DTD 03/06/19 FC		200,000	227,983	187,465
ROPER TECHS INC SR NOTE CPN 2.950% DUE 09/15/29 DTD 08/26/19 FC 03/:		150,000	152,886	130,762
EATON CORP DEBENTURE CPN 7.650% DUE 11/15/29 DTD 11/16/99 FC 05/1:		134,000	176,896	150,589
BROADRIDGE FINL SLTNS INC SR NOTE CPN 2.900% DUE 12/01/29 DTD 12/09		250,000	255,621	212,564
EVANSVILLE VANDERBURGH IN SCH BLDG CORP B REV BABS B/E TXBL CPN 6.		75,000	75,000	75,098
STARBUCKS CORP NOTE CPN 2.250% DUE 03/12/30 DTD 03/12/20 FC 09/12/		100,000	103,446	83,520
PRINCIPAL FINL GRP INC GTD SR NOTE CPN 2.125% DUE 06/15/30 DTD 06/12		250,000	251,674	205,086
FRANKLIN RES INC UNSECD NOTE CPN 1.600% DUE 10/30/30 DTD 10/19/20 F		250,000	237,891	193,205
ORACLE CORP UNSECD NOTE CPN 2.875% DUE 03/25/31 DTD 03/24/21 FC 09		100,000	102,145	82,948
AMPHENOL CORP UNSECD NOTE CPN 2.875% DUE 03/25/31 DTD 03/24/21 F		150,000	145,705	118,659
BAIRD CORE PLUS BOND INSTL CL	BCOIX	61,798	706,742	609,948
DODGE & COX INCOME	DODIX	52,419	730,317	638,991
T ROWE PRICE SHORT TERM BOND CL I	TBSIX	83,507	400,000	374,113
VANGUARD CASH RESERVES FEDL MONEY MARKET ADMIRAL CL	VMRXX	650,001	650,001	650,001
ALLSPRING CORE BOND INSTL CL	MBFIX	55,820	728,000	612,344
ARTISAN HIGH INCOME INSTL CL	APHFX	32,993	279,320	277,470
BAIRD SHORT TERM BOND INSTL CL	BSBIX	59,133	576,074	545,208
BAIRD ULTRA SHORT BOND INSTL CL	BUBIX	29,091	290,323	290,618
COLUMBIA MORTGAGE OPPTYS INSTL CL	CLMZX	80,232	823,348	649,077
GUGGENHEIM MACRO OPPTYS INSTL CL	GIOIX	17,870	474,423	422,637
VANGUARD SHORT TERM CORP BOND INDEX ADMIRAL CL	VSCSX	27,901	609,336	570,857
ABBVIE INC	ABBV	570	76,266	92,118
AECOM	ACM	45	3,362	3,822
AFLAC INC	AFL	190	12,077	13,669
AGILENT TECHNOLOGIES INC	A	95	13,875	14,217
AKAMAI TECHNOLOGIES INC	AKAM	50	5,666	4,215
ALNYLAM PHARMACEUTICALS INC	ALNY	35	5,183	8,318
APTIV PLC	APTV	80	12,789	7,450
AT&T INC	T	2,255	46,382	41,515
ABBOTT LABORATORIES	ABT	575	74,887	63,129
ABIOMED INC	003CVRO	15	N/A	N/A
ACCENTURE PLC IRELAND				
CL A NEW	ACN	205	74,568	54,702
ACTIVISION BLIZZARD INC	ATVI	240	15,451	18,372
ADOBE INC	ADBE	175	90,944	58,893
ADVANCE AUTO PARTS INC	AAP	20	4,844	2,941
ADVANCED MICRO DEVICES INC	AMD	517	66,416	33,486
AIR PRODUCTS & CHEMICALS INC	APD	80	23,541	24,661

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ALBEMARLE CORP	ALB	35	8,313	7,590
ALCOA CORP	AA	55	3,364	2,501
ALEXANDRIA REAL ESTATE EQUITIES INC	ARE	45	9,450	6,555
ALIGN TECHNOLOGY INC	ALGN	25	13,213	5,273
ALLEGION PUBLIC LTD	ALLE	30	3,804	3,158
ALLSTATE CORP	ALL	90	11,204	12,204
ALLY FINANCIAL INC	ALLY	105	5,566	2,567
ALPHABET INC CL C	GOOG	1,825	254,436	161,932
ALPHABET INC CL A	GOOGL	1,950	270,177	172,049
AMAZON.COM INC	AMZN	2,900	470,180	243,600
AMCOR PLC ORD USD 0.01	AMCR	460	5,652	5,479
AMERICAN AIRLINES GROUP INC	AAL	185	3,594	2,353
AMERICAN EXPRESS CO	AXP	215	37,287	31,766
AMERICAN HOMES 4 RENT CL A	AMH	85	3,582	2,562
AMERICAN INTL GROUP INC NEW	AIG	245	15,199	15,494
AMERICAN TOWER CORP NEW	AMT	145	37,097	30,720
AMERICAN WATER WORKS COMPANY INC NEW	AWK	55	9,244	8,383
AMERIPRISE FINANCIAL INC	AMP	35	11,515	10,898
AMERISOURCEBERGEN CORP	ABC	50	6,751	8,286
AMETEK INC NEW	AME	70	10,068	9,780
AMGEN INC	AMGN	190	44,030	49,902
AMPHENOL CORP CLASS A NEW	APH	190	15,621	14,467
ANALOG DEVICES INC	ADI	190	32,498	31,166
ANNALY CAPITAL MANAGEMENT INC NEW	NLY	102	3,283	2,150
ANSYS INC	ANSS	30	10,667	7,248
ELEVANCE HEALTH INC	ELV	80	35,855	41,038
AON PLC CL A	AON	65	18,305	19,509
APOLLO GLOBAL MANAGEMENT INC NEW	APO	110	7,604	7,017
APPLE INC	AAPL	3,700	640,046	480,741
APPLIED MATERIALS INC	AMAT	300	47,603	29,214
ARCH CAPITAL GROUP LTD	ACGL	110	5,150	6,906
ARCHER DANIELS MIDLAND COMPANY	ADM	175	12,414	16,249
ARES MANAGEMENT CORP CL A	ARES	45	3,466	3,080
ARISTA NETWORKS INC	ANET	70	9,234	8,495
ATLASSIAN CORP CL A	TEAM	40	12,057	5,147
ATMOS ENERGY CORP	ATO	40	4,237	4,483
AUTODESK INC	ADSK	80	20,898	14,950
AUTOMATIC DATA PROCESSING INC	ADP	140	32,520	33,440
AUTOZONE INC	AZO	10	20,520	24,662

