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

Department of the Treasury
 Internal Revenue Service

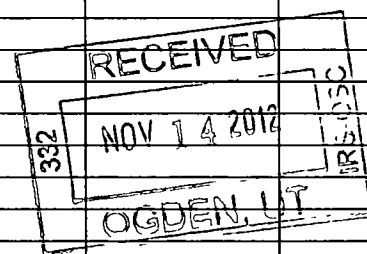
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2011

For calendar year **2011** or tax year beginning , **2011**, and ending , **20**

Name of foundation THE WINGS LIKE EAGLES FOUNDATION		A Employer identification number 68-0526252
Number and street (or P O box number if mail is not delivered to street address) 705 E AJOWAY	Room/suite	B Telephone number (see instructions) 520-882-2417
City or town, state, and ZIP code TUCSON, ARIZONA 85713		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 10,307	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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 <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	40,519			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	131	131		
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	40,650	131	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	276			276
	23 Other expenses (attach schedule)	10			10
	24 Total operating and administrative expenses. Add lines 13 through 23	286			286
	25 Contributions, gifts, grants paid	179,325			183,825
26 Total expenses and disbursements. Add lines 24 and 25	179,611			184,111	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(138,961)				
b Net investment income (if negative, enter -0-)		131			
c Adjusted net income (if negative, enter -0-)			0		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	783	682	682
	2	Savings and temporary cash investments	143,424	19	19
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable	9,562	9,606	9,606
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	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 ▶ Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	153,769	10,307	10,307	
Liabilities	17	Accounts payable and accrued expenses	4,500	0	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	4,500	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	149,269	10,307	
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	149,269	10,307		
31	Total liabilities and net assets/fund balances (see instructions)	153,769	10,307		

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	149,269
2	Enter amount from Part I, line 27a	2	(138,961)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,308
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,307

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(k) Adjusted basis as of 12/31/69	(l) Excess of col. (j) over col. (k), if any		
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
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8				3

Part V 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 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))
2010	136,333	209,929	0.650
2009	143,152	322,191	0.444
2008	192,868	112,293	1.720
2007	200,783	125,092	1.610
2006	160,093	142,385	1.130
2 Total of line 1, column (d)			2 5.554
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 1.111
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 92,152
5 Multiply line 4 by line 3			5 102,381
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1
7 Add lines 5 and 6			7 102,382
8 Enter qualifying distributions from Part XII, line 4 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.			8 184,111

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	1	00
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	00
3	Add lines 1 and 2	3	1	00
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0	00
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1	00
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	6	00
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 <i>O.R. Overpayment.</i>	7	6	00
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0	00
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5	00
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 5 00 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?		<input checked="" type="checkbox"/>
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)? <i>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.</i>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes.</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ Arizona		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

Part VII-A Statements Regarding Activities (continued)

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		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.GUIDESTAR.ORG AND WWW.TWLE.ORG</u>	13	✓	
14	The books are in care of ► <u>THE WINGS LIKE EAGLES FOUNDATION</u> Telephone no. ► <u>520-882-2417</u> Located at ► <u>705 E AJO WAY, TUCSON, ARIZONA</u> ZIP+4 ► <u>85713</u>			
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 ► <u>15</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No ✓

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	
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	✓
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	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 2011?	4b	✓

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

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 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 instructions)? **5b** Yes No
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** Yes No
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** Yes No

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 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
CHRISTOPHER CLEMENTS 705 E AJO WAY, TUCSON, AZ 85713	PRESIDENT 2 HRS/WK	0	0	0
KIMBERLY CLEMENTS 705 E AJO WAY, TUCSON, AZ 85713	VICE PRESIDENT 2 HRS/WK	0	0	0
VIRGINIA CLEMENTS 705 E AJO WAY, TUCSON, AZ 85713	DIRECTOR 2 HRS/WK	0	0	0
MICHAEL ELLERSON 705 E AJO WAY, TUCSON, AZ 85713	DIRECTOR 2 HRS/WK	0	0	0

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

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

Total number of other employees paid over \$50,000

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 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 ▶		

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	
.....	
2	
.....	
3	
.....	
4	
.....	

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

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

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	
b	Average of monthly cash balances	1b	93,555
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	93,555
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	93,555
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1,403
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	92,152
6	Minimum investment return. Enter 5% of line 5	6	4,607

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	4,607
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,606
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,606
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,606

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	184,111
b	Program-related investments—total from Part IX-B	1b	
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	184,111
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 instructions)	5	1
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	184,110

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				4,606
2	Undistributed income, if any, as of the end of 2011:				
a	Enter amount for 2010 only			0	
b	Total for prior years: 20____, 20____, 20____		0		
3	Excess distributions carryover, if any, to 2011:				
a	From 2006	153,070			
b	From 2007	194,570			
c	From 2008	189,777			
d	From 2009	127,035			
e	From 2010	125,841			
f	Total of lines 3a through e	790,293			
4	Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ <u>184,111</u>				
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				4,606
e	Remaining amount distributed out of corpus	179,505			
5	Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	153,070			
6	Enter the net total of each column as indicated below:				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	816,728			
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 instructions			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) (see instructions)	0			
8	Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0			
9	Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	816,728			
10	Analysis of line 9:				
a	Excess from 2007	194,570			
b	Excess from 2008	189,777			
c	Excess from 2009	127,035			
d	Excess from 2010	125,841			
e	Excess from 2011	179,505			

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

- 1a** 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				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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 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).)

