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

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation
LITTLE RAPIDS CORPORATION - EGAN FAMILY FOUNDATION, INC.

A Employer identification number
39-1570620

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
PO BOX 19031, 2273 LARSEN ROAD

B Telephone number
(920) 490-5215

City or town, state, and ZIP code
GREEN BAY, WI 54307-9031

C If exemption application is pending, check here ▶ [ ]

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [X] Name change

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 1,012,330.

J Accounting method: [ ] Cash [X] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

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))	(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	100,000.		N/A	
2 Check ▶ [ ] if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	31.	31.		STATEMENT 1
4 Dividends and interest from securities	47,013.	47,013.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,432.			
b Gross sales price for all assets on line 6a 111,000.				
7 Capital gain net income (from Part IV, line 2)		4,432.		
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)				
11 Other income				
12 **Total.** Add lines 1 through 11	151,476.	51,476.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees				
c Other professional fees				
17 Interest				
18 Taxes STMT 3	260.	260.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 4	2,522.	-28.		2,550.
24 **Total operating and administrative expenses.** Add lines 13 through 23	2,782.	232.		2,550.
25 Contributions, gifts, grants paid	100,350.			100,350.
26 **Total expenses and disbursements.** Add lines 24 and 25	103,132.	232.		102,900.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	48,344.			
b **Net investment income** (if negative, enter -0-)		51,244.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	6,098.	12,755.	12,755.
	2	Savings and temporary cash investments	13,735.	21,603.	21,603.
	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			
	7	Other notes and loans receivable ▶			
		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 STMT 5	76,287.	86,768.	90,708.
	b	Investments - corporate stock STMT 6	857,267.	880,605.	887,264.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment. basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	953,387.	1,001,731.	1,012,330.
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			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
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 ▶ [X] 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	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	953,387.	1,001,731.	
	30	**Total net assets or fund balances**	953,387.	1,001,731.	
	31	**Total liabilities and net assets/fund balances**	953,387.	1,001,731.	

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	953,387.
2	Enter amount from Part I, line 27a	2	48,344.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,001,731.
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	1,001,731.

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	SEE ATTACHED STATEMENT			
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	111,000.		106,568.	4,432.

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				4,432.

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** 4,432.

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)
If (loss), enter -0- in Part I, line 8 **3** N/A

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 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))
2010	100,453.	878,601.	.114333
2009	82,402.	603,190.	.136610
2008	74,885.	721,299.	.103820
2007	91,780.	811,508.	.113098
2006	75,366.	737,419.	.102202

2	Total of line 1, column (d)	2	.570063
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	.114013
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	1,041,792.
5	Multiply line 4 by line 3	5	118,778.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	512.
7	Add lines 5 and 6	7	119,290.
8	Enter qualifying distributions from Part XII, line 4	8	102,900.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)	1	1,025.
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	1,025.
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	1,025.
6	Credits/Payments		
a	2011 estimated tax payments and 2010 overpayment credited to 2011 — 6a		
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	0.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	11.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,036.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ Refunded ▶	11	

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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		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*	3	X	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		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?	6		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 XV.*	7	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 *General Instruction G? If "No," attach explanation*	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 instructions)	11		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)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KRISTINE FIRGENS Telephone no ▶ (920) 490-5215

Located at ▶ C/O LITTLE RAPIDS CORP 2273 LARSEN RD, GREEN BAY, ZIP+4 ▶ 54307-9031

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 N/A

			Yes	No
16	At any time during calendar year 2011, 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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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 instructions)? N/A	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 2011?	1c		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	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) N/A	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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 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 2011.)* N/A	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 2011?	4b		X

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 [X] 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 [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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)?	[ ] Yes [X] 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 [X] 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 instructions)?	N/A	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? N/A	[ ] 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 [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
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 [X] No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	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.