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AVALONBAY COMMNTYS INC	AVB	40	10,064	6,461
AVANTOR INC	AVTR	175	6,630	3,691
AVERY DENNISON CORP	AVY	25	5,291	4,525
BAKER HUGHES CO	BKR	215	5,676	6,349
BALL CORP	BALL	95	8,646	4,858
BANK NEW YORK MELLON CORP	BK	235	15,021	10,697
BANK OF AMERICA CORP	BAC	2,275	111,316	75,348
BATH & BODY WORKS INC	BBWI	65	3,752	2,739
BAXTER INTL INC	BAX	155	13,306	7,900
BECTON DICKINSON & CO	BDX	105	26,990	26,702
BERKLEY W R CORP	WRB	60	3,453	4,354
BERKSHIRE HATHAWAY INC CL B NEW	BRK/B	640	203,965	197,696
BEST BUY COMPANY INC	BBY	70	7,228	5,615
BILL.COM HOLDINGS INC	BILL	25	4,626	2,724
BIO RAD LABS INC CL A	BIO	10	6,446	4,205
BIO-TECHNE CORP	TECH	40	4,006	3,315
BIOGEN INC	BIIB	40	9,435	11,077
BIOMARIN PHARMACEUTICAL INC	BMRN	55	4,846	5,692
BLACK KNIGHT INC	BKI	50	3,838	3,088
BLACKROCK INC	BLK	50	43,300	35,432
BLACKSTONE INC	BX	225	26,784	16,693
BOOZ ALLEN HAMILTON HOLDING CORP CL A	BAH	40	3,450	4,181
BORG WARNER INC	BWA	75	3,721	3,019
BOSTON PROPERTIES INC	BXP	45	5,666	3,041
BOSTON SCIENTIFIC CORP	BSX	465	20,764	21,516
BROADCOM INC	AVGO	130	77,849	72,687
BRISTOL MYERS SQUIBB COMPANY	BMJ	695	44,960	50,005
BROADRIDGE FINANCIAL SOLUTIONS INC	BR	35	5,759	4,695
BOOKING HOLDINGS INC	BKNG	15	36,916	30,229
BROWN & BROWN INC	BRO	70	4,813	3,988
BROWN-FORMAN CORP CL B	BF/B	55	3,700	3,612
BUILDERS FIRTSOURCE INC	BLDR	55	4,446	3,568
BUNGE LIMITED	BG	40	3,955	3,991
BURLINGTON STORES INC	BURL	20	4,810	4,055
DOW INC	DOW	235	14,102	11,842
CBRE GROUP INC CL A	CBRE	100	10,623	7,696
CBOE GLOBAL MARKETS INC	CBOE	30	3,633	3,764
CDW CORP	CDW	40	7,806	7,143
CF INDUSTRIES HOLDINGS INC	CF	65	4,295	5,538
C H ROBINSON WORLDWIDE INC NEW	CHRW	40	4,339	3,662
CIGNA CORP NEW	CI	105	25,344	34,791
CME GROUP INC CL A	CME	120	26,972	20,179
CSX CORP	CSX	715	26,351	22,151
CVS HEALTH CORP	CVS	420	44,321	39,140
CADENCE DESIGN SYSTEMS INC	CDNS	85	14,005	13,654

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CAESARS ENTERTAINMENT INC NEW	CZR	65	5,553	2,704
CAMDEN PROPERTY TRUST SBI	CPT	30	5,077	3,356
CAPITAL ONE FINANCIAL CORP	COF	135	21,783	12,550
CARDINAL HEALTH INC	CAH	85	4,444	6,534
CARLISLE COMPANIES INC	CSL	15	3,642	3,535
CARMAX INC	KMX	50	5,897	3,045
CARNIVAL CORP PAIRED CTF 1 COM CARNIVL CRP & 1 TR SH BEN INT P&O PRINCESS	CCL	255	5,867	2,055
CARRIER GLOBAL CORP	CARR	255	13,394	10,519
CARVANA COMPANY CL A	CVNA	25	4,108	119
CATALENT INC	CTLT	55	6,066	2,476
CATERPILLAR INC	CAT	190	43,063	45,516
CELANESE CORP DEL SER A	CE	35	6,090	3,578
CENTENE CORP DEL	CNC	180	14,387	14,762
CENTERPOINT ENERGY INC	CNP	170	4,700	5,098
CERIDIAN HCM HOLDING INC	CDAY	40	3,453	2,566
CHARLES RIVER LAB INTL INC	CRL	15	5,299	3,269
CHARTER COMMUNICATIONS INC NEW CL A	CHTR	45	27,843	15,260
CHENIERE ENERGY INC NEW	LNG	75	8,510	11,247
CHIPOTLE MEXICAN GRILL INC CL A	CMG	10	15,176	13,875
CHURCH & DWIGHT COMPANY INC	CHD	70	7,284	5,643
CHUBB LTD	CB	140	27,673	30,884
CIENA CORP NEW	CIEN	55	3,985	2,804
CINCINNATI FINANCIAL CORP	CINF	45	5,459	4,608
CISCO SYSTEMS INC	CSCO	1,410	87,044	67,172
CITIGROUP INC NEW	C	655	44,410	29,626
CINTAS CORP	CTAS	25	10,149	11,291
CITIZENS FINANCIAL GROUP INC	CFG	125	6,973	4,921
CLEVELAND CLIFFS INC NEW	CLF	140	3,141	2,255
CLOROX COMPANY	CLX	35	6,418	4,912
CLOUDFLARE INC CL A	NET	70	7,038	3,165
COCA-COLA COMPANY	KO	1,205	73,442	76,650
COGNEX CORP	CGNX	55	3,955	2,591
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A	CTSH	160	14,015	9,150
COLGATE-PALMOLIVE COMPANY	CL	270	22,315	21,273
COMCAST CORP CL A NEW	CMCSA	1,465	75,446	51,231
COMERICA INC	CMA	40	3,968	2,674
CONAGRA BRANDS INC	CAG	135	4,656	5,225
CONSOLIDATED EDISON INC	ED	100	8,384	9,531
CONSTELLATION ENERGY	CEG	93	4,671	8,018
CONSTELLATION BRANDS INC CL A	STZ	45	11,133	10,429

