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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

2011

For calendar year 2011 or tax year beginning

MARCH 1, 2011, and ending FEBRUARY 29, 2012

Name of foundation L.E. PHILLIPS FAMILY FOUNDATION, INC.		A Employer identification number 39-6046126
Number and street (or P.O. box number if mail is not delivered to street address) 1011 CENTRE ROAD	Room/suite 310	B Telephone number (see instructions) (715) 839-2139
City or town, state, and ZIP code WILMINGTON DE 19805		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 ☐ 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: ☒ 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) \$ 112,493,794	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	0			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	357649	357649	357649	
	4 Dividends and interest from securities	2572948	2572948	2572948	
	5a Gross rents	0	0	0	
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications			0	
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)	0	0	0	
	11 Other income (attach schedule)	0	0	0	
	12 Total. Add lines 1 through 11	2930597	2930597	2930597	
	13 Compensation of officers, directors, trustees, etc.	46926	37541	37541	9385
	14 Other employee salaries and wages	0	0	0	0
	15 Pension plans, employee benefits	8861	7089	7089	1772
	16a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	969	30	30	939
	c Other professional fees (attach schedule)	16692	15353	15353	1339
	17 Interest	0	0	0	0
	18 Taxes (attach schedule) (see instructions)	58037	820	820	0
	19 Depreciation (attach schedule) and depletion	538	538	538	
	20 Occupancy	1561	1249	1249	312
	21 Travel, conferences, and meetings	86	69	69	17
	22 Printing and publications	0	0	0	0
	23 Other expenses (attach schedule)	8249	7068	7068	1046
	24 Total operating and administrative expenses. Add lines 13 through 23	141919	69757	69757	14810
	25 Contributions, gifts, grants paid	4915200			4915200
	26 Total expenses and disbursements. Add lines 24 and 25	5057119	69757	69757	4930010
	27 Subtract line 26 from line 12:	(2126522)			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		2860840		
	c Adjusted net income (if negative, enter -0-)			2860840	

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	7630	5069	5069
	2 Savings and temporary cash investments	516 002 00	48324838	48324838
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U.S. and state government obligations (attach schedule)	0	978763	978763
	b Investments—corporate stock (attach schedule)	2540358	2540358	63171519
	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) ▶	3509 (2456)	902 1053	1053
	15 Other assets (describe ▶ <u>INTEREST RECEIVABLE</u>)	16620	11552	11552
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	54165710	51861633	112492794
Liabilities	17 Accounts payable and accrued expenses		289	
	18 Grants payable	389500	200300	
	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 ▶ <u>FED. EXCISE FLEX</u>)	(15954)	(4598)	
	23 Total liabilities (add lines 17 through 22)	373546	195991	
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 ▶ ☒			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	20971251	20971251	
	29 Retained earnings, accumulated income, endowment, or other funds	32820963	30694391	
	30 Total net assets or fund balances (see instructions)	53792164	51665642	
	31 Total liabilities and net assets/fund balances (see instructions)	54165710	51861633	

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	53792164
2 Enter amount from Part I, line 27a	2	(2126522)
3 Other increases not included in line 2 (itemize) ▶	3	0
4 Add lines 1, 2, and 3	4	51665642
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	51665642

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter -0- in Part I, line 7 } **2** 0

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in
Part I, line 8 } **3** 0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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	3897455	100341032	.0388421
2009	4006963	78880981	.0507976
2008	4037803	81839513	.0493381
2007	3881582	85950471	.0451607
2006	3597863	78982785	.0455525

2 Total of line 1, column (d) **2** .229691

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** .0459382

4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5 **4** 109276444

5 Multiply line 4 by line 3 **5** 5019963

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 28608

7 Add lines 5 and 6 **7** 5048571

8 Enter qualifying distributions from Part XII, line 4 **8** 4930010

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).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2			
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	61735	
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			
8	Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax 4518. Refunded			

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?		☒
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>		☒
c Did the foundation file Form 1120-POL for this year?		☒
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>		☒
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>		☒
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		☒
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>		☒
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?		☒
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>		☒
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DELAWARE, WISCONSIN		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>		☒
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>		☒
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		☒

