Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2011

For calendar year 2011, or tax year beginning 03-01-2011 , and ending 02-29-2012

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

Name of foundation
PHYLLIS A BENEKE SCHOLARSHIP FUND
9388080000 / R73229008

A Employer identification number
55-6106147

Number and street (or P O box number if mail is not delivered to street address)
C/O JPMORGAN CHASE BANK NAPO BOX
3038

Room/suite

B Telephone number (see page 10 of the instructions)
(414) 977-1210

City or town, state, and ZIP code
MILWAUKEE, WI 53201

C If exemption application is pending, check here ☐
D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 2,866,403

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	57	57		
	4	Dividends and interest from securities	48,345	48,341		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	24,694			
	b	Gross sales price for all assets on line 6a 1,392,627				
	7	Capital gain net income (from Part IV, line 2)		24,694		
	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)	329	329		
	12	**Total.** Add lines 1 through 11	73,425	73,421		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	30,855	23,141		7,714
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	1,598	0		1,598
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	6,283	398		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	584	0		584
	24	**Total operating and administrative expenses.** Add lines 13 through 23	39,320	23,539		9,896
	25	Contributions, gifts, grants paid	122,000			122,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	161,320	23,539		131,896
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-87,895			
	b	**Net investment income** (if negative, enter -0-)		49,882		
	c	**Adjusted net income** (if negative, enter -0-)				

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	13,562	18,622	18,622
	2	Savings and temporary cash investments	187,094	145,812	145,812
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	1,766,545	1,755,124	2,043,369
	c	Investments—corporate bonds (attach schedule)	689,432	650,124	658,600
	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)	2,656,633	2,569,682	2,866,403
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	2,656,633	2,569,682	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	2,656,633	2,569,682	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,656,633	2,569,682	

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	2,656,633
2	Enter amount from Part I, line 27a	2	-87,895
3	Other increases not included in line 2 (itemize) ▶	3	951
4	Add lines 1, 2, and 3	4	2,569,689
5	Decreases not included in line 2 (itemize) ▶	5	7
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,569,682

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)
1 a	SALES OF PUBLICLY TRADED SECURITIES			
b	CAPITAL GAINS DIVIDENDS	P		
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	1,376,766		1,367,933	8,833
b	15,861			15,861
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				8,833
b				15,861
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	24,694
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	122,085	2,763,919	0 044171
2009	122,894	2,554,006	0 048118
2008	122,867	2,688,014	0 045709
2007			
2006			

2	**Total** of line 1, column (d).	2	0 137998
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	0 045999
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5.	4	2,811,683
5	Multiply line 4 by line 3.	5	129,335
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	499
7	Add lines 5 and 6.	7	129,834
8	Enter qualifying distributions from Part XII, line 4.	8	131,896

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ______ (attach copy of letter if necessary–see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			1	499
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0
3	Add lines 1 and 2			3	499
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	499
6	Credits/Payments				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	3,200		
b	Exempt foreign organizations—tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	3,200
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			8	
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	2,701
11	Enter the amount of line 10 to be **Credited to 2012 estimated tax** ▶ 2,701	**Refunded** ▶		11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ WV			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
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 on page 27)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

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

Website address ▶N/A

14 The books are in care of ▶JPMORGAN CHASE BANK NA Telephone no ▶(304) 234-4130

Located at ▶1114 MARKET STREET WHEELING WV ZIP+4 ▶26003

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here . . . ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year . . . ▶ | 15 |

		Line	Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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.	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		No
	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		No
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 page 20 of the instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
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		No

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 page 22 of the instructions). . . ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?. . . ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here. . . ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?. . . ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?. . . ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?. . . .	**6b**		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**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
JPMORGAN CHASE BANK NA PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2 00	30,855	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000. . . . ▶	0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services. . . . . ▶ 0

Part IX-A Summary of Direct Charitable Activities

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 N/A	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3. . . . . ▶	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,721,573
b	Average of monthly cash balances	1b	132,928
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	2,854,501
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	2,854,501
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	42,818
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,811,683
6	**Minimum investment return.** Enter 5% of line 5	6	140,584

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

1	Minimum investment return from Part X, line 6	1	140,584
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 499		
b	Income tax for 2011 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	499
3	Distributable amount before adjustments Subtract line 2c from line 1	3	140,085
4	Recoveries of amounts treated as qualifying distributions	4	500
5	Add lines 3 and 4	5	140,585
6	Deduction from distributable amount (see page 25 of the instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	140,585

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	131,896
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	131,896
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	499
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	131,397

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

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				140,585
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only.			27,411	
b Total for prior years 20___, 20___, 20___		0		
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.	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ $ 131,896				
a Applied to 2010, but not more than line 2a			27,411	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions). . .	0			
d Applied to 2011 distributable amount.				104,485
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011	0			0
(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	0			
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 page 27 of the instructions . . .		0		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2011				36,100
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	0			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0			
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 page 27 of the 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 organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	**(b)** 2010	**(c)** 2009	**(d)** 2008	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)**

1 Information Regarding Foundation Managers:

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

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

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

Check here ▶☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

WHEELING PARK HIGH SCHOOL ATTNPATRI
1976 PARK VIEW ROAD
WHEELING, WV 26003
(304) 243-0400

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

APPLICATION