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COOPER COS INC NEW	COO	15	6,277	4,960
COPART INC	CPRT	130	9,077	7,916
CORNING INC	GLW	250	9,585	7,985
CORTEVA INC	CTVA	215	10,538	12,638
COSTAR GROUP INC	CSGP	120	8,885	9,274
COSTCO WHOLESALE CORP	COST	140	72,450	63,910
COUPA SOFTWARE INC	COUP	25	3,536	1,979
CROWDSTRIKE HOLDINGS INC				
CL A	CRWD	50	8,783	5,265
CROWN CASTLE INC	CCI	140	26,266	18,990
CROWN HOLDINGS INC	CCK	40	4,485	3,288
CUBESMART	CUBE	60	3,131	2,415
CUMMINS INC	CMI	45	10,602	10,903
D R HORTON INC	DHI	95	9,476	8,468
DANAHER CORP	DHR	210	61,646	55,738
DARDEN RESTAURANTS INC	DRI	35	5,078	4,842
DARLING INGREDIENTS INC	DAR	50	3,343	3,130
DATADOG INC CL A	DDOG	70	9,589	5,145
DELL TECHNOLOGIES INC				
CL C	DELL	80	4,825	3,218
DEERE & CO	DE	105	39,908	45,020
DELTA AIRLINES INC NEW	DAL	190	7,913	6,243
DENTSPLY SIRONA INC	XRAY	65	3,519	2,070
DEXCOM INC	DXCM	120	13,758	13,589
DIGITAL REALTY				
TRUST INC	DLR	85	13,399	8,523
DISCOVER FINANCIAL				
SERVICES	DFS	90	11,682	8,805
WALT DISNEY CO	DIS	570	88,955	49,522
DOCUSIGN INC	DOCU	55	7,301	3,048
DOLLAR GENL CORP NEW	DG	70	15,668	17,238
DOLLAR TREE INC	DLTR	65	8,732	9,194
DOMINOS PIZZA INC	DPZ	10	4,850	3,464
DOORDASH INC				
CL A	DASH	50	6,651	2,441
DOVER CORP	DOV	45	8,128	6,093
DUPONT DE NEMOURS INC	DD	160	13,463	10,981
DYNATRACE INC	DT	60	3,261	2,298
EDWARDS LIFESCIENCES				
CORP	EW	200	24,177	14,922
EVERSOURCE ENERGY	ES	100	8,790	8,384
EAST WEST BANCORP INC	EWBC	40	3,609	2,636
EASTMAN CHEMICAL CO	EMN	40	5,062	3,258
EATON CORP PLC	ETN	135	23,166	21,188
EBAY INC	EBAY	190	12,116	7,879
ECOLAB INC	ECL	75	16,811	10,917
EDISON INTL	EIX	110	7,073	6,998
ELANCO ANIMAL HEALTH INC	ELAN	130	3,545	1,589
ELECTRONIC ARTS INC	EA	85	11,159	10,385
EMBECTA CORP	EMBC	21	634	531
EMERSON ELECTRIC CO	EMR	185	18,033	17,771

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ENPHASE ENERGY INC	ENPH	35	5,068	9,274
ENTEGRIS INC	ENTG	40	5,340	2,624
ENERGY CORP NEW	ETR	55	6,083	6,188
EPAM SYSTEMS INC	EPAM	15	8,206	4,916
EQUIFAX INC	EFX	35	9,002	6,803
EQUINIX INC PAR \$0.001	EQIX	30	22,533	19,651
EQUITABLE HOLDINGS INC	EQH	115	4,121	3,301
EQUITY LIFESTYLE PROPERTIES INC	ELS	50	4,061	3,230
EQUITY RESIDENTIAL ESSEX PROPERTY TRUST INC	EQR	105	9,616	6,195
ESTEE LAUDER CO INC	ESS	20	6,969	4,238
ETSY INC	EL	80	26,705	19,849
EVEREST REINSURANCE GROUP LTD	ETSY	35	5,903	4,192
EXACT SCIENCES CORP	RE	15	4,269	4,969
EXPEDIA GROUP INC	EXAS	50	3,792	2,476
EXPEDITORS INTL WASH INC	EXPE	40	7,451	3,504
EXELON CORP	EXPD	50	6,204	5,196
EXTRA SPACE STORAGE INC	EXC	280	11,128	12,104
F&G ANNUITIES & LIFE INC	EXR	40	8,291	5,887
FACTSET RESEARCH SYSTEMS INC	FG	5	96	100
FMC CORP NEW	FDS	10	4,365	4,012
META PLATFORMS INC CL A	FMC	40	4,550	4,992
FAIR ISAAC CORP	META	810	252,701	97,475
FASTENAL CO	FICO	10	4,443	5,986
FLOOR & DECOR HOLDINGS INC CL A	FAST	175	10,661	8,281
FEDEX CORP	FND	30	3,368	2,089
FIDELITY NATIONAL INFORMATION SERVICES INC	FDX	75	19,353	12,990
FIDELITY NATIONAL FINANCIAL INC NEW FNF GROUP COM	FIS	205	24,172	13,909
FIFTH THIRD BANCORP	FNF	80	4,478	3,010
FIRST HORIZON CORP	FITB	205	10,188	6,726
FIRST REPUBLIC BANK SAN FRANCISCO CA NEW	FHN	165	3,057	4,043
FISERV INC	FRC	55	11,077	6,704
FIRSTENERGY CORP	FISV	180	19,706	18,193
FLEETCOR TECHNOLOGIES INC	FE	155	6,458	6,501
FORD MOTOR CO NEW	FLT	25	6,188	4,592
FORTINET INC	F	1,165	29,295	13,549
FORTUNE BRANDS INNOVATIONS INC	FTNT	200	12,410	9,778
FORTIVE CORP	FBIN	40	4,169	2,284
FOX CORP CL A	FTV	100	7,380	6,425
FREEMPORT MCMORAN INC	FOXA	90	3,619	2,733
F5 INC	FCX	435	19,404	16,530
	FFIV	20	4,751	2,870

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ARTHUR J GALLAGHER & COMPANY	AJG	65	10,557	12,255
GARMIN LTD	GRMN	45	5,964	4,153
GARTNER INC	IT	25	7,298	8,404
GENERAC HOLDINGS INC	GNRC	20	6,260	2,013
GENERAL ELECTRIC CO NEW	GE	360	36,962	30,164
GENERAL MILLS INC	GIS	180	12,427	15,093
GENERAL MOTORS CO	GM	450	27,891	15,138
GENUINE PARTS CO	GPC	40	5,570	6,940
GILEAD SCIENCES INC	GILD	410	29,496	35,199
GLOBAL PAYMENTS INC	GPN	90	13,482	8,939
GLOBANT S A	GLOB	15	3,798	2,522
GLOBE LIFE INC	GL	30	3,132	3,617
GODADDY INC				
CL A	GDDY	50	3,926	3,741
GOLDMAN SACHS GROUP INC	GS	110	42,931	37,772
GRACO INC	GGG	50	3,861	3,363
HCA HEALTHCARE INC	HCA	80	20,420	19,197
HALLIBURTON COMPANY	HAL	255	7,152	10,034
HARTFORD FINANCIAL SERVICES GROUP INC	HIG	100	7,268	7,583
HASBRO INC	HAS	40	4,101	2,440
HEALTHPEAK PPTYS INC	PEAK	150	5,451	3,761
JACK HENRY & ASSOCIATES INC	JKHY	20	3,392	3,511
HENRY SCHEIN INC	HSIC	40	3,133	3,195
HERSHEY COMPANY	HSY	40	7,885	9,263
HP INC	HPQ	365	14,186	9,808
HEWLETT PACKARD ENTERPRISE COMPANY	HPE	400	7,014	6,384
HOLOGIC INC	HOLX	75	5,255	5,611
HOME DEPOT INC	HD	350	135,535	110,551
HORMEL FOODS CORP	HRL	80	3,971	3,644
HOST HOTELS & RESORTS INC	HST	220	3,994	3,531
HOWMET AEROSPACE INC	HWM	115	3,968	4,532
HUBBELL INC	HUBB	15	3,000	3,520
HUBSPOT INC	HUBS	15	7,218	4,337
HUMANA INC	HUM	35	13,853	17,927
JB HUNT TRANSPORT SERVICES INC	JBHT	25	5,113	4,359
HUNTINGTON BANCSHRES INC	HBAN	435	7,589	6,134
IAC INC				
NEW	IAC	25	3,266	1,110
IQVIA HOLDINGS INC	IQV	60	15,229	12,293
IDEX CORP	IEX	25	5,664	5,708
IDEXX LABORATORIES INC	IDXX	25	13,459	10,199
ILLINOIS TOOL WORKS INC	ITW	110	27,113	24,233
ILLUMINA INC	ILMN	55	22,105	11,121
INCYTE CORP	INCY	60	4,448	4,819
INGERSOLL RAND INC	IR	130	7,750	6,793

