Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning MARCH 1 **, 2009, and ending** FEBRUARY 28 **, 20**10

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: L.E. PHILLIPS FAMILY FOUNDATION, INC

Number and street (or P.O. box number if mail is not delivered to street address): 1011 CENTRE ROAD — Room/suite: 310

City or town, state, and ZIP code: WILMINGTON DE 19805

A Employer identification number: 39-6046126

B Telephone number (see page 10 of the instructions): (715) 839-2139

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

H Check type of organization: ☑ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 85131357

J Accounting method: ☐ Cash ☑ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the 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)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	598243	598243	598243	
	4	Dividends and interest from securities	2116573	2116573	2116573	
	5a	Gross rents	0	0	0	
	b	Net rental income or (loss) 0				
	6a	Net gain or (loss) from sale of assets not on line 10	0			
	b	Gross sales price for all assets on line 6a 0				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications			0	
	10a	Gross sales less returns and allowances 0				
	b	Less: Cost of goods sold 0				
	c	Gross profit or (loss) (attach schedule)	0		0	
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	2714816	2714816	2714816	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	49696	39757	39757	9939
	14	Other employee salaries and wages	0	0	0	0
	15	Pension plans, employee benefits	9524	7619	7619	1905
	16a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	2110	1022	1022	1088
	c	Other professional fees (attach schedule)	17748	17245	17245	503
	17	Interest	0	0	0	0
	18	Taxes (attach schedule) (see page 14 of the instructions)	27064	643	643	0
	19	Depreciation (attach schedule) and depletion	524	524	524	
	20	Occupancy	1698	1359	1359	339
	21	Travel, conferences, and meetings	0	0	0	0
	22	Printing and publications	0	0	0	0
	23	Other expenses (attach schedule)	5658	4498	4498	1050
	24	**Total operating and administrative expenses.** Add lines 13 through 23	114022	72667	72667	14824
	25	Contributions, gifts, grants paid	4018560			3803560
	26	**Total expenses and disbursements.** Add lines 24 and 25	4132582	72667	72667	3818384
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(1417766)			
	b	**Net investment income** (if negative, enter -0-)		2642149		
	c	**Adjusted net income** (if negative, enter -0-)			2642149	

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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	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	53425	33465	33465
	2 Savings and temporary cash investments	34364690	33480029	33480029
	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 page 16 of the 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)	3644211	2622217	2622217
	b Investments—corporate stock (attach schedule)	2540358	2540358	48936062
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
	14 Land, buildings, and equipment: basis ▶ 2820			
	Less: accumulated depreciation (attach schedule) ▶ (1317)	196	1503	1503
	15 Other assets (describe ▶ INTEREST RECEIVABLE)	65235	58081	58081
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	40668115	38735653	85131357
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	689500	215000	
	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 ▶ FEDERAL EXCISE TAX, FLEX)	9602	(30594)	
	23 **Total liabilities** (add lines 17 through 22)	699102	184406	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	6151614	6151614	
	29 Retained earnings, accumulated income, endowment, or other funds	33817399	32399633	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	39969013	38551247	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	40668115	38735653	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	39969013
2	Enter amount from Part I, line 27a	2	(1417766)
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	38551247
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	38551247

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., 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)
1a				
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) F.M.V. 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	0
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	4037803	81839513	.0493381
2007	3881582	85950471	.0451607
2006	3597863	78982785	.0455525
2005	3331136	73116694	.0455592
2004	3062404	67424111	.0454200

2	**Total** of line 1, column (d)	2	.2310305
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.0462061
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	78880981
5	Multiply line 4 by line 3	5	3644782
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	26421
7	Add lines 5 and 6	7	3671203
8	Enter qualifying distributions from Part XII, line 4	8	4033384

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	26421
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	26421
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	26421
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 56940		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c:		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	56940
8	Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	30519
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 30519 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
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.*	2		✓
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*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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?	6	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DELAWARE, WISCONSIN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ NONE