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?	13	✓	
Website address ▶ <u>NONE</u>				
14	The books are in care of ▶ <u>PATRICIA ELLENSON</u> Telephone no. ▶ <u>715/839-2139</u>			
	Located at ▶ <u>3925 N HASTINGS WAY EAU CLAIRE WI</u> ZIP+4 ▶ <u>54603-3703</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?	16	Yes	No ✓
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)?	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	✓
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 ▶ 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? ☐ 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.)	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)? ☐ 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? ☐ 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? ☐ Yes ☒ No

5b**6b****7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SCHEDULE		46926		

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		0

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

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

	Expenses
1	
2	
3	
4	

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

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

	Amount
1	
2	
All other program-related investments See 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	58081656
b	Average of monthly cash balances	1b	52858232
c	Fair market value of all other assets (see instructions)	1c	664
d	Total (add lines 1a, b, and c)	1d	110940552
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	1012741
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	110940552
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	1664108
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	109276444
6	Minimum investment return. Enter 5% of line 5	6	5463822

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	5463822
2a	Tax on investment income for 2011 from Part VI, line 5	2a	57217
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	57217
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5406605
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	5406605
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	5406605

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	4930010
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4930010
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4930010

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				5406605
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			4913563	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$ <u>4930010</u>				
a Applied to 2010, but not more than line 2a			4913563	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2011 distributable amount				16447
e Remaining amount distributed out of corpus				0
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
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				5390158
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling N/A

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

	Tax year	Prior 3 years			(e) Total
	(a) 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).)

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:

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

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

REQUEST APPLICATION GUIDELINESLETTER WITH ATTACHED BUDGET OF PROJECT

- c** Any submission deadlines:

JANUARY 1

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

NORTHWESTERN WISCONSIN CHARITIES PREFERRED FROM EAU CLAIRE / CHIPPEWA CNTYS

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SCHEDULE	N/A	SCH	SCHEDULE	4915,200
Total			▶	3a 4915200
b Approved for future payment				
Total			▶	3b 0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue:					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			512(b)(1)	357649	
4	Dividends and interest from securities			512(b)(1)	2572948	
5	Net rental income or (loss) from real estate:					
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		2930597	0
13	Total. Add line 12, columns (b), (d), and (e)				13	2930597

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

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

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?

(1) Cash	
(2) Other assets	

(1) Sales of assets to a noncharitable exempt organization	
(2) Purchases of assets from a noncharitable exempt organization	
(3) Rental of facilities, equipment, or other assets	
(4) Reimbursement arrangements	
(5) Loans or loan guarantees	
(6) Performance of services or membership or fundraising solicitations	

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.

[illegible]

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

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

[illegible]

**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.

Signature of officer or trustee

~~MARVJO COHEN~~

Date _____

Title

PRESIDENT

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date _____

Check ☐ if self-employed

PTIN

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

FORM 990-PF
February 29, 2012

Schedule Part I Line 16(b) Accounting Fees

Belfint, Lyons and Shuman	\$939
Wipfli	30
Corporate filing and accounting services, accounting software support	<u>\$969</u>

Schedule Part I Line 16(c) Other Professional Fees

Investment services - Locating certificate of deposit investments:

FNC	\$0
Money Desk Mangement	9,997
	<u>\$9,997</u>
Secretarial Services	6,695
	<u>\$16,692</u>

Schedule Part I Line 18 Taxes

Canadian tax withheld from dividends	\$820
Federal excise (2%) tax - Current year	57,217
	<u>\$58,037</u>

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

FORM 990-PF
February 29, 2012

Schedule Part I Line 19 Depreciation

<u>Office Equipment</u>	<u>Acquired</u>	<u>Cost</u>	<u>Class Life</u>	<u>Rate</u>	<u>Depreciation</u>
Computer	1-06	\$990	5 Years	D.D.	\$0
Computer	9-09	675	5 Years	D.D.	130
Software	9-09	1,155	3 Years	S.L.	385
Laptop Computer	2-12	400	5 Years	D.D.	13
Copier	2-12	289	5 Years	D.D.	10
		<u>\$3,509</u>			<u>\$538</u>