(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 7		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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

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 THE FOUNDATION'S PRINCIPAL CHARITABLE ACTIVITY CONSISTS SOLELY OF GRANT-MAKING ACTIVITIES. IN 2011, GRANTS WERE PAID OR AUTHORIZED FOR FUTURE PAYMENT TO EIGHTEEN ORGANIZATIONS.	100,350.
2 N/A	0.
3 N/A	0.
4 N/A	0.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X 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	1,028,034.
b	Average of monthly cash balances	1b	29,623.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,057,657.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,057,657.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,865.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,041,792.
6	**Minimum investment return.** Enter 5% of line 5	6	52,090.

Part XI 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 X, line 6	1	52,090.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 1,025.		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,025.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	51,065.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	51,065.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	51,065.

Part XII 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	102,900.
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	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	102,900.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	102,900.

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 instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				51,065.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006 39,371.				
b From 2007 52,571.				
c From 2008 39,504.				
d From 2009 52,528.				
e From 2010 57,437.				
f Total of lines 3a through e	241,411.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 102,900.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				51,065.
e Remaining amount distributed out of corpus	51,835.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	293,246.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	39,371.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	253,875.			
10 Analysis of line 9				
a Excess from 2007 52,571.				
b Excess from 2008 39,504.				
c Excess from 2009 52,528.				
d Excess from 2010 57,437.				
e Excess from 2011 51,835.				

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

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 2011, 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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a 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 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 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

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 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				
SCHOLARSHIP AMERICA ONE SCHOLARSHIP WAY, P.O. BOX 297 SAINT PETER, MN 56082			SCHOLARSHIP AWARDS	45,150.
SHAWANO JAZZ FOUNDATION PO BOX 296 SHAWANO, WI 54166			GENERAL APPEAL	2,000.
UW STEVENS POINT PAPER SCIENCE FOUNDATION 2100 MAIN STREET STEVENS POINT, WI 54481			PAPER SCIENCE & ENGINEERING PROGRAM SCHOLARSHIPS	10,000.
FAMILY SERVICES OF NE WISCONSIN P.O. BOX 22308 GREEN BAY, WI 54305			ANNUAL CAMPAIGN	5,000.
BIG BROTHERS & BIG SISTERS OF NORTHEST WISCONSIN 1345 W. MASON STREET GREEN BAY, WI 54303			COMPUTERS & MONITORS	4,600.
Total SEE CONTINUATION SHEET(S)			▶ 3a	100,350.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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			14	31.	
4 Dividends and interest from securities			14	47,013.	
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			18	4,432.	
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.		51,476.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 51,476.

(See worksheet in line 13 instructions to verify calculations)

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

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)
	N/A

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
		N/A	

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
N/A		

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

▶ X [signature] 4/4/12 ▶ Treasurer

Signature of officer or trustee | Date | Title

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JAMES J. ANDREUCCI, JR.	[signature]	3/5/12		P00616716

Firm's name ▶ CLIFTONLARSONALLEN LLP — Firm's EIN ▶ 41-0746749

Firm's address ▶ 10700 WEST RESEARCH DRIVE, SUITE 200 MILWAUKEE, WI 53226 — Phone no 414-476-1880

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2011

Name of the organization	**Employer identification number**
LITTLE RAPIDS CORPORATION - EGAN FAMILY FOUNDATION, INC.	39-1570620

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	☒ 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

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution 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 a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), 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 Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization
LITTLE RAPIDS CORPORATION - EGAN FAMILY FOUNDATION, INC.