14 The books are in care of ▶ PATRICIA ELLENSON Telephone no. ▶ 715/839-2139
Located at ▶ 3925 N. HASTINGS WAY EAU CLAIRE WI ZIP+4 ▶ 54703-3703

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		✓
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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
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 page 20 of the 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. ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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 2009?	4b		✓

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
SCHEDULE		49,696		

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Part IX-A Summary of Direct Charitable Activities N/A

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions) N/A

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions. 3	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	43597959
b	Average of monthly cash balances	1b	36483407
c	Fair market value of all other assets (see page 24 of the instructions)	1c	848
d	**Total** (add lines 1a, b, and c)	1d	80082214
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . 1e 873160		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	80082214
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	1201233
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	78880981
6	**Minimum investment return.** Enter 5% of line 5	6	3944049

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	3944049
2a	Tax on investment income for 2009 from Part VI, line 5	2a	26421		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	26421
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3917628
4	Recoveries of amounts treated as qualifying distributions			4	0
5	Add lines 3 and 4			5	3917628
6	Deduction from distributable amount (see page 25 of the instructions)			6	0
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	3917628

Part XII **Qualifying Distributions** (see page 25 of the 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	3818384
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	215000
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4033384
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	26421
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4006963

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

Part XIII **Undistributed Income** (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				3917628
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			3997862	
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2009:				
a	From 2004				
b	From 2005				
c	From 2006				
d	From 2007				
e	From 2008				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 4033384				
a	Applied to 2008, but not more than line 2a			3997862	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d	Applied to 2009 distributable amount				35522
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				0
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b	Prior years' undistributed income. Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions				
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				3882106
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9:				
a	Excess from 2005				
b	Excess from 2006				
c	Excess from 2007				
d	Excess from 2008				
e	Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 28 of the 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).)

NONE

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.

NONE

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. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

MARYJO COHEN 3925 N. HASTINGS WAY EAU CLAIRE WI 54703 715/839-2139

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

LETTER WITH ATTACHED BUDGET

c Any submission deadlines:

NONE

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

NORTHWESTERN WISCONSIN CHARITIES PREFERRED FROM EAU CLAIRE / CHIPPEWA CNTYS

Part XV 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
a *Paid during the year*				
SCHEDULE	N/A	SCH	SCHEDULE	3803560
Total . . . . . . ▶ **3a**				3803560
b *Approved for future payment*				
SCHEDULE	N/A	SCH	SCHEDULE	215000
Total . . . . . . ▶ **3b**				4018560

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			512(b) 1	598243	
4 Dividends and interest from securities			512(b)1	2116573	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		2714816	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 2714816

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (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	1a(1)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(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) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

▶ Signature of officer or trustee MARY JO COHEN | 7/14/10 Date | ▶ PRESIDENT Title

Paid Preparer's Use Only

Preparer's signature ▶ Patricia Ellenson	Date 7/12/10	Check if self-employed ▶ ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶ 3925 N HASTINGS WAY EAU CLAIRE WI 54703		EIN ▶	Phone no. 715/839-2139

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

FORM 990-PF
February 28, 2010

Schdule Part I Line 16(b) Accounting Fees

Belfint, Lyons and Shuman	$832
Wipfli	1,278
Corporate filing and accounting services, accounting software support	$2,110

Schedule Part I Line 16(c) Other Professional Fees

Investment services - Locating certificate of deposit investments:	
FNC	$158
Money Desk Mangement	15,076
	$15,234
Secretarial Services	2,514
	$17,748

Schedule Part I Line 18 Taxes

Canadian tax withheld from dividends	$643
Federal excise (1%) tax - Current year	26,421
	$27,064

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

FORM 990-PF
February 28, 2010

Schedule Part I Line 19 Depreciation

Office Equipment	Acquired	Cost	Class Life	Rate	Depreciation
Computer	1-06	$990	5 Years	D.D.	$196
Computer	9-09	675	5 Years	D.D.	135
Software	9-09	1,155	3 Years	S.L.	192
		$2,820			$524