Schedule Part I Line 23 Other Expenses

Telephone	\$107
Insurance	392
Foreign Depositary Fees	3,895
Office and Computer Supplies	379
Bank Service Charges	2,874
Safe Deposit Box	95
Postage	367
State Filing Fees	135
Web Host - L E Phillips	5
	<u>\$8,249</u>

FORM 990-PF
February 29, 2012

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

<u>Shares</u>		<u>End of Year</u>	
		<u>Book Value</u>	<u>Market Value</u>
1,000,000	Dallas TX GO	\$978,763	\$978,763

Schedule Part II Line 10b Investments - Corporate Stocks

<u>Shares</u>		<u>End of Year</u>	
		<u>Book Value</u>	<u>Market Value</u>
14,662	ACCO Brands	\$13,812	\$173,012
268,800	Altria Group	94,228	8,090,880
62392	Beam	168,468	3,436,551
40,656	Chevron Corp.	171,911	4,436,383
62,392	Fortune Brands Home & Security	47,185	1,206,661
420	Goodyear Tire	3,307	5,401
186,016	Kraft	96,708	7,081,629
1,948	McKesson Corporation	0	162,678
412	Meritor	1,989	3,053
100,975	National Presto Industries, Inc.	586,097	8,743,425
43,200	Pfizer	31,078	912,816
268,800	Philip Morris Int'l	214,717	22,450,176
34,772	Procter & Gamble	28,593	2,351,283
2,000	Timken	25,422	104,800
2,400	Whirlpool	24,658	181,368
97,368	Anglo American Gold Investment ADR	351,413	2,061,281
22,429	Anglogold Ltd.	352,663	952,111
10,714	Barrick Gold Corp.	230,765	511,379
19,950	Gold Fields Ltd.	97,343	306,632
		<u>\$2,540,357</u>	<u>\$63,171,519</u>

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

FORM 990-PF
February 29, 2012

Schedule Part II Line 14 Land, Buildings and Equipment

	End of Year	
	<u>Book Value</u>	<u>Market Value</u>
Office equipment	\$3,509	\$3,509
Less: Accumulated depreciation	2,456	2,456
Net book value	<u>\$1,053</u>	<u>\$1,053</u>

Schedule Part II Line 15 Other Assets

	End of Year	
	<u>Book Value</u>	<u>Market Value</u>
Interest receivable on temporary investments	\$11,552	\$11,552

FORM 990-PF
February 29, 2012Schedule Part VIII Line 1 Officers, Directors

<u>Name and Address</u>	<u>Title and Time</u>	<u>Employee Plans</u>	<u>Expense Account</u>	<u>Compensation</u>
Maryjo Cohen National Presto Industries Eau Claire, WI	President & Director One-half hour	0	0	\$0
Eileen Cohen 1703 Drummond Street Eau Claire, WI	Vice President & Director One-half hour	0	0	0
Randy F.Lieble 5724 McKai Street Eau Claire, WI	Vice President, Treasurer & Director One-half hour	0	0	0
Vernon B. Haas 22695 20th Avenue Cadott, WI	Secretary & Director One-half hour	0	0	0
Amy Alpine 5890 Prill Road Eau Claire, WI	Director	0	0	0
Patricia Ellenson National Presto Industries Eau Claire, WI	Assistant Secretary/ Treasurer 18 hours	0	0	46,926
				<u>\$46,926</u>

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

FORM 990-PF
FEBRUARY 29, 2012

Schedule Part X Line 1e Reduction Claimed For Blockage

<u>Description</u>	<u>%</u> <u>Outstanding</u>	<u>FMV</u>	<u>Discount</u>
100,975 Sh.	6,882,015 1.47%	10,127,414	10%

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

FORM 990-PF
FEBRUARY 29, 2012

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

<u>Specific Project</u>	<u>\$ Set-aside</u>	<u>Paid</u>	<u>Approximate Payment Date*</u>	<u>Project Completed Prior to 2/29/12</u>
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Current Year Set Asides

Total	\$ -			
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Prior Year Set Asides

Hope Lodge / American Cancer Society	5,300	2/28/2013	No
Highground Veterans Memorial Park Military Dog Memorial	10,000	12/31/2012	No
L. E. Phillips Senior Center Parking Lot Addition	185,000	2/15/2013	No
Total	\$ 200,300		