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INTEL CORP	INTC	1,330	73,595	35,152
INTERCONTINENTAL EXCHANGE INC	ICE	190	24,686	19,492
INSULET CORP	PODD	20	4,911	5,888
INTL BUSINESS MACHINES CORP	IBM	300	40,438	42,267
INTL FLAVOR & FRAGRANCES	IFF	75	11,004	7,863
INTL PAPER COMPANY	IP	120	5,925	4,156
INTERPUBLIC GROUP COMPANY INC	IPG	115	4,369	3,831
INTUIT INC	INTU	105	58,362	40,868
INTUITIVE SURGICAL INC NEW	ISRG	120	37,704	31,842
INVITATION HOMES INC	INVH	175	7,653	5,187
IRON MOUNTAIN INC	IRM	85	3,900	4,237
JPMORGAN CHASE & CO	JPM	1,055	172,647	141,476
JABIL INC	JBL	45	3,163	3,069
JOHNSON CONTROLS INTL PLC	JCI	220	17,320	14,080
JOHNSON & JOHNSON	JNJ	890	150,068	157,219
JONES LANG LASALLE INC	JLL	15	3,929	2,391
JUNIPER NETWORKS INC	JNPR	100	3,493	3,196
ESSENTIAL UTILITIES INC	WTRG	70	3,557	3,341
KLA CORP	KLAC	55	23,436	20,737
KKR & CO INC	KKR	170	11,944	7,891
KINDER MORGAN INC DE	KMI	605	10,701	10,938
KELLOGG CO	K	75	5,024	5,343
KEURIG DR PEPPER INC	KDP	210	8,065	7,489
KEYSIGHT TECHNOLOGIES INC	KEYS	60	11,257	10,264
KEYCORP NEW	KEY	275	7,377	4,791
KIMBERLY CLARK CORP	KMB	100	14,295	13,575
KIMCO REALTY CORP	KIM	155	3,929	3,283
KRAFT HEINZ CO	KHC	200	7,549	8,142
KROGER CO	KR	200	9,897	8,916
LKQ CORP	LKQ	80	4,606	4,273
LABORATORY CORP OF AMER HOLDINGS NEW	LH	30	8,374	7,064
LPL FINANCIAL HOLDINGS INC	LPLA	25	4,440	5,404
LAM RESEARCH CORP	LRCX	50	35,025	21,015
LAS VEGAS SANDS CORP	LVS	110	4,175	5,288
LEAR CORP NEW	LEA	20	3,826	2,480
LENNAR CORP	LEN	75	8,106	6,788
LENNOX INTL INC	LII	10	3,013	2,392
LIBERTY BROADBAND CORP SER C	LBRDK	45	6,945	3,432
LIBERTY FORMULA ONE SER C	FWONK	60	3,790	3,587
LIFE STORAGE INC	LSI	25	3,508	2,463
ELI LILLY & CO	LLY	255	63,898	93,289
LINCOLN NATIONAL CORP IN	LNC	55	4,003	1,690

Public Disclosure Copy

LIVE NATION				
ENTERTAINMENT INC	LYV	45	5,149	3,138
LOEWS CORP	L	65	4,004	3,791
LOWES COMPANIES INC	LOW	210	52,734	41,840
LULULEMON ATHLETICA INC	LULU	35	11,817	11,213
LUMEN TECHNOLOGIES INC				
LA	LUMN	320	3,954	1,670
LYFT INC				
CL A	LYFT	80	3,419	882
LYONDELLBASELL INDUSTRIES N V ORD SHS CL A	LYB	80	8,115	6,642
M&T BANK CORP	MTB	40	7,344	5,802
MGM RESORTS INTL	MGM	110	4,892	3,688
MSCI INC CLASS A	MSCI	25	13,445	11,629
HILTON WORLDWIDE HOLDINGS INC NEW	HLT	80	12,085	10,109
MARATHON PETROLEUM CORP	MPC	185	13,573	21,532
MARKETAXESS HOLDINGS INC	MKTX	10	3,650	2,789
MARSH & MCLENNAN COS INC	MMC	170	27,920	28,132
MARRIOTT INTL INC NEW				
CL A	MAR	85	14,051	12,656
MARTIN MARIETTA				
MATERIALS INC	MLM	20	8,280	6,759
MARVELL TECHNOLOGY INC	MRVL	260	20,758	9,630
MASCO CORP	MAS	75	5,115	3,500
MASIMO CORP	MASI	15	3,607	2,219
MASTERCARD INC				
CL A	MA	290	107,877	100,842
MASTERBRAND INC	MBC	40	N/A	302
MATCH GROUP INC NEW	MTCH	80	9,909	3,319
MC CORMICK & CO INC NON VOTING	MKC	75	7,180	6,217
MCDONALDS CORP	MCD	230	60,236	60,612
MCKESSON CORP	MCK	45	11,502	16,880
MEDICAL PROPERTIES				
TRUST	MPW	170	4,039	1,894
MEDTRONIC PLC	MDT	420	45,792	32,642
MERCK & COMPANY INC NEW	MRK	785	63,916	87,096
METLIFE INC	MET	220	14,988	15,921
METTLER TOLEDO INTL INC	MTD	10	15,193	14,455
MICROSOFT CORP	MSFT	1,850	567,488	443,667
MICROCHIP TECHNOLOGY INC	MCHP	170	14,375	11,943
MICRON TECHNOLOGY INC	MU	380	36,562	18,992
MID-AMERICA APARTMENT				
COMMUNITIES	MAA	35	7,667	5,495
MIDDLEBY CORP	MIDD	20	3,953	2,678
MODERNA INC	MRNA	90	19,005	16,166
MONGODB INC				
CL A	MDB	20	7,865	3,937
MOLINA HEALTHCARE INC	MOH	15	4,356	4,953
MONDELEZ INTERNATIONAL				
INC CL A	MDLZ	455	30,847	30,326
MONOLITHIC POWER SYSTEM				
INC	MPWR	15	6,594	5,304