Schedule Part I Line 23 Other Expenses

Telephone	$325
Insurance	428
Office and Computer Supplies	488
Bank Service Charges	3,761
Safe Deposit Box	95
Postage	451
State Filing Fees	110
	$5,658

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

FORM 990-PF
February 28, 2010

Schedule Part II Line 10a Investments - U.S. and State Government Obligations

Shares		End of Year Book Value	End of Year Market Value
1,600,000	CA St GO	$1,599,326	$1,599,326
1,000,000	Chicago IL GO	1,022,891	1,022,891
		$2,622,217	$2,622,217

Schedule Part II Line 10b Investments - Corporate Stocks

Shares		End of Year Book Value	End of Year Market Value
14,662	ACCO Brands	$13,812	$105,127
268,800	Altria Group	94,228	5,408,256
412	ArvinMeritor	1,989	4,804
40,656	Chevron Corp.	171,911	2,939,429
62,392	Fortune Brands	215,654	2,734,641
420	Goodyear Tire	3,307	5,456
186016	Kraft	96,708	5,288,435
1,948	McKesson Corporation	0	115,224
100,975	National Presto Industries, Inc.	586,097	12,739,006
43,200	Pfizer	31,078	758,160
268,800	Philip Morris Int'l	214,717	13,165,824
34,772	Procter & Gamble	28,593	2,200,372
2,000	Timken	25,422	52,460
2,400	Whirlpool	24,658	201,984
97,368	Anglo American Gold Investment ADR	351,413	1,768,203
22,429	Anglogold Ltd.	352,663	815,967
10,714	Barrick Gold Corp.	230,765	403,489
19,950	Gold Fields Ltd.	97,343	229,226
		$2,540,358	$48,936,062

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

FORM 990-PF
February 28, 2010

Schedule Part II Line 14 Land, Buildings and Equipment

	End of Year	
	Book Value	Market Value
Office equipment	$2,820	$2,820
Less: Accumulated depreciation	1,317	1,317
Net book value	$1,503	$1,503

Schedule Part II Line 15 Other Assets

	End of Year	
	Book Value	Market Value
Interest receivable on temporary investments	$26,081	$26,081
Interest receivable on State Municipal Bonds	32,000	32,000
	$58,081	$58,081

0

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

FORM 990-PF
February 28, 2010

Schedule Part VIII Line 1 Officers, Directors

Name and Address	Title and Time	Employee Plans	Expense Account	Compensation
Maryjo Cohen National Presto Industries Eau Claire, WI	President & Director One-half hour	0	0	$0
Eileen Cohen 1703 Drummond Street Eau Claire, WI	Vice President & Director One-half hour	0	0	0
Randy F.Lieble 5724 McKai Street Eau Claire, WI	Vice President, Treasurer & Director One-half hour	0	0	0
Vernon B. Haas 22695 20th Avenue Cadott, WI	Secretary & Director One-half hour	0	0	0
Amy Alpine 5890 Prill Road Eau Claire, WI	Director	0	0	0
Patricia Ellenson National Presto Industries Eau Claire, WI	Assistant Secretary/ Treasurer 20 hours	0	0	49,696
				$49,696

L. E. PHILLIPS FAMILY FOUNDATION, INC. **39-6046126**

FORM 990-PF
FEBRUARY 28, 2010

Schedule Part X Line 1e Reduction Claimed For Blockage

Description	% Outstanding		FMV	Discount
100,975 Sh.	6,857,540	1.47%	8,731,603	10%

Blockage was calculated @10% (the maximum percentage allowed) despite the fact that appraisal has determined the percentage to be higher.