Employer identification number
39-1570620

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	LITTLE RAPIDS CORPORATION 2273 LARSEN ROAD, PO BOX 19031 GREEN BAY, WI 543079031	$ 100,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
LITTLE RAPIDS CORPORATION - EGAN FAMILY FOUNDATION, INC.	39-1570620

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
		$	

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

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

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

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

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

Name of organization	Employer identification number
LITTLE RAPIDS CORPORATION - EGAN FAMILY FOUNDATION, INC.	39-1570620

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. 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.) ▶ $

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

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
PAPER DISCOVERY CENTER 425 WEST WATER STREET APPLETON, WI 54911			SCHOOL FIELD TRIP PROGRAMS	2,500.
CITY OF DE PERE 600 GRANT STREET DE PERE, WI 54115			RECREATIONAL SCHOLARSHIP PROGRAM	1,000.
HERITAGE HILL FOUNDATION 2640 S. WEBSTER AVE GREEN BAY, WI 54301			THE COTTON CLUB	1,000.
SHAWANO POLICE DEPARTMENT 125 S. SAWYER STREET SHAWANO, WI 54166			NATIONAL CHILD SAFETY COUNCIL	500.
ASPIRO 1673 DOUSMAN STREET GREEN BAY, WI 54303			SPONSORSHIP FOR AWARENESS WALK	500.
OPTIMIST INTERNATIONAL FOUNDATION P.O. BOX 13124 GREEN BAY, WI 54307			SPONSORSHIP FOR JEFFERSON SCHOOL PROGRAM	500.
LITERACY GREEN BAY 424 S. MONROE AVE. GREEN BAY, WI 54301			GENERAL APPEAL	3,000.
CHILDREN'S PROMISE 1484 MCCORMICK ST. GREEN BAY, WI 54301			GENERAL APPEAL	1,000.
CASA OF BROWN COUNTY 414 E. WALNUT ST., STE. 281 GREEN BAY, WI 54301			GENERAL APPEAL	3,600.
HOWE NEIGHBORHOOD FAMILY RESOURCE 526 SOUTH MONROE ST. GREEN BAY, WI 54301			GENERAL APPEAL	4,000.
Total from continuation sheets				33,600.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
SALVATION ARMY 626 UNION COURT GREEN BAY, WI 54303			CHRISTMAS CAMPAIGN	4,000.
COLLEGE OF MENOMINEE NATION P.O. BOX 1179 KESHENA, WI 54135			GOLF EVENT	10,000.
UNITY HOSPICE 2366 OAK RIDGE CIRCLE DE PERE, WI 54115			GENERAL APPEAL	2,000.
Total from continuation sheets				

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	1266.968 SH WF ADV GOVT SECURITIES - ADM #3708	P	VARIOUS	06/23/11
b	2042.629 SH WF ADV GOVT SECURITIES - ADM #3708	P	VARIOUS	12/14/11
c	1102.779 SH WF ADV INDEX FUND - ADMIN #88	P	VARIOUS	06/23/11
d	312.35 SH WF ADV INDEX FUND - ADMIN #88	P	VARIOUS	12/14/11
e	793.651 SH WF ADV SMALL CO VALUE - ADMIN #1817	P	VARIOUS	06/23/11
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	14,000.		13,645.	355.
b	23,000.		22,016.	984.
c	50,000.		47,915.	2,085.
d	13,000.		13,560.	-560.
e	11,000.		9,432.	1,568.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
	(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	
a				355.
b				984.
c				2,085.
d				-560.
e				1,568.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	4,432.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BAIRD - MONEY MARKET FUND & BROKERAGE ACCOUNT	31.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	31.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
WELL FARGO DIVIDENDS	40,513.	0.	40,513.
WISCONSIN POWER & LIGHT	6,500.	0.	6,500.
TOTAL TO FM 990-PF, PART I, LN 4	47,013.	0.	47,013.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2010 FEDERAL TAXES	260.	260.		0.
TO FORM 990-PF, PG 1, LN 18	260.	260.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEE	2,550.	0.		2,550.
BANK FEES	-28.	-28.		0.
MISCELLANEOUS EXPENSE	0.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,522.	-28.		2,550.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BAIRD SECURITIES	X		273.	426.
WELLS FARGO SECURITIES	X		86,495.	90,282.
TOTAL U.S. GOVERNMENT OBLIGATIONS			86,768.	90,708.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			86,768.	90,708.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BAIRD SECURITIES	101,000.	113,250.
WELLS FARGO SECURITIES	779,605.	774,014.
TOTAL TO FORM 990-PF, PART II, LINE 10B	880,605.	887,264.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 7