CHRISTOPHER CLEMENTS, VIRGINIA CLEMENTS

- 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:

THE WINGS LIKE EAGLES FOUNDATION, C/O CHRISTOPHER CLEMENTS, PO BOX 27506, TUCSON, AZ 85726

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

THE WINGS LIKE EAGLES FOUNDATION APPLICATION, 501(C)(3) TAX EXEMPT LETTER, AND ANNUAL REPORT PRESENTATION TO THE BOARD

- c** Any submission deadlines:

NO LATER THAN THE LAST DAY OF FEBRUARY

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

MUST BE A 501(C)(3)

Part XV **Supplementary Information** (continued)

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

Recipient	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
Name and address (home or business)				
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE FOR DETAILS</p>				
<p>Total ▶</p>				3a
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
<p>Total ▶</p>				3b

Other Expenses (Part I Line 23)
THE WINGS LIKE EAGLES FOUNDATION
EIN: 68-0526252
Jan - Dec 2011

<u>Description</u>	<u>\$ Amt</u>
Licensing Fees	10

Substantial Contributor (Part VII-A Line 10)
THE WINGS LIKE EAGLES FOUNDATION
EIN: 68-0526252
Jan - Dec 2011

<u>Name</u>	<u>Address</u>
Christopher W. Clements	705 E. Ajo Way, Tucson, AZ 85713
Virginia L. Clements	705 E. Ajo Way, Tucson, AZ 85713
Kimberly Clements	705 E. Ajo Way, Tucson, AZ 85713
Central Alarm	PO Box 5506, Tucson, AZ 85703
Golden Eagle Distributors, Inc.	705 E. Ajo Way, Tucson, AZ 85713

Grants and Contributions Paid During the Year (Part XV Line 3a)