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

FORM 990-PF
FEBRUARY 28, 2010

Schedule Part XII Line 3b Set Aside - Cash Distribution Test

Specific Project	$ Set-aside	Paid	Approximate Payment Date*	Project Completed Prior to 2/28/10
Current Year Set Asides				
Chippewa Valley Theater Guild Lift Project	5,000		2/1/2011	No
Eau Claire Children's Theater Building Additon	100,000		10/1/2011	No
Hope Lodge	10,000		12/31/2010	No
University of Wisconsin Eau Claire Foundation, inc Melvin S. Cohen Eminent Scholar Program	100,000		12/1/2011	No
	-			
Total	$ 215,000			
Prior Year Set Asides				
L E Phillips Memorial Public Library Capital Campaign	187,000	2/28/2010	2/28/2012	Yes
University of Michigan Law School Law School Reunion Program	2,500	2/28/2010	2/28/2010	Yes
St. Joseph's Hospital Emergency Services Area Renovation	500,000	2/28/2010	2/28/2010	Yes
Total	$ 689,500			

* On full faith information and belief.

(d) and (e)

Start-up and Full Payment Periods

Start-up Period	1972	1973	1974	1975	Total
Distributable Amount	539,479	869,519	1,159,918	791,495	
Qualifying Distributions	614,866	414,068	653,372	1,154,682	2,836,988
Start-up Period Minimum %	20%	40%	60%	80%	
Start-up Period Minimum	107,896	347,808	695,951	633,196	1,784,850

100% or more of the distributable amount has been distributed for each full payment period

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Aids Walk Wisconsin 820 N. Plankinton Avenue Milwaukee, WI 53203	Health Care	Research	$500
American Friends of the Israel Museum 500 Fifth Avenue, Suite 2540 New York, NY 10110	Educational	Operating Funds	3,000
American Humanics, Inc. 4601 Madison Avenue Kansas City, MO 64112	Educational	Youth & Humane Service Agency Careers	5,000
Author's Guild Foundation 31 East 32nd Street, 7th Floor New York, NY 10116	Educational	Operating Funds	300
Barbershop Harmony Society 4822 Rutledge Street SE Prior Lake, MN 55372-1847	Educational	Operating Funds	3,000
Boys Scouts of America Chippewa Valley Council 710 S. Hastings Way Eau Claire, WI 54701	Educational	Operating Funds	700
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217-9985	Educational	Operating Funds	150
Brooklyn Botanic Garden 1000 Washington Avenue Brooklyn, NY 11225-9978	Educational	Operating Funds	150
Children's Museum of Eau Claire 220 S. Barstow Street Eau Claire, WI 54701	Educational	Operating Funds	500
Chippewa Area Catholic Schools 1316 Bel Air Boulevard Chippewa Falls, WI 54729	Educational	Operating Funds	500
Chippewa County Humane Association PO Box 562 Chippewa Falls, WI 54729	Educational	Operating Funds	500

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Chippewa Falls Public Library 105 W. Central Street Chippewa Falls, WI 54729	Educational	Operating Funds	100
Chippewa Falls Senior High School Music Department 735 Terrill Street Chippewa Falls, WI 54729	Educational	Operating Funds	2,000
Chippewa Valley Free Clinic 421 Graham Avenue Eau Claire, WI 54701	Health Care	Operating Funds	1,000
Chippewa Valley Museum PO Box 1204 Eau Claire, WI 54703	Educational	Operating Funds	500
Christ Church Cathedral 510 S. Farwell Street Eau Claire, WI 54701	Religious	Operating Funds	100
City Center 130 West 56th Street New York, NY 10019	Educational	Operating Funds	500
Commentary, Inc. 165 East 56 Street New York, NY 10022-2746	Educational	Operating Funds	10,000
Community Conservation, Inc. 50542 One Quiet Lane Gays Mills, WI 54631-8178	Educational	Operating Funds	500
Concordia Ev Lutheran Church 3515 London Road Eau Claire, WI 54701	Religious	Operating Funds	100
Cornucopia Institute PO Box 126 Cornucopia, WI 54827	Educational	Operating Funds	1,500