Prior Year Set Aside Payments

Eau Claire Children's Theater Building Addition	100,000	10/7/2011	10/1/2011	Yes
Hope Lodge / American Cancer Society	4,700	2/29/2012	2/29/2012	Yes
L. E. Phillips Senior Center Parking Lot Addition	65,000	11/1/2011	2/15/2013	Partial
Temple Shalom Building Improvements	19,200	6/8/2011	12/31/2011	Yes
Balance	300	2/29/2012 Paid to MSC Tr FBO Mpls Fed for Jewish Service		
Total Payments	\$ 189,200			

* On full faith information and belief.

(d) and (e)Start-up and Full Payment Periods

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

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

Form 990-PF
February 29, 2012

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

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
1000 Friends of WI 16 North Carroll Street, Suite 810 Madison, WI 53703-2726	Educational	Operating Funds	500
Added Value & Herban Solutions 370 Van Brunt Street Brooklyn, NY 11231	Educational	Operating Funds	500
African Wildlife Foundation 1400 Sixteenth Street, NW, Suite 120 Washington, DC 20036-2249	Educational	Operating Funds	5,000
Amazon Medical Project, Inc. PO Box 194 Mazomanie, WI 53560	Educational	Operating Funds	1,500
American Friends of the Israel Museum 500 Fifth Avenue, Suite 2540 New York, NY 10110	Educational	Operating Funds	3,000
American Society for Yad Vashem, Inc. 500 Fifth Avenue, 42nd Floor New York, NY 10110	Educational	Operating Funds	3,000
Barbershop Harmony Society 130 Hilltop Drive Neenah, WI 64956	Educational	Operating Funds	5,000
Boys & Girls Club of the Greater Chippewa Valley, Inc. 201 E Lake Street Eau Claire, WI 54701	Educational	Operating Funds	2,500
BRIC 647 Fulton Street Brooklyn, NY 11217	Educational	Operating Funds	500
Brooklyn Academy of Music 30 Lafayette Avenue Brooklyn, NY 11217-9985	Educational	Operating Funds	500
Brooklyn Botanic Garden 1000 Washington Avenue Brooklyn, NY 11225-9978	Educational	Operating Funds	500

Form 990-PF
February 29, 2012

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

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Brooklyn Public Library 10 Grand Army Plaza Brooklyn, NY 11238-5619	Educational	Operating Funds	1,500
Center for Jewish Community Studies 7 Church Lane, Ste. 9 Baltimore, MD 21208	Educational	Operating Funds	1,000
CESA 10 - Cray Academy 725 West Park Avenue Chippewa Falls, WI 54729	Educational	Operating Funds	500
Children's Museum of Eau Claire 220 S. Barstow Street Eau Claire, WI 54701	Educational	Operating Funds	500
Chapel Heights United Methodist Church 300 E Hamilton Avenue Eau Claire, WI 54701	Religious	Operating Funds	300
Chippewa Area Catholic Schools 1316 Bel Air Boulevard Chippewa Falls, WI 54729	Educational	Operating Funds	500
Chippewa County Humane Association PO Box 562 Chippewa Falls, WI 54729	Educational	Operating Funds	1,000
Chippewa Valley Free Clinic 421 Graham Avenue Eau Claire, WI 54701	Health Care	Operating Funds	100
Chippewa Valley Museum PO Box 1204 Eau Claire, WI 54703	Educational	Operating Funds	10,500
Chippewa Valley Wildlife Rehabilitation 8135 Burnell Drive Eau Claire, WI 54703	Educational	Operating Funds	1,000
Crohn's and Colitis Fdn of America 1640 S Sepulveda Blvd, Suite 214 Los Angeles, CA 90025	Health Care	Operating Funds	200