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS M. EGAN PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	PRESIDENT/DIRECTOR 0.50	0.	0.	0.
JOHN R. WIRCH PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	VICE PRESIDENT 0.50	0.	0.	0.
KIRK S. RYAN PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	VICE PRESIDENT/DIRECTOR 0.50	0.	0.	0.
CYBELLE A. EGAN PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	VICE PRESIDENT/DIRECTOR 0.50	0.	0.	0.
EDWARD J. GRYS PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	VICE PRESIDENT 0.50	0.	0.	0.
RAYMOND M. SCHUMER PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	TREASURER 0.50	0.	0.	0.
RONALD THIRY PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	VICE PRESIDENT 0.50	0.	0.	0.
BAILEY EGAN CLOUDMAN PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	VICE PRESIDENT 0.50	0.	0.	0.
BRIAN SEGRIN PO BOX 19031, 2273 LARSEN ROAD GREEN BAY, WI 54307	VICE PRESIDENT 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

GODFREY & KAHN S C
ANDREW LAURITZEN
780 N WATER ST
MILWAUKEE WI 53202

UNITED STATES OF AMERICA

The State of Wisconsin

DATE: DECEMBER 22, 1986

OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

The undersigned, as Secretary of State of the State of Wisconsin, hereby certifies that, on the date above written, Articles of Incorporation (or Association) of

THE EGAN FOUNDATION, INC.

were filed in my office under the provisions of the Wisconsin Statutes, and in particular under

CHAPTER 181-THE WISCONSIN NONSTOCK CORPORATION LAW

THE STATE OF WISCONSIN does hereby grant unto said organization the powers and privileges conferred upon such organization by the Wisconsin Statutes for the pursuit of any purposes lawful under the chapter or section, of the Wisconsin Statutes, of its organization except as such purposes may be further limited in said Articles. IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal, at Madison, on 12/22/1986

Douglas La Follette

DOUGLAS La FOLLETTE
Secretary of State

ORM 3

SEE REVERSE FOR MORE INFORMATION

ARTICLES OF INCORPORATION

OF

THE EGAN FOUNDATION, INC.

These Articles of Incorporation are executed by the undersigned, being a natural person of the age of eighteen (18) years or more, for the purpose of forming a Wisconsin non-profit corporation under Chapter 181 of the Wisconsin Statutes:

ARTICLE I

Name

The name of the corporation is: The Egan Foundation, Inc.

ARTICLE II

Existence

The period of existence of the corporation shall be perpetual.

ARTICLE III

Purposes

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes, and to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) and for the prevention of cruelty to children or animals, and limited to the exclusive purposes permitted for tax-exempt status under Section

501(c)(3) of the Internal Revenue Code of 1954 and corresponding sections of applicable successor Revenue Acts, including receiving contributions and paying them over to other organizations organized and operated exclusively for one or more of the purposes specified herein which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any successor Revenue Act. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual and no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV

Powers

The corporation shall have all powers conferred upon non-stock, non-profit corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provision thereto as now enacted or hereafter amended. Such powers shall be exercised only in fulfillment of the purposes of the corporation set forth herein.

ARTICLE V

Members

The corporation shall have no members.

ARTICLE VI

Offices

The principal office of the corporation is located in Brown County, Wisconsin and the mailing address of such office is c/o 2050 Riverside Drive, Green Bay, Wisconsin 54301. The address of the registered agent of the corporation is 2050 Riverside Drive, Green Bay, Wisconsin 54301, and the name of the registered agent at such address is Charles N. Egan, Jr.

ARTICLE VII

Number of Directors

The number of directors constituting the initial Board of Directors of the corporation shall be three (3). The number of directors of the corporation may, however, be changed from time to time by the bylaws of the corporation, but in no case shall be less than three (3).