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Council on the Environment, Inc. NYC Greenmarket 51 Chambers Street, Rm 228 New York, NY 10027	Educational	Operating Funds	500
Cray Academy - CESA 10 725 West Park Avenue Chippewa Falls, WI 54729	Educational	Operating Funds	500
Dance / NYC 63 Greene Street New York, NY 10012	Educational	Operating Funds	500
Disabled American Veterans PO Box 14301 Cincinnati, OH 45250-0301	Health Care	Operating Funds	250
Dunn County Humane Society 302 Brickyard Road Menomonie, WI 54751	Educational	Operating Funds	500
Easter Seals 2809 E. Hamilton Avenue Eau Claire, WI 54701	Public Charity	Research	800
Eau Claire County Humane Assn. 3900 Old Town Road Eau Claire, WI 54701	Educational	Operating Funds	500
Eau Claire County Sheriff's Office 728 Second Avenue Eau Claire, WI 54703	Educational	Operating Funds	3,000
Eau Claire Regional Arts Center 316 Eau Claire Street Eau Claire, WI 54701	Educational	Operating Funds	1,000
Eau Claire Figure Skating Club PO Box 8224 Eau Claire, WI 54702	Educational	Operating Funds	100

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Endangered Resources Fund Department of Natural Resources 101 South Webster Street Box 7921 Madison, WI 53707	Educational	Operating Funds	500
Feed My People Food Bank 331 Putnam Street Eau Claire, WI 54703	Educational	Operating Funds	500
Flying Eagles Ski Club 2809 E Hamilton Ave #226 Eau Claire, WI 54701	Educational	Operating Funds	100
Friends of Beaver Creek Reserve S1 County Road K Fall Creek, WI 54742	Educational	Operating Funds	1,100
Friends of the L. E. Phillips Memorial Public Library 400 Eau Claire Street Eau Claire, WI 54701	Educational	Operating Funds	700
Friends of Washoe 400 East University Way Ellensburg, WA 98926-9903	Educational	Operating Funds	500
Future Farmers of America 1241 John Q Hammons Drive Madison, WI 53717	Educational	Operating Funds	100
Gorilla Foundation 2550 Ninth Street, Suite 1081 Berkeley, CA 94710-2553	Educational	Operating Funds	500
Guthrie Theater Foundation PO Box 86 Minneapolis, MN 55486-1075	Educational	Operating Funds	1,000
Habitat for Humanity International PO Box 6439 Americus, GA 31709-6439	Public Charity	Operating Funds	300

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Hallie Youth Baseball Association 9842 Cnty Hwy Q Chippewa Falls, WI 54729	Educational	Operating Funds	100
Heifer Project International PO Box 1692 Merrifield, VA 22116-9861	Public Charity	Operating Funds	500
Helping Hands Monkey Helpers for the Disabled 541 Cambridge Street Boston, MA 02134	Educational	Operating Funds	1,000
History Theatre 30 East 10th Street St. Paul, MN 55101	Educational	Operating Funds	300
Hospice Support Care, Inc. 1701 Fall Hill Avenue, Ste 109 Fredricksburg, VA 22401	Health Care	Operating Funds	100
Ice Age Park & Trail Foundation 207 E. Buffalo Street, Suite 515 Milwaukee, WI 53202-5712	Educational	Operating Funds	300
Immaculate Conception School 1703 Sherwin Avenue Eau Claire, WI 54701	Educational	Operating Funds	100
Independent Institute 100 Swan Way Oakland, CA 94621-1428	Educational	Public Policy Research	1,000
Institute For Justice 1717 Pennsylvania Avenue, NW Washington, DC 20006	Public Charity	Education	1,000
International Crane Foundation E11376 Shady Lane Road Baraboo, WI 53913-0447	Educational	Operating Funds	100
Joyce Theatre Foundation 175 Eighth Avenue New York, NY 10011	Educational	Operating Funds	500