Form 990-PF
February 29, 2012Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Commentary, Inc. 165 East 56 Street New York, NY 10022-2746	Educational	Operating Funds	10,000
Common Hope PO Box 14298 St. Paul, MN 55114	Educational	Operating Funds	1,000
Community Conservation, Inc. 50542 One Quiet Lane Gays Mills, WI 54631-8178	Educational	Operating Funds	1,000
Cornucopia Institute PO Box 126 Cornucopia, WI 54827	Educational	Operating Funds	3,000
CUFI PO Box 1307 San Antonio, TX 78295	Educational	Operating Funds	500
Dance / NYC 63 Greene Street New York, NY 10012	Educational	Operating Funds	500
Disabled American Veterans PO Box 14301 Cincinnati, OH 45250-0301	Health Care	Operating Funds	250
Dunn County Humane Society 302 Brickyard Road Menomonie, WI 54751	Educational	Operating Funds	1,000
East New York Farms United Community Centers 613 New Lots Avenue Brooklyn, NY 11207	Educational	Operating Funds	500
Easter Seals 101 Nob Hill Road, Suite 301 Madison, WI 53713	Public Charity	Research	500
Eau Claire Chamber Orchestra PO Box 1623 Eau Claire, WI 54702	Educational	Operating Funds	500

Form 990-PF
February 29, 2012Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Eau Claire County Humane Assn. 3900 Old Town Road Eau Claire, WI 54701	Educational	Operating Funds	1,000
Eau Claire Figure Skating Club PO Box 8224 Eau Claire, WI 54702	Educational	Operating Funds	500
Eau Claire Municipal Band C/O Masonic Center 616 Graham Avenue Eau Claire, WI 54701	Educational	Operating Funds	1,150
Eau Claire Regional Arts Center 316 Eau Claire Street Eau Claire, WI 54701	Educational	Operating Funds	30,750
Endangered Resources Fund Department of Natural Resources 101 South Webster Street Box 7921 Madison, WI 53707	Educational	Operating Funds	500
Elk Mound School District 405 University Street Elk Mound, WI 54739	Educational	Operating Funds	4,000
Flying Eagles Ski Club 2809 E Hamilton Ave #226 Eau Claire, WI 54701	Educational	Operating Funds	1,000
Frank Lloyd Wright Wisconsin PO Box 6339 Madison, WI 53716	Educational	Operating Funds	10,000
Free To Choose Network, Inc. 2002 Filmore Avenue, Suite #1 Erie, PA 16506	Educational	Operating Funds	50,000
Friends of Beaver Creek Reserve S1 County Road K Fall Creek, WI 54742	Educational	Operating Funds	100

Form 990-PF
February 29, 2012Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Friends of Sacred Heart Hospital 900 West Clairemont Avenue Eau Claire, WI 54701	Health Care	Operating Funds	1,000
Friends of the Fair 227 1st Street West Altoona, WI 54720	Educational	Operating Funds	50
Friends of the High Line 529 West 20th Street, Suite 8W New York, NY 10011	Educational	Operating Funds	150
Friends of the L. E. Phillips Memorial Public Library 400 Eau Claire Street Eau Claire, WI 54701	Educational	Operating Funds	600
Friends of the Strum Public Library PO Box 10 Strum, WI 54770	Educational	Operating Funds	500
Friends of Washoe 400 East University Way Ellensburg, WA 98926	Educational	Operating Funds	500
Good News Jail & Prison Ministry 728 2nd Avenue Eau Claire, WI 54703	Religious	Operating Funds	300
Gorilla Foundation 1733 Woodside Road, Suite 330 Redwood City, CA 94061	Educational	Operating Funds	1,000
Growing Power, Inc. 5500 West Silver Spring Drive Milwaukee, WI 53218	Educational	Operating Funds	2,000
GrowNYC 51 Chambers Street, Room 228 New York, NY 10007	Educational	Operating Funds	500
Guthrie Theater Foundation PO Box 86 Minneapolis, MN 55486-1075	Educational	Operating Funds	3,000