ARTICLE VIII

Initial Directors

The names and addresses of the persons who are to serve as initial directors until their successors are elected and shall qualify as provided in the bylaws of the corporation are:

Name	Address
Richard D. Egan	2273 Larsen Road Green Bay, WI 54303
M. Katheryn Egan Stout	110 North Mill Road N.W. Atlanta, GA 30328

Harold J. Bergman 2273 Larsen Road
Green Bay, WI 54303

The manner in which the directors, after the initial Board of Directors, shall be elected or appointed shall be provided in the bylaws.

ARTICLE IX

Dissolution

Upon dissolution of the corporation, its net assets shall be distributed to such governmental entities or charitable tax-exempt organizations organized and operated exclusively for one or more of the purposes specified in Article III, above, which are of the type described in subsections 2055(a)(1) or (2) of the Internal Revenue Code of 1954 or corresponding provisions of any successor Revenue Act, as shall be selected by the directors of the corporation.

ARTICLE X

Incorporator

The name and address of the incorporator is Andrew R. Lauritzen, 780 North Water Street, Milwaukee, WI 53202.

ARTICLE XI

Distributions

For each taxable year the corporation shall distribute for the purposes specified in Article III, above, income and/or principal in amounts at least sufficient to avoid liability for any tax under Section 4942 of the Internal Revenue Code of 1954 as amended.

1107461

REGISTER OF DEEDS
BROWN COUNTY

1986 DEC 29 AM 11: 05

Cathy Williquette
REGISTER OF DEEDS

14.00

ARTICLE XII

Certain Restrictions

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 as amended, retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended, make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code of 1954, as amended, or make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended.

Executed in duplicate on this 19th day of December, 1986.

Andrew R. Lauritzen

STATE OF WISCONSIN)
) SS
COUNTY OF MILWAUKEE)

Personally came before me this 19th day of December, 1986, the above-named Andrew R. Lauritzen, to me known to be the person who executed the foregoing instrument and acknowledged the same.

Notary Public, Milwaukee County, Wisconsin
My commission: [illegible]

This instrument was drafted by:
Andrew R. Lauritzen
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202

STATE OF WISCONSIN
FILED

DEC 22 1986

DOUGLAS LA FOLLETTE
SECRETARY OF STATE

Sec. 181.1005 **RECEIVED**
Wis. Stats.

APR 2 5 2011

WISCONSIN DFI

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services

ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

The Egan Foundation, Inc.

(Enter Corporate Name)

Text of Amendment (*Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.*)

RESOLVED, THAT the articles of incorporation be amended by deleting Article I thereof and inserting in its place the following:

ARTICLE I
Name

The name of the corporation is "Little Rapids Corporation - Egan Family Foundation, Inc."

B. Amendment(s) adopted on April 19, 2011

(*Indicate the method of adoption by checking (X) the appropriate choice below.*)

[X] In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

[ ] In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

[ ] In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

STATE OF WISCONSIN
FILED
APR 26 2011
DEPARTMENT OF FINANCIAL INSTITUTIONS

C. Approval by 3rd Person (Contingency Statement)

[ ] Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on April 19, 2011
(Date)

Title: [V] President [ ] Secretary
or other officer title

Thomas M. Egan
(Signature)

THOMAS M. EGAN
(Printed name)

This document was drafted by Wendy Richards
(Name the individual who drafted the document)

FILING FEE - $25.00 See instructions, suggestions and procedures on following page

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

Brenda Lindsay, Paralegal
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, WI 53202

▲ Your **return address** and **phone number** during the day: (414) 273 - 3500

<u>**INSTRUCTIONS**</u> (Ref. sec. 181.1005 Wis. Stats. for document content)

Submit one original and one exact copy to Dept. of Financial Institutions, P O Box 7846, Madison WI, 53707-7846, together with a **FILING FEE of $25.00,** payable to the department. Filing fee is **non-refundable.** (If sent by Express or Priority U.S. mail, address to 345 W. Washington Ave., 3rd Floor, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 608-266-8818 for TDY.