Name	Address	EIN	IRC Section	Purpose	Award
American Red Cross Southern AZ Chapter	2916 E Broadway Blvd, Tucson, AZ 85716	86-0098908	501(c)(3)	Honor of US Representative G Giffords	5,000.00
APECA	14175 W Indian School Rd B4-184, Goodyear, AZ 85395	20-2762968	170(b)(1)(A)(v)	Van purchase	4,000.00
Aqua Fria Food & Clothing Bank	PO Box 845, Avondale, AZ 85323	52-2515365	170(b)(1)(A)(v)	Holiday food drive	1,000.00
Boys & Girls Club of Casa Grande	PO Box 10291, Casa Grande, AZ 85130	86-0864429	509(a)(1)	After school program	10,000.00
Buckeye Valley Fire District	PO Box 75, Buckeye, AZ 85326	86-0466622	501(c)(4)	Public education & smoke detectors	3,000.00
Bullion Plaza Cultural Center & Museum	PO Box 786, Miami, AZ 85559	86-1028253	170(b)(1)(A)(v)	Restoration	2,000.00
Catholic Community Services	PC Bar Assoc, Young Lawyers Division, 177 N Church #101, Tucson, AZ 85701	53-0196617	501(c)(3)	Annual holiday party	1,200.00
Chile & Family Resources Inc	2600 E Broadway Blvd, Tucson, AZ 85716	86-0251984	501(c)(3)	Gabe Zimmerman Scholarship Fund	5,000.00
Christian Family Care	6063 E Grant Rd, Tucson, AZ 85712	86-0430037	509(a)(1)	Program development	10,000.00
Cobre Valley Regional Medical Center	5880 S Hospital Dr, Globe, AZ 85501	86-0732836	170(b)(1)(A)(v)	Health & Wellness Fair	1,500.00
Community Foundation for Southern Arizona	2250 E Broadway Blvd, Tucson, AZ 85719	94-2881765	170(b)(1)(A)(v)	Memory of Christina Taylor-Green	5,000.00
Cops Who Care	135 N Tegner St, Ste C, Wickenburg, AZ 85358	86-0508926	509(a)(1)	Annual toy drive	3,000.00
Eastside Neighbors Volunteer Program	8302 E Broadway Blvd, Tucson, AZ 85710	42-1658981	170(b)(1)(A)(v)	Program development	2,000.00
Estrella Elite	133985 S 176th Lane, Goodyear, AZ 85338	45-2884760	501(c)(3)	Program development	1,000.00
Fredonia Town Library	130 N Main, Fredonia, AZ 86022	26-1895142	501(c)(3)	Program development	500.00
Friends of Coconino County Parks	PO Box 1633, Flagstaff, AZ 86002	86-000244	501(c)(3)	Program development	2,500.00
Gila Community Food Bank, Inc	317 Hackney Ave, Globe, AZ 85501	86-0340883	170(b)(1)(A)(v)	Food boxes	2,000.00
Homicide Survivors Inc	32 N Stone Ave Ste 1408, Tucson, AZ 85701	86-0889964	170(b)(1)(A)(v)	Tucson Tragedy Victim Fund	5,000.00
Imago Dei Middle School	PO Box 3056, Tucson, AZ 85702	86-1155866	170(b)(1)(A)(v)	Program development	2,500.00
International Sonoran Desert Alliance	401 W Esperanza Ave, Ajo, AZ 85321	86-0778917	509(a)(1)	Equipment purchase	2,500.00
Law College Association	James E Rogers College of Law, PO Box 210176, Tucson, AZ 85721	86-6037148	501(c)(3)	John M Roll Memorial Fund	5,000.00
Lions Camp, Tatavee, Inc	5283 White Mountain Blvd, Lakeside, AZ 85929	86-6052371	170(b)(1)(A)(v)	Camp sponsorship	4,000.00
Mammoth Christian Youth Center	PO Box 582, Mammoth, AZ 85618	86-4707861	170(b)(1)(A)(v)	Refurbish youth center	4,000.00
Mental Health Resources Inc	3493 E Lind Rd #111, Tucson, AZ 85716	86-0277999	170(b)(1)(A)(v)	Gift certificates for holiday bags	2,000.00
Miami Community Concert Association	PO Box 1222, Claypool, AZ 85532	74-2364620	501(c)(3)	Program development	500.00
Mobile Meals of Tucson	3003 S Country Club #219, Tucson, AZ 85713	23-7157579	170(b)(1)(A)(v)	Meals & delivery	10,000.00
Muscular Dystrophy Association	3300 E Sunrise, Tucson AZ 85718	13-1665552	501(c)(3)	Program development	2,500.00
Odyssey Preparatory Academy	6500 S Apache Rd, Buckeye, AZ 85326	26-2253742	170(b)(1)(A)(v)	Christmas for needy children	3,000.00
Old Concho Community Assistance Center	PO Box 50, Concho, AZ 85924	86-0907044	170(b)(1)(A)(v)	Equipment purchase	2,500.00
Omega House Ministry	2317 N Camino Emiliano, Tucson, AZ 85745	75-3254922	170(b)(1)(A)(v)	Adult literacy	4,000.00
O'Odham Tash	512 S 11 Mile Corner Rd, Casa Grande, AZ 85122	86-0333144	501(c)(4)	Scholarship fund	4,000.00
Paramount Foundation	420 N Florence St, Casa Grande, AZ 85122	80-0310573	509(a)(2)	Program development	2,000.00
Project Graduation	PO Box 36593, Tucson, AZ 85740	26-2470375	170(b)(1)(A)(v)	Program development	1,000.00
Reachout Pregnancy Center	2648 N Campbell Ave, Tucson, AZ 85719	86-6086733	170(b)(1)(A)(v)	Program development	2,000.00
Reading Seed Inc	1920 E Silverlake Rd #207, Tucson, AZ 85713	20-5669676	170(b)(1)(A)(v)	Coach students	10,000.00
Santa Cruz Catholic School	29 W 22nd St, Tucson, AZ 85713	86-0127607	509(a)(1)	Relocation of security equipment	3,000.00
St Anthony School	PO Box 789, Show Low, AZ 85902	86-0916539	509(a)(1)	Sports program	15,000.00
St Michael's Parish School	602 N Wilmot Rd, Tucson, AZ 85711	86-0143859	501(c)(3)	Annual fund	2,500.00
Superstition Mountain	PO Box 5241, Apache Junction, AZ 85278	86-0740975	501(c)(4)	Scholarship fund	4,000.00
Tu Nidito Children & Family Services	3922 N Mountain Ave, Tucson, AZ 85718	86-0769031	501(c)(3)	Program development	1,000.00
Tucson Alliance for Autism	1002 N Country Club Rd, Tucson, AZ 85718	20-2938697	509(a)(2)	Software	625.00
Tucson Children's Museum	260 S Sixth Ave, Tucson, AZ 85701	86-0676237	170(b)(1)(A)(v)	Program development	1,000.00
Tucson Cold Wet Noses Fosters	2209 N Northway Ave, Tucson, AZ 85716	26-4571808	509(a)(2)	Medical expenses	4,000.00
Tucson Museum of Art	140 N Main Ave, Tucson, AZ 85701	86-6006371	170(b)(1)(A)(v)	Program development	1,000.00
United Buckeye Firefighters Charities	9926 W Wizard Ln, Peoria, AZ 85383	37-1550755	170(b)(1)(A)(v)	Thanksgiving dinner/ financial aid	3,000.00
Williams AZ Salvation Army	8400 N Redlake Rd, Williams, AZ 86046	94-1156347	509(a)(1)	Program development	1,500.00
Youth Corps of America, Inc	6930 E Golf Links Circle, Tucson, AZ 85730	30-0069415	170(b)(1)(A)(v)	MARS program	1,000.00
Youth On their Own	1443 W Prince Rd, Tucson, AZ 85705	86-0644388	509(a)(1)	Stipend program	20,000.00
Zonta International	296 W Flagstone Pl, Casa Grande, AZ 85122	26-2561943	170(b)(1)(A)(v)	Scholarship fund	1,000.00
					183,825.00