Form 990-PF
February 29, 2012

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

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Habitat for Humanity PO Box 6439 Americus, GA 31709-6439	Public Charity	Operating Funds	500
Heifer International PO Box 6021 Albert Lea, MN 56007-9827	Public Charity	Operating Funds	3,000
Helping Hands Monkey Helpers for the Disabled 541 Cambridge Street Boston, MA 02134	Educational	Operating Funds	1,500
History Theatre 30 East 10th Street St. Paul, MN 55101	Educational	Operating Funds	500
Ice Age Park & Trail Foundation 2110 Main Street Cross Plains, WI 53528	Educational	Operating Funds	500
Independent Institute 100 Swan Way Oakland, CA 94621-1428	Educational	Public Policy Research	1,000
Institute For Justice 901 N. Glebe Road, Suite 900 Arlington, VA 22203	Public Charity	Education	10,000
International Crane Foundation E11376 Shady Lane Road Baraboo, WI 53913-0447	Educational	Operating Funds	500
Joyce Theatre Foundation 175 Eighth Avenue New York, NY 10011	Educational	Operating Funds	500
Junior Achievement of Wisconsin, Inc. 505 Dewey Street South Eau Claire, WI 54701	Educational	Operating Funds	5,000

Form 990-PF
February 29, 2012

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

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Just Food 1155 Avenue of the Americas, 3rd Floor New York, NY 10036	Educational	Operating Funds	500
L. E. Phillips Career Development Ctr. 1515 Ball Street Eau Claire, WI 54703	Educational	Operating Funds	225,000
L. E. Phillips Senior Center 1616 Belinger Street Eau Claire, WI 54703	Educational	Operating	7,500
Literacy Volunteers - Chippewa Valley 800 Wisconsin Street, #70 Eau Claire, WI 54703	Educational	Operating Funds	15,750
Lubavitch Youth Organization 700 Eastern Parkway Brooklyn, NY 11213	Religious	Operating Funds	500
Mabel Tainter Theater 205 Main Street Menomonie, WI 54751	Educational	Operating Funds	1,000
Master Singers PO Box 3194 Eau Claire, WI 54702-3194	Educational	Operating Funds	1,000
MAZON: A Jewish Response to Hunger PO Box 894765 Los Angeles, CA 90189-4765	Educational	Operating Funds	50
Mayo Foundation 200 First Avenue SW Rochester, MN 55905	Health Care	Research	10,000
Melvin S. Cohen Trust F/B/O Minneapolis Federation For Jewish Service 3925 North Hastings Way Eau Claire, WI 54703	509(a)(3) Exempt Organization	Trust Principal For The Benefit Of Minneapolis Federation For Jewish Service	3,755,000

Form 990-PF
February 29, 2012Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Metropolitan Museum of Art 1000 Fifth Avenue New York, NY 10028-0198	Educational	Operating Funds	100
Midwest Organic & Sustainable Education Services (MOSES) PO Box 339	Educational	Operating Funds	500
Midwest Renewable Energy Association 7558 Deer Road Custer, WI 54423-9734	Educational	Operating Funds	500
Minnesota Public Radio 480 Cedar, Street St Paul, MN 55101	Educational	Operating Funds	1,000
Minnesota Food Association 14220-B Ostlund Trail North Marine on St Croix, MN 55047	Educational	Operating Funds	3,000
Multiple Myeloma Research Foundation 383 Main Avenue, 5th Floor Norwalk, CT 06851	Health Care	Operating Funds	1,000
New York City Center 130 West 56th Street New York, NY 10019	Educational	Operating Funds	500
New York Foundation for the Arts 20 Jay Street, Suite 740 Brooklyn, NY 10013	Educational	Operating Funds	500
Newman Roman Catholic Community 110 Garfield Avenue Eau Claire, WI 54701	Educational	Operating Funds	1,500
Options Fund, Inc. PO Box 473 Eau Claire, WI 54702-0473	Health Care	Operating Funds	2,000
Pacific Research Institute One Embarcadero Center Suite 350	Educational	Public Policy Research	1,000

Form 990-PF
February 29, 2012Schedule Part XV Line 3(a) Grants and Contributions Paid