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MONSTER BEVERAGE CORP NEW	MNST	110	10,406	11,168
MOODYS CORP	MCO	50	18,194	13,931
MORGAN STANLEY	MS	445	45,693	37,834
MOSAIC COMPANY NEW	MOS	105	4,385	4,606
MOTOROLA SOLUTIONS INC NEW	MSI	50	12,634	12,886
NASDAQ INC	NDAQ	105	6,582	6,442
NVIDIA CORP	NVDA	780	208,913	113,989
NVR INC	NVR	1	5,675	4,613
NETFLIX INC	NFLX	140	73,137	41,283
NETAPP INC	NTAP	65	6,224	3,904
NXP SEMICONDUCTORS N V	NXPI	85	19,034	13,433
NEWMONT CORP	NEM	220	13,516	10,384
NEXTERA ENERGY INC	NEE	570	48,535	47,652
NIKE INC CL B	NKE	375	56,324	43,879
NORDSON CORP	NDSN	20	4,785	4,754
NORFOLK SOUTHERN CORP	NSC	85	24,635	20,946
NORTHERN TRUST CORP	NTRS	65	8,694	5,752
GEN DIGITAL INC	GEN	170	4,533	3,643
NUCOR CORP	NUE	85	9,678	11,204
O REILLY AUTOMOTIVE INC NEW	ORLY	20	13,804	16,881
OKTA INC CL A	OKTA	40	8,135	2,733
OLD DOMINION FREIGHT LINES INC	ODFL	30	9,541	8,513
OMNICOM GROUP INC	OMC	60	4,733	4,894
ON SEMICONDUCTOR CORP	ON	125	8,151	7,796
ONEOK INC NEW	OKE	135	8,354	8,870
ORACLE CORP	ORCL	540	47,509	44,140
OTIS WORLDWIDE CORP	OTIS	125	10,746	9,789
PINTEREST INC CL A	PINS	155	5,174	3,763
PNC FINANCIAL SERVICES GROUP INC	PNC	140	31,775	22,112
PPG INDUSTRIES INC	PPG	70	11,835	8,802
PTC INC	PTC	35	4,062	4,201
PACCAR INC	PCAR	110	10,466	10,887
HORIZON THERAPEUTICS				
PUBLIC LTD COMPANY	HZNP	60	5,458	6,828
PACKAGING CORP OF AMERICA	PKG	30	4,120	3,837
PALANTIR TECHNOLOGIES INC CL A	PLTR	455	7,357	2,921
PALO ALTO NETWORKS INC	PANW	90	15,007	12,559
PARKER-HANNIFIN CORP	PH	40	13,126	11,640
PAYCHEX INC	PAYX	100	12,730	11,556
PAYCOM SOFTWARE INC	PAYC	15	5,171	4,655
PAYPAL HOLDINGS INC	PYPL	375	68,490	26,708
PENTAIR PLC	PNR	50	3,443	2,249
PEPSICO INC	PEP	430	74,992	77,684
PERKINELMER INC	PKI	40	7,183	5,609
PFIZER INC	PFE	1,725	95,832	88,389
PHILLIPS 66	PSX	130	11,300	13,530

Public Disclosure Copy

PLUG POWER INC				
NEW	PLUG	145	3,518	1,794
POOL CORP	POOL	10	5,095	3,023
PRICE T ROWE GROUP INC	TROW	70	12,450	7,634
PRINCIPAL FINANCIAL GROUP INC	PFG	80	6,137	6,714
PROCTER & GAMBLE CO	PG	730	115,695	110,639
PROGRESSIVE CORP OH	PGR	190	20,815	24,645
PROLOGIS INC	PLD	284	42,143	32,015
PRUDENTIAL FINANCIAL INC	PRU	120	14,008	11,935
PUBLIC SERVICE ENTERPRISE GROUP INC	PEG	145	9,622	8,884
PUBLIC STORAGE INC	PSA	40	14,611	11,208
PULTEGROUP INC	PHM	70	3,980	3,187
QORVO INC	QRVO	35	5,168	3,172
QIAGEN NV NEW	QGEN	70	3,401	3,491
QUALCOMM INC	QCOM	345	64,110	37,929
QUANTA SERVICES INC	PWR	45	4,851	6,413
QUEST DIAGNOSTICS INC	DGX	35	5,094	5,475
RPM INTERNATIONAL INC	RPM	40	3,672	3,898
RAYMOND JAMES FINANCIAL INC	RJF	60	6,537	6,411
REALTY INCOME CORP	O	160	11,483	10,149
REGAL REXNORD CORP	RRX	20	3,393	2,400
REGENCY CENTERS CORP	REG	50	3,875	3,125
REGENERON PHARMACEUTICALS INC	REGN	30	18,519	21,645
REGIONS FINANCIAL CORP NEW	RF	285	7,167	6,145
RELIANCE STEEL & ALUMINUM COMPANY	RS	20	3,330	4,049
REPLIGEN CORP	RGEN	20	3,837	3,386
REPUBLIC SERVICES INC	RSG	65	8,503	8,384
RESMED INC	RMD	40	10,055	8,325
REXFORD INDUSTRIAL REALTY INC	REXR	45	3,378	2,459
RINGCENTRAL INC CL A	RNG	25	4,538	885
ROBERT HALF INTL INC	RHI	35	3,940	2,584
ROCKWELL AUTOMATION INC	ROK	35	11,588	9,015
ROKU INC SER A	ROKU	30	5,106	1,221
ROPER TECHNOLOGIES INC	ROP	35	15,953	15,123
ROSS STORES INC	ROST	105	11,061	12,187
ROYAL CARIBBEAN GROUP	RCL	60	5,009	2,966
ROYALTY PHARMA PLC CL A	RPRX	100	4,044	3,952
S&P GLOBAL INC	SPGI	109	47,543	36,508
SBA COMMUNICATIONS CORP CL A NEW	SBAC	35	11,722	9,811