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Lake Street United Methodist Church 337 Lake Street Eau Claire, WI 54701	Religious	Operating Funds	150
Land Use Institute\1000 Friends of WI 16 North Carroll Street, Suite 810 Madison, WI 53703-2726	Educational	Operating Funds	500
L. E. Phillips Career Development Ctr. 1515 Ball Street Eau Claire, WI 54703	Educational	Operating Funds	230,000
L. E. Phillips Senior Center 1616 Belinger Street Eau Claire, WI 54703	Educational	Operating	7,500
Literacy Volunteers of America 221 W. Madison Street, Suite 222 Eau Claire, WI 54703	Educational	Operating Funds	30,000
Lost Creek Ranch N5011 490th Street Ellsworth, WI 54011	Educational	Operating Funds	500
Mabel Tainter Theater 205 Main Street Menomonie, WI 54751	Educational	Operating Funds	1,000
Master Singers PO Box 3194 Eau Claire, WI 54702-3194	Educational	Operating Funds	1,000
Mayo Foundation 200 First Avenue SW Rochester, MN 55905	Health Care	Research	10,000
Medical College of Wisconsin 8701 Watertown Plank Road Milwaukee, WI 53226-0509	Health Care	Research	500

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Melvin S. Cohen Trust F/B/O Minneapolis Federation For Jewish Service 3925 North Hastings Way Eau Claire, WI 54703	509(a)(3) Exempt Organization	Trust Principal For The Benefit Of Minneapolis Federation For Jewish Service	2,644,000
Memorial High School 2225 Keith Street Eau Claire, WI 54701	Educational	Operating Funds	100
Metropolitan Museum of Art PO Box 814 New York, NY 10130-0087	Educational	Operating Funds	100
Midwest Organic & Sustainable Education Services (MOSES) PO Box 339 Spring Valley, WI 54767	Educational	Operating Funds	100
Midwest Renewable Energy Association 7558 Deer Road Custer, WI 54423-9734	Educational	Operating Funds	500
Montessori Charter School 400 Cameron Street Eau Claire, WI 54703	Educational	Operating Funds	2,000
Natural Resources Defense Council PO Box 1830 Merrifield, VA 22116-8030	Educational	Operating Funds	1,000
Newman Roman Catholic Community 110 Garfield Avenue Eau Claire, WI 54701	Educational	Operating Funds	2,000
New York Foundation for the Arts 155 Avenue of the Americas, 14th Floor New York, NY 10013	Educational	Operating Funds	500
Pacific Research Institute For Public Policy 755 Sansome Street, Suite 450 San Francisco, CA 94111-1703	Educational	Public Policy Research	2,000

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Pathways Project Teen Inc. PO Box 4 Chippewa Falls, WI 54729	Educational	Operating Funds	300
Paul Taylor Dance Foundation 552 Broadway, 2nd Floor New York, NY 10012	Educational	Operating Funds	500
Patronato Benefico Oriental of the United States 2600 S.W. 3rd Avenue, Suite 600 Miami, FL 33129	Educational	Operating Funds	1,500
Pueblo a Pueblo, Inc. PO Box 11486 Washington, DC 20008	Public Charity	Operating Funds	300
Reason Foundation 3415 S. Sepulveda Boulevard Los Angeles, CA 90034-6064	Public Charity	Operating Funds	2,000
Second Wind Foundation 4601 Hamblen Ct. Seabrook, TX 77586	Educational	Operating Funds	500
So Institute for Education and Research 31 McAlister Drive New Orleans, LA 70118	Educational	Operating Funds	250
South Middle School 2115 Mitscher Avenue Eau Claire, WI 54701	Educational	Operating Funds	750
Special Olympics Wisconsin PO Box 8546 Madison, WI 53708-8546	Educational	Operating Funds	500
St. Ann's Warehouse 45 Main Street, Suite 315 Brooklyn, NY 11201	Educational	Operating Funds	150