A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: ...... (set forth the amended article).

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

C. Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.

D. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.

BYLAWS

OF

THE EGAN FOUNDATION, INC.

ARTICLE I. PURPOSES, OPERATION

The corporation is organized and shall be operated exclusively for religious, charitable, scientific, literary and educational purposes and to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) and for the prevention of cruelty to children and animals and limited to the exclusive purposes permitted for tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 and corresponding provisions of applicable successor revenue acts. All funds received by the corporation shall be dedicated and invested solely for such purposes. The Board of Directors may establish guidelines for the acceptance of gifts and the disbursement of funds by the corporation in such manner as may, in the judgment of the Board of Directors, be consistent with the purposes of the corporation.

ARTICLE II. OFFICES

SECTION 1. Principal Office. The principal office of the corporation in the State of Wisconsin shall be located in the City of Green Bay, County of Brown. The corporation may have such other offices, either within or without the State of Wisconsin, as the Board of Directors may designate from time to time.

SECTION 2. Registered Office. The registered office of the corporation required by the Wisconsin Nonstock Corporation Law to be maintained in the State of Wisconsin may be, but need not be, identical with the principal office in the State of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE III. BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall utilize and distribute the net earnings and principal funds of the corporation solely in accordance with the purposes for which the corporation was organized.

SECTION 2. Number, Tenure, Manner of Election and Qualifications. The number of directors of the corporation shall be three (3). Each director shall hold office until the next annual election of directors and until his successor shall have been elected except as provided in Section 8 of Article III hereof. Directors shall be elected by the members of the Board of Directors then in office. Directors need not be residents of the State of Wisconsin.

SECTION 3. Regular Meetings. The Board of Directors may provide, by resolution, the time and place, either within or without the State of Wisconsin, for the holding of regular meetings without other notice than such resolution.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or the President or any two directors. The person or persons calling such meetings may fix any time or place for holding any special meeting of the Board of Directors called by them.

SECTION 5. Notice. Notice of any special meeting shall be given at least forty-eight (48) hours previously thereto by oral or written notice delivered personally or mailed to each director at his last known address, or by telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when given to the telegraph company. Whenever any notice whatever is required to be given to any director of the corporation under the provisions of these by-laws or under the provisions of the articles of incorporation or under the provisions of any statute, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting and objects thereat to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

SECTION 6. Quorum. A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but though less than such quorum is present at a meeting a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 7. Manner of Acting. The act of the majority of the directors present at a meeting at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by these by-laws or by law.

SECTION 8. Removal of Director. Any director may be removed from office, either with or without cause, by the affirmative vote of a majority of directors then in office taken at a special meeting of directors called for that purpose.

SECTION 9. Vacancies. Any vacancy occurring in the Board of Directors may be filled until the next succeeding annual election by the affirmative vote of a majority of the directors then in office, although less than a quorum of the Board of Directors.

SECTION 10. Compensation. Subject to the provisions of Article VI, Section 1, below, the Board of Directors, by affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members may establish reasonable compensation of all directors for services rendered to the corporation as directors, officers or otherwise, or may delegate such authority to an appropriate committee.

SECTION 11. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

SECTION 12. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the directors or members of such committee.

ARTICLE IV. OFFICERS

SECTION 1. Principal Officers. The principal officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer, each of whom shall be elected by the

Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and President and Vice President.

SECTION 2. Election and Terms of Office. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at its annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have qualified or until his death or until he shall resign or shall have been removed in the manner provided hereinafter.