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SKYWORKS SOLUTIONS INC	SWKS	55	8,457	5,012
SPLUNK INC	SPLK	50	6,037	4,305
SS&C TECHNOLOGIES HOLDINGS INC	SSNC	75	6,232	3,905
SNOWFLAKE INC CL A	SNOW	60	17,768	8,612
SALESFORCE INC	CRM	295	67,799	39,114
SCHLUMBERGER LTD	SLB	400	14,527	21,384
SCHWAB CHARLES CORP NEW	SCHW	510	47,773	42,463
SEAGEN INC	SGEN	40	5,497	5,140
SEMPRA	SRE	95	12,987	14,681
SENSATA TECHNOLOGIES HOLDING PLC	ST	50	3,223	2,019
SERVICE CORP INTL	SCI	50	3,313	3,457
SVB FINANCIAL GROUP	SIVB	20	14,260	4,603
SERVICENOW INC	NOW	70	36,701	27,179
SHERWIN WILLIAMS CO	SHW	85	26,959	20,173
SIGNATURE BANK NEW YORK NY	SBNY	15	5,508	1,728
SIMON PROPERTY GROUP INC NEW	SPG	85	13,900	9,986
A O SMITH	AOS	40	3,330	2,290
SMUCKER JM COMPANY NEW	SJM	30	4,292	4,754
SNAP ON INC	SNA	15	3,307	3,427
SOUTHWEST AIRLINES CO	LUV	180	8,271	6,061
SPOTIFY TECHNOLOGY SA BLOCK INC	SPOT	40	9,156	3,158
CL A	SQ	125	17,207	7,855
STANLEY BLACK & DECKER INC	SWK	50	9,779	3,756
STARBUCKS CORP	SBUX	360	37,008	35,712
STATE STREET CORP	STT	115	11,943	8,921
STEEL DYNAMICS INC	STLD	55	3,464	5,374
STERIS PLC	STE	25	5,905	4,617
STRYKER CORP	SYK	120	32,213	29,339
SUN COMMUNITIES INC	SUI	35	6,967	5,005
SYNOPSIS INC	SNPS	50	16,523	15,965
SYSCO CORP	SYU	140	11,299	10,703
SYNCHRONY FINANCIAL	SYF	155	7,688	5,093
TJX COS INC NEW	TJX	380	27,750	30,248
T-MOBILE US INC	TMUS	185	20,495	25,900
TRAVELERS COS INC	TRV	75	12,240	14,062
TAKE-TWO INTERACTIVE SOFTWARE INC	TTWO	35	5,433	3,645
TARGET CORP	TGT	150	33,870	22,356
TAPESTRY INC	TPR	80	3,142	3,046
TARGA RESOURCES CORP	TRGP	60	3,433	4,410
TELADOC HEALTH INC	TDHC	45	3,560	1,064
TELEFLEX INC	TFX	15	4,978	3,744
TERADYNE INC	TER	50	7,990	4,368
TESLA INC	TSLA	735	254,037	90,537
TEXAS INSTRUMENTS INC	TXN	300	55,610	49,566
THERMO FISHER SCIENTIFIC INC	TMO	125	75,501	68,836

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3M COMPANY	MMM	190	34,371	22,785
TORO CO	TTC	35	3,474	3,962
TRACTOR SUPPLY CO	TSCO	35	8,091	7,874
TRADE DESK INC (THE)				
CL A	TTD	125	9,615	5,604
TRANE TECHNOLOGIES PLC	TT	75	14,144	12,607
TRANSDIGM GROUP INC	TDG	15	9,733	9,445
TRANSUNION	TRU	60	6,673	3,405
TREX CO INC	TREX	35	3,902	1,482
TRIMBLE INC	TRMB	80	6,108	4,045
TRUIST FINANCIAL CORP	TFC	435	29,173	18,718
TWILIO INC				
CL A	TWLO	55	12,072	2,693
TYLER TECHNOLOGIES INC	TYL	10	4,835	3,224
TYSON FOODS INC CL A	TSN	80	7,463	4,980
UBER TECHNOLOGIES INC	UBER	465	20,082	11,499
UDR INC	UDR	90	5,329	3,486
ULTA BEAUTY INC	ULTA	15	5,687	7,036
UNION PACIFIC CORP	UNP	225	55,727	46,591
UNITED AIRLINES HOLDINGS INC	UAL	90	4,345	3,393
UNITED PARCEL SERVICE INC CL B	UPS	240	50,607	41,722
U S BANCORP DE	USB	440	27,861	19,188
UNITED RENTALS INC	URI	20	6,731	7,108
UNITEDHEALTH GROUP INC	UNH	310	146,278	164,356
UNITY SOFTWARE INC	U	45	5,314	1,287
V F CORP	VFC	100	7,250	2,761
VMWARE INC				
CL A	VMW	65	8,042	7,979
VALERO ENERGY CORP	VLO	130	10,872	16,492
VAIL RESORTS INC	MTN	15	4,478	3,575
VEEVA SYSTEMS INC				
CL A	VEEV	40	9,174	6,455
VENTAS INC	VTR	100	5,294	4,505
VERIZON COMMUNICATIONS INC	VZ	1,290	69,159	50,826
VERISIGN INC	VRSN	30	6,935	6,163
VERISK ANALYTICS INC	VRSK	50	10,204	8,821
VERTEX PHARMACEUTICALS INC	VRTX	75	17,035	21,659
PARAMOUNT GLOBAL	PARA	160	5,809	2,701
VIATRIS INC	VTRS	370	5,590	4,118
VICI PROPERTIES INC	VICI	170	4,843	5,508
VISA INC				
CL A	V	550	119,092	114,268
VULCAN MATERIALS COMPANY	VMC	40	8,019	7,004
W P CAREY INC	WPC	55	4,388	4,298
WABTEC	WAB	55	5,148	5,490
WALGREENS BOOTS ALLIANCE INC	WBA	215	11,672	8,032
WARNER BROS DISCOVERY INC SER A	WBD	545	14,219	5,167

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WASTE MANAGEMENT INC				
DEL	WM	150	23,628	23,532
WATERS CORP	WAT	20	6,802	6,852
WAYFAIR INC CL A	W	20	3,427	658
WELLTOWER INC	WELL	115	10,093	7,538
WESTERN ALLIANCE BANCORP	WAL	30	3,687	1,787
WESTERN DIGITAL CORP	WDC	95	6,326	2,997
WEST PHARMACEUTICAL SERVICES INC	WST	20	7,633	4,707
WESTROCK CO	WRK	80	3,784	2,813
WEYERHAEUSER CO	WY	215	8,961	6,665
WHIRLPOOL CORP	WHR	20	4,547	2,829
WILLIAMS COS INC DEL	WMB	355	10,308	11,680
WILLIS TOWERS WATSON PUBLIC LTD CO	WTW	40	9,313	9,783
WOLFSPEED INC	WOLF	35	3,742	2,416
WORKDAY INC CL A	WDAY	60	15,049	10,040
XYLEM INC	XYL	60	6,892	6,634
YUM BRANDS INC	YUM	90	11,612	11,527
YUM CHINA HOLDINGS INC	YUMC	135	6,494	7,378
ZEBRA TECHNOLOGIES CORP CL A	ZBRA	15	7,935	3,846
ZIMVIE INC	ZIMV	6	178	56
ZIONS BANCORPORATION N A	ZION	45	3,167	2,212
ZIMMER BIOMET HOLDINGS INC	ZBH	60	7,522	7,650
ZOOM VIDEO COMMUNICATIONS INC CL A	ZM	50	8,173	3,387
ZSCALER INC	ZS	25	6,317	2,798
ZOETIS INC CL A	ZTS	160	33,044	23,445
VANGUARD	VMRXX	9,800,010	9,800,010	9,800,010
Total			<u>37,590,910</u>	<u>33,618,517</u>

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
GCM GROSVENOR ADVANCE FUND LP	217,166.	169,500.
TOTALS	217,166. -----	169,500. -----
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
MARKET VALUE ADJUSTMENT	173,048.