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
St. Paul Evangelical Lutheran Church Manawa, WI 54949	Religious	Operating Funds	1,000
St. Francis Food Pantry 1221 Truax Boulevard Eau Claire, WI 54703	Religious	Operating Funds	60
St. Joseph's Hospice 2661 County Highway I Chippewa Falls, WI 54729	Health Care	Operating Funds	100
Strum Public Library PO Box 10 Strum, WI 54770	Educational	Operating Funds	500
Temple Sholom PO Box 1059 Eau Claire, WI 54702-1059	Religious	Operating Funds	1,500
The Seeing Eye PO Box 375 Morristown, NJ 07963	Educational	Operating Funds	50,000
United Lubavitch Yeshiva 632 Montgomery Street Brooklyn, NY 11225	Religious	Operating Funds	500
United Way of Eau Claire PO Box 232 Eau Claire, WI 54702-0232	Public Charity	Operating Funds	15,000
University of Michigan 906 South University Ann Arbor, MI 48109-1195	Educational	Business School 250 Law School 0 Martha Cook Bldg 500 Student Publications 450	1,200
University of Wisconsin Eau Claire Foundation Schofield Hall 214 Eau Claire, WI 54702-4004	Educational	Internship Program 70,000 Professorship 65,000 Scholarships 8,000 Music Department 6,300 Library Adv Fund 142,500	291,800

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
University of Wisconsin-Madison Medical School PO Box 8860 Madison, WI 53708-8860	Educational	Scholarship	2,000
VSA arts of Wisconsin 4785 Hayes Road, Ste. 201 Madison, WI 53704	Educational	Operating Funds	500
Washington Legal Foundation 2009 Massachusetts Avenue NW Washington, DC 20036	Public Charity	Operating Funds	1,000
West Wisconsin Land Trust 500 E. Main Street Menomonie, WI 54751	Educational	Operating Funds	500
White Pine Wildlife Rehabilitation Center S3091 Oak Knoll Road Fall Creek, WI 54742	Educational	Operating Funds	1,000
Wilderness Inquiry 808 14th Avenue SE Minneapolis, MN 55414-1516	Educational	Operating Funds	500
Wisconsin Center For Academically Talented Youth (WCATY) 2909 Landmark Place Madison, WI 53713	Educational	Operating Funds	750
Wisconsin Academic Decathlon Foundation, Inc. 595 Baeten Road Green Bay, WI 54304	Educational	Operating Funds	400
Wisconsin Historical Society 816 State Street Madison, WI 53791-9495	Educational	Operating Funds	500

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Wisconsin Public Radio PO Box 14197 Madison, WI 53708-0197	Educational	Operating Funds	1,000
Wisconsin Public Television 821 University Avenue Madison, WI 53706-1412	Educational	Operating Funds	5,750
Wisconsin Taxpayers Alliance 401 N. Lawn Avenue Madison, WI 53704-5033	Educational	Operating Funds	2,000
WNYC Radio 1 Centre Street New York, NY 10007	Educational	Operating Funds	500
WYES/New Orleans 111 Veterans Boulevard, Ste. 250 New Orleans, LA 70005	Educational	Operating Funds	435,000
YMCA PO Box 195 Chippewa Falls, WI 54729	Public Charity	Operating Funds	250
YMCA 700 Graham Avenue Eau Claire, WI 54701	Public Charity	Operating Funds	1,500
			$3,803,560

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

Form 990-PF
February 28, 2010

Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT

Schedule Part XV Line 3(b) Approved for Future Payment

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Chippewa Valley Theatre Guild 102 West Grand Avenue Eau Claire, WI 54703	Educational	Operating Funds	$5,000
Eau Claire Children's Theatre 1814 Oxford Avenue Eau Claire, WI 54703	Educational	Operating Funds	100,000
Hope Lodge 1120 Pennsylvania Avenue Kansas City, MO 64105	Health Care	Operating Funds	10,000
University of Wisconsin Eau Claire Foundation Schofield Hall 214 Eau Claire, WI 54702-4004	Educational	Operating Funds	100,000
			$215,000