SECTION 3. Removal. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

SECTION 4. Vacancies. A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

SECTION 5. President. The President shall be the principal executive officer of the corporation, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or some other law to be otherwise signed or executed, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice President. In the absence of the President or in the event of his death or inability to act, the Vice President or if there shall be more than one, the Vice Presidents in the order determined by the Board of Directors, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President or Vice Presidents, as the case may be, shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

SECTION 7. Secretary. The Secretary shall: (a) keep any minutes of the Board of Directors' meetings in one or more books provided for that purpose; (b) see that all notices are duly given by law; (c) be custodian of the corporate books and records of the corporation; and (d) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for monies due and payable to the corporation from any source whatsoever, and deposit all monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these By-Laws; and (b) in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. Salaries. Officers and directors shall ordinarily serve without compensation, but in unusual circumstances the Board of Directors may approve the salaries for the officers or compensation for directors which shall not be unreasonable for the services rendered by them to the corporation. No officer shall be prevented from receiving any salary by reason of the fact that he is also a director of the corporation.

ARTICLE V

SECTION 1. General Indemnification. The corporation shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

SECTION 2. Indemnification from Derivative Actions. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense of settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

SECTION 3. Expenses. To the extent that a director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 or 2 of this Article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.

SECTION 4. Authorization. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Sections 1 or 2. Such determination shall be made:

(a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

(b) If such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

SECTION 5. Advances. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

SECTION 6. Rights Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which any person indemnified hereunder may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SECTION 7. Contract. The assumption by a person of a term of office as a director, officer, employee or agent of the corporation or, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and the continuance in office or service of those persons who are any such directors, officers, employees or agents as of the adoption of this Article, shall constitute a contract between such person and the corporation entitling him during such term of office or service to all of the rights and privileges of indemnification afforded by this Article as in effect as of the date of his assumption or continuance in such term of office or service, but such contract shall not prevent, and shall be subject to modification by, amendment of this Article at any time prior to receipt by the corporation of actual notice of a claim giving rise to any such person's entitlement to indemnification hereunder.

SECTION 8. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article or Section 181.045 of the Wisconsin Non-Stock Corporation Law.

SECTION 9. Self-Dealing. Notwithstanding any other provision of this Article to the contrary, no person shall be entitled to indemnification hereunder if such indemnification or the payment by the corporation of any monies in connection therewith constitutes, or would constitute, an act of "self-dealing" within the meaning of Section 4941 of the Internal Revenue Code of 1954 or any successor provision thereto. The corporation shall have the right to rely on a written opinion of independent legal counsel with respect to any determination of "self-dealing" hereunder which shall be binding and conclusive unless a contrary determination shall be made in any administrative or court proceeding and the time for appeal by either party to such proceeding shall have expired. If the corporation shall have made any payment under this Article prior to a determination that such payment constitutes an act of "self-dealing," the person to whom or for whose benefit such payment was made shall repay the amount thereof to the corporation on demand if it should subsequently be determined that such payment constituted an act of "self-dealing." Nothing herein shall be construed as placing upon the corporation any obligation to contest by court or administrative proceedings, or otherwise, any assertion that any indemnification or payment pursuant to this Article constitutes an act of self-dealing.

SECTION 10. Effect of Invalidity. The invalidity or unenforceability of any provision of this Article shall not affect the validity or enforceability of any other provision of this Article or of these bylaws.

ARTICLE VI

Miscellaneous

SECTION 1. Internal Revenue Code. Notwithstanding anything herein contained to the contrary, no action shall be required or permitted to be taken under these by-laws or by the officers or directors of this corporation which would not be permitted to be taken by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or which would result in the imposition of federal tax under Sections 4941 through 4945, inclusive, of the Internal Revenue Code of 1954, as amended.

SECTION 2. Amendment. These by-laws may be amended or repealed by vote of a majority of the members of the Board of Directors then in office.

Resolutions
of the Board of Directors of
The Egan Foundation, Inc.

A Special Meeting of the Board of Directors of The Egan Foundation, Inc. convened on April 19, 2011 with Notice and with all three (3) Directors Kirk Ryan, Cybelle Egan and Thomas Egan attending by telephone.