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PEF Israel Endowment Funds, Inc. 317 Madison Avenue Suite 607 New York, NY 10017	Educational	Operating Funds	10,000
Planned Parenthood of New York City 26 Bleecker Street New York, NY 10012-2413	Educational	Operating Funds	500
Prospect Park Alliance Development Office 95 Prospect Park West Brooklyn, NY 11215	Educational	Operating Funds	500
Pueblo a Pueblo, Inc. PO Box 11486 Washington, DC 20008	Public Charity	Operating Funds	500
Reason Foundation 3415 S. Sepulveda Boulevard Los Angeles, CA 90034-6064	Public Charity	Operating Funds	5,000
Rotary Club of Downtown Madison 22 N Carroll Street, Suite 202 Madison, WI 53703	Educational	Operating Funds	10,000
Seed Savers Exchange 3094 North Winn Road Decorah, IA 52101	Educational	Operating Funds	2,000
Sheperd Center Project "Share" 2020 Peachtree Road NW Atlanta, GA 30309-1465	Health Care	Operating Funds	1,000
Slow Food USA 20 Jay Street, Suite M04 Brooklyn, NY 11201	Educational	Operating Funds	1,000
Special Olympics Wisconsin PO Box 8546 Madison, WI 53708-8546	Educational	Operating Funds	500

Form 990-PF
February 29, 2012

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

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
St. Ann's Warehouse 45 Main Street, Suite 315 Brooklyn, NY 11201	Educational	Operating Funds	500
Students for Liberty, Inc. PO Box 17321 Arlington, VA 22216	Educational	Operating Funds	500
Susan G Komen for the Cure PO Box 650309 Dallas, TX 75265-0309	Health Care	Operating Funds	200
Temple Sholom PO Box 1059 Eau Claire, WI 54702-1059	Religious	Operating Funds	6,300
The Seeing Eye PO Box 375 Morristown, NJ 07963	Educational	Operating Funds	50,000
The Wooster Group PO Box 654 Canal Street Station New York, NY 10013	Educational	Operating Funds	500
Transportation Alternatives 127 West 26th Street, Suite 1002 New York, NY 11207	Educational	Operating Funds	500
United Way of Eau Claire PO Box 232 Eau Claire, WI 54702-0232	Public Charity	Operating Funds	15,000
University of Michigan 906 South University Ann Arbor, MI 48109-1195	Educational	Business School 500 Law School 3,000 Martha Cook Bldg 1,000	4,500
University of Minnesota Foundation 200 Oak Street SE, Suite 500 Minneapolis, MN 55455	Educational	Operating Funds	2,000

Form 990-PF
February 29, 2012

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

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
University of Wisconsin Foundation PO Box 78807 Milwaukee, WI 53287-0807	Educational	Medical Scholarships 2,000 WCATY 1,500	3,500
University of Wisconsin Eau Claire Foundation Schofield Hall 214 Eau Claire, WI 54702-4004	Educational	Internship Program 55,000 Professorship 65,300 Scholarships 12,000 Music Department 9,000 Library Adv Fund 149,200	290,500
Washington Legal Foundation 2009 Massachusetts Avenue NW Washington, DC 20036	Public Charity	Operating Funds	1,000
Wilderness Inquiry 808 14th Avenue SE Minneapolis, MN 55414-1516	Educational	Operating Funds	1,000
Wisconsin Academic Decathlon Foundation, Inc. 595 Baeten Road Green Bay, WI 54304	Educational	Operating Funds	500
Wisconsin Historical Society 816 State Street Madison, WI 53791-9495	Educational	Operating Funds	1,000
Wisconsin Public Radio PO Box 14197 Madison, WI 53708-0197	Educational	Operating Funds	3,350
Wisconsin Public Television 821 University Avenue Madison, WI 53706-1412	Educational	Operating Funds	46,750
Wisconsin Taxpayers Alliance 401 N. Lawn Avenue Madison, WI 53704-5033	Educational	Operating Funds	1,000
WNYC Radio 160 Varick Street New York, NY 10013	Educational	Operating Funds	750

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

Form 990-PF
February 29, 2012

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

RECIPIENT NAME & ADDRESS	FOUNDATION STATUS	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WYES/New Orleans 111 Veterans Boulevard, Ste. 250 Metairie, LA 70005	Educational	Operating Funds	235,000
YMCA 611 Jefferson Avenue Chippewa Falls, WI 54729	Public Charity	Operating Funds	500
YMCA 700 Graham Avenue Eau Claire, WI 54701	Public Charity	Operating Funds	1,500
			<u>\$4,915,200</u>