TOTAL	173,048.
	=====

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

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

OFFICER NAME:
JULIE ANDING

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
RACHEL SCHNEIDER

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
VP

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

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

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
APRIL GIANESELLI

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
VICE PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 25.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
J. DARRELL THOMAS

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0.10

COMPENSATION NONE

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

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

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
LYNDA JOHNSON

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
TREASURER

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
ADRAEA BROWN

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1.00

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

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

COMPENSATION	NONE
CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	NONE
EXPENSE ACCOUNT AND OTHER ALLOWANCES	NONE

OFFICER NAME:
ERYN HORTON

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0.10

COMPENSATION	NONE
CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	NONE
EXPENSE ACCOUNT AND OTHER ALLOWANCES	NONE

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

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

OFFICER NAME:
JOYCE KOKER

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 25.00

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
CHRIS NELSON

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0.10

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

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

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
DEMIETRA MIDDLETON

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0.10

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
JASON TOLLESON

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2.00

COMPENSATION NONE

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

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

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
AUBREY WAGNER

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0.10

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

OFFICER NAME:
PAUL KRAUSE

ADDRESS:
3700 WEST JUNEAU AVENUE
MILWAUKEE, WI 53208

TITLE:
DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 0.10

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

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

=====

COMPENSATION NONE

CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS NONE

EXPENSE ACCOUNT AND OTHER ALLOWANCES NONE

TOTAL COMPENSATION: NONE
=====

TOTAL CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS: NONE
=====

EXPENSE ACCOUNT AND OTHER ALLOWANCES: NONE
=====

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

990PF, PART VII-COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

BAIRD INVESTMENT MANAGEMENT SERVICES

ADDRESS:

777 EAST INVESTMENT MANAGEMENT SERVICES
MILWAUKEE, WI 53202-5391

TYPE OF SERVICE:

INVEST MGMT SERVICES

COMPENSATION 136,037.

NAME:

HGA

ADDRESS:

333 ERIE STREET
MILWAUKEE, WI 53202

TYPE OF SERVICE:

CONSULTANT

COMPENSATION 592,575.

NAME:

HEATHERWICK STUDIO

ADDRESS:

55 ARGYLE STREET
LONDON, , UK WC1H 8EE

TYPE OF SERVICE:

CONSULTANT

COMPENSATION 75,117.

TOTAL COMPENSATION: 803,729.

=====

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HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

AMERICAN RED CROSS WISCONSIN

ADDRESS:

2600 W WISCONSIN AVE

ATTN: KELLY CLARK

MILWAUKEE, WI 53233

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

RECIPIENT NAME:

BIG BROTHER BIG SISTERS

ADDRESS:

788 N. JEFFERSON ST. SUITE 600

MILWAUKEE, WI 53202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
CATHOLIC CENTRAL HIGH SCHOOL
ADDRESS:
148 MCHENRY ST

BURGLINGTON, WI 53105
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EMPLOYEE PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 1,500.

RECIPIENT NAME:
CHILDREN'S ADVOCACY CENTER OF COLLIN COUNTY
ADDRESS:
2205 LOS RIOS BLVD

PLANO, TX 75074
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 15,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
CHILDREN'S WISCONSIN FOUNDATION
ADDRESS:
M.S. 3050, P.O. BOX 1997

MILWAUKEE, WI 53201

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 200,000.

RECIPIENT NAME:
CINEFEMME ROUTE 66 PROJECT
ADDRESS:
1014 BROADWAY #477

SANTA MONICA, CA 90401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

COLLEGE POSSIBLE MILWAUKEE

ADDRESS:

1515 NORTH RIVERCENTER DR SUITE 105

MILWAUKEE, WI 53212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 2,000.

RECIPIENT NAME:

CRADLES TO CRAYONS CHICAGO

ADDRESS:

2500 W BRADLEY PLACE

CHICAGO, IL 60618

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

HUNGER TASK FORCE

ADDRESS:

5000 W ELECTRIC AVENUE

WEST MILWAUKEE, WI 53219

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 2,500.

RECIPIENT NAME:

HUNGER TASK FORCE OF MILWAUKEE

ADDRESS:

201 S. HAWLEY COURT

MILWAUKEE, WI 53214

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 500,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

JUNIOR ACHIEVEMENT OF WISCONSIN

ADDRESS:

11111 WEST LIBERTY DRIVE
STOREFRONT RENOVATION/CURRICULUM FOR NWS SCHOOLS
MILWAUKEE, WI 53224

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 25,000.

RECIPIENT NAME:

LABOR COMMUNITY AT WORK, INC.

ADDRESS:

633 S HAWLEY ROAD

MILWAUKEE, WI 53214

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 10,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

LISTEN FIRST PROJECT

ADDRESS:

515 S MANGUM ST, #5164

DURHAM, NC 27701

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 25,000.

RECIPIENT NAME:

MILWAUKEE ACADEMY OF SCIENCE

ADDRESS:

2000 W KILBOURN AVE.

MILWAUKEE, WI 53233

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 2,500.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
MILWAUKEE INSTITUTE OF ART & DESIGN
ADDRESS:
273 E ERIE ST

MILWAUKEE, WI 53202
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 10,000.

RECIPIENT NAME:
MILWAUKEE POLICE DEPARTMENT DISTRICT THREE
ADDRESS:
2333 N 49TH ST.

MILWAUKEE, WI 53210
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 1,500.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
MILWAUKEE REPERTORY THEATER
ADDRESS:
108 E WELLS ST

MILWAUKEE, WI 53202
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

RECIPIENT NAME:
MILWAUKEE RIVERKEEPER
ADDRESS:
600 E GREENFIELD AVE

MILWAUKEE, WI 53204
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 1,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
MILWAUKEE ROBOTICS ACADEMY
ADDRESS:
929 N ASTOR UNIT 2202

MILWAUKEE, WI 53202
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 2,500.

RECIPIENT NAME:
MILWAUKEE URBAN LEAGUE
ADDRESS:
435 WEST NORTH AVENUE

MILWAUKEE, WI 53212
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
MU CENTER FOR PEACEMAKING
ADDRESS:
1616 W WELLS ST

MILWAUKEE, WI 53233
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

RECIPIENT NAME:
NEAR WEST SIDE PARTNERS, INC
ADDRESS:
624 NORTH 24TH ST

MILWAUKEE, WI 53233
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 250,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:

NEXT DOOR

ADDRESS:

2545 N. 29TH STREET

MILWAUKEE, WI 53210

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

RECIPIENT NAME:

RIPON COLLEGE

ADDRESS:

300 W SEWARD ST

PEGGY HUTCHINGS

RIPON, WI 54971

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EMPLOYEE PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 13,500.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
SCHOLARSHIP AMERICA, INC.
ADDRESS:
PO BOX 772514

DETROIT, MI 48277-2514
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EMPLOYEE PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 50,600.

RECIPIENT NAME:
STORY SCHOOL K-8 SCHOOL
ADDRESS:
3815 W KILBOURN AVE

MILWAUKEE, WI 53208
RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 2,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

THE RESOURCE FOUNDATION

ADDRESS:

244 FIFTH AVENUE SUITE 1428

NEW YORK, NY 10001

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 7,000.