Prior to the Special Meeting Thomas Egan provided to the Directors a copy of a resolution adopted on March 3, 2011, by the Board of Directors of Little Rapids Corporation (LRC) to enable The Egan Foundation, Inc. to change its name to include LRC's name in its title as "Little Rapids Corporation - Egan Family Foundation, Inc.". A copy of the LRC Board's resolution is attached to these Resolutions.

Upon motion duly seconded, it is hereby

RESOLVED that the Articles of Incorporation of The Egan Foundation, Inc., be and hereby are amended by deleting Article I thereof and inserting in its place the following:

ARTICLE I

Name

The corporation's name is "Little Rapids Corporation - Egan Family Foundation, Inc."

BE IT FURTHER RESOLVED, that the officers of The Egan Foundation, Inc. be and they hereby are authorized to execute Articles of Amendment on behalf of The Egan Foundation, Inc. and to take any and all action they may deem necessary or appropriate in connection therewith.

Prior to the Special Meeting Thomas Egan also provided to the Directors a draft amendment to the corporation's Bylaws to affirm Egan Family control of the corporation as desired by the Egan Family and as agreed by LRC's Board of Directors.

Therefore, upon motion duly seconded, it is hereby

RESOLVED, that Section 2 of Article III of the Bylaws of the corporation shall be, and it hereby is, amended in its entirety to provide as follows:
"Section 2. Number, Tenure, Manner of Election and Qualifications. The number of directors of the corporation shall be such number, not less than three, as may from time to time be elected by the Board of Directors as hereafter provided. Except for the Chief Executive Officer of Little Rapids Corporation, who may be elected as a director in the discretion of the Board of Directors, no person shall be elected as a director of the corporation who is not a member of the Egan Family (as hereafter defined). Each director shall hold office until the next annual election of directors and until his successor shall have been elected, except as provided in Section 8 of Article III hereof. Directors shall be elected by the members of the Board of Directors then in office; provided, however, that if, for any reason, whether because of death, resignation, removal or otherwise, less than a majority of the members of the Board of Directors should be members of the Egan Family, the persons then serving as trust advisors of the trusts

administered pursuant to the terms of the Charles N. Egan Trust Agreement dated January 12, 1968 shall, by majority vote, appoint one or more members of the Egan Family to the Board of Directors as may be sufficient to comprise a majority of the Board of Directors. Directors need not be residents of the State of Wisconsin. For purposes of this Section 2, the term "Egan Family shall mean one or more members of a group consisting of (i) Patrick K. Egan, Michael F. Egan and Thomas M. Egan; (ii) the issue of any of the persons described in (i); and (iii) the issue of Mary E. Arango. This section 2 may be amended only with the vote or consent of at least a majority of the members of the Board of Directors who are members of the Egan Family."

Upon motion duly seconded, a slate of two additional officers, namely Brian Segrin and Bailey E. Cloudman, were nominated to serve as Vice President commencing immediately and until the next Annual Meeting. In order to vote for election of the new officers, it is hereby

RESOLVED, that Section 2 of Article IV of the Bylaws shall be and it hereby is, temporarily amended to permit Brian Segrin and Bailey E. Cloudman to be so elected for a partial term, and

BE IT FURTHER RESOLVED, that Brian Segrin and Bailey E. Cloudman are elected as Vice President of the Foundation to serve until the next annual meeting of the Board of Directors.

Accordingly, current officers serving until the next Annual Meeting are:

Thomas M. Egan	President
Kirk Ryan	Vice President
Cybelle Egan	Vice President and Secretary
Ron Thiry	Vice President
John Wirch	Vice President
Ed Grys	Vice President
Brian Segrin	Vice President
Bailey E. Cloudman	Vice President
Raymond M. Schumer	Treasurer

Respectfully submitted,

Thomas M. Egan
Director and President
Little Rapids Corporation - Egan Family Foundation, Inc.