RECIPIENT NAME:

UNITED WAY OF GREATER MILWAUKEE & WAUKESHA COUNTY

ADDRESS:

225 W VINE ST
REBECCA FUENTES
MILWAUKEE, WI 53212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 910.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:

UNITED WAY OF GREATER MILWAUKEE & WAUKESHA COUNTY

ADDRESS:

225 W VINE STREET

MILWAUKEE, WI 53212

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EMPLOYEE PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 107,952.

RECIPIENT NAME:

UNITED WAY WORLDWIDE

ADDRESS:

P.O. BOX 418607

BOSTON, MA 02241-8607

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 50,000.

Public Disclosure Copy

HARLEY-DAVIDSON FOUNDATION, INC.

39-1769946

FORM 990PF, PART XIV, LINE 3A - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
WISCONSIN PHILANTHROPY NETWORK
ADDRESS:
790 N MILWAUKEE ST SUITE 324
MILWAUKEE, WI 53202

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 3,500.

RECIPIENT NAME:
YORK HABITAT FOR HUMANITY
ADDRESS:
333 S SEWARD ST
YORK, PA 17404

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GRANT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID..... 5,000.

TOTAL GRANTS PAID: 1,328,962.

=====

Form **2220**

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

Attach to the corporation's tax return.
Go to www.irs.gov/Form2220 for instructions and the latest information.

2022

Name **HARLEY-DAVIDSON FOUNDATION, INC.** Employer identification number **39-1769946**

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38, on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	25,283.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
c	Credit for federal tax paid on fuels (see instructions)	2c	
d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty.	3	25,283.
4	Enter the tax shown on the corporation's 2021 income tax return. See instructions. Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	33,203.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	25,283.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty. See instructions.

6	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input checked="" type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input checked="" type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	05/15/2022	06/15/2022	09/15/2022	12/15/2022
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% (0.25) of line 5 above in each column.	6,321.	6,321.	6,321.	6,321.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions	10,000.	30,000.	10,000.	
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column		3,679.	27,358.	31,037.
13 Add lines 11 and 12		33,679.	37,358.	31,037.
14 Add amounts on lines 16 and 17 of the preceding column				
15 Subtract line 14 from line 13. If zero or less, enter -0-	10,000.	33,679.	37,358.	31,037.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-				
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18				
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	3,679.	27,358.	31,037.	

Go to **Part IV** on page 2 to figure the penalty. Do not go to **Part IV** if there are no entries on line 17 - no penalty is owed.

For Paperwork Reduction Act Notice, see separate instructions.

Form **2220** (2022)

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 4th month after the close of the tax year, whichever is earlier. <i>(C corporations with tax years ending June 30 and S corporations: Use 3rd month instead of 4th month. Form 990-PF and Form 990-T filers: Use 5th month instead of 4th month.)</i> See instructions				
20 Number of days from due date of installment on line 9 to the date shown on line 19.				
21 Number of days on line 20 after 4/15/2022 and before 7/1/2022				
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21}}{365}$ x 4% (0.04)	\$	\$	\$	\$
23 Number of days on line 20 after 6/30/2022 and before 10/1/2022				
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23}}{365}$ x 5% (0.05)	\$	\$	\$	\$
25 Number of days on line 20 after 9/30/2022 and before 1/1/2023				
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25}}{365}$ x 6% (0.06)	\$	\$	\$	\$
27 Number of days on line 20 after 12/31/2022 and before 4/1/2023				
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27}}{365}$ x 7% (0.07)	\$	\$	\$	\$
29 Number of days on line 20 after 3/31/2023 and before 7/1/2023				
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29}}{365}$ x %	\$	\$	\$	\$
31 Number of days on line 20 after 6/30/2023 and before 10/1/2023				
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31}}{365}$ x %	\$	\$	\$	\$
33 Number of days on line 20 after 9/30/2023 and before 1/1/2024				
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33}}{365}$ x %	\$	\$	\$	\$
35 Number of days on line 20 after 12/31/2023 and before 3/16/2024				
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35}}{366}$ x %	\$	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	\$	\$	\$	\$

38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120, line 34; or the comparable line for other income tax returns **38** \$ NONE

*Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

Part II Annualized Income Installment Method

		(a)	(b)	(c)	(d)	
		First <u>2</u> months	First <u>4</u> months	First <u>6</u> months	First <u>10</u> months	
20	Annualization periods (see instructions) . . .	20				
21	Enter taxable income for each annualization period. See instructions for the treatment of extraordinary items	21	398,113.	1,813,874.	2,062,843.	2,559,928.
22	Annualization amounts (see instructions) . . .	22	6.00000	3.00000	2.00000	1.20000
23a	Annualized taxable income. Multiply line 21 by line 22	23a	2,388,678.	5,441,622.	4,125,686.	3,071,914.
	b Extraordinary items (see instructions) . . .	23b				
	c Add lines 23a and 23b	23c	2,388,678.	5,441,622.	4,125,686.	3,071,914.
24	Figure the tax on the amount on line 23c using the instructions for Form 1120, Schedule J, line 2, or comparable line of corporation's return.	24	33,203.	75,639.	57,347.	42,700.
25	Enter any alternative minimum tax (trusts only) for each payment period (see instructions)	25				
26	Enter any other taxes for each payment period. See instructions.	26				
27	Total tax. Add lines 24 through 26	27	33,203.	75,639.	57,347.	42,700.
28	For each period, enter the same type of credits as allowed on Form 2220, lines 1 and 2c. See instructions	28				
29	Total tax after credits. Subtract line 28 from line 27. If zero or less, enter -0-	29	33,203.	75,639.	57,347.	42,700.
30	Applicable percentage	30	25%	50%	75%	100%
31	Multiply line 29 by line 30	31	8,301.	37,820.	43,010.	42,700.

Part III Required Installments

Note: Complete lines 32 through 38 of one column before completing the next column.

		1st installment	2nd installment	3rd installment	4th installment	
32	If only Part I or Part II is completed, enter the amount in each column from line 19 or line 31. If both parts are completed, enter the smaller of the amounts in each column from line 19 or line 31	32	8,301.	37,820.	43,010.	42,700.
33	Add the amounts in all preceding columns of line 38. See instructions	33		6,321.	12,642.	18,963.
34	Adjusted seasonal or annualized income installments. Subtract line 33 from line 32. If zero or less, enter -0-	34	8,301.	31,499.	30,368.	23,737.
35	Enter 25% (0.25) of line 5 on page 1 of Form 2220 in each column. Note: "Large corporations," see the instructions for line 10 for the amounts to enter.	35	6,321.	6,321.	6,321.	6,321.
36	Subtract line 38 of the preceding column from line 37 of the preceding column	36				
37	Add lines 35 and 36	37	6,321.	6,321.	6,321.	6,321.
38	Required installments. Enter the smaller of line 34 or line 37 here and on page 1 of Form 2220, line 10. See instructions	38	6,321.	6,321.	6,321.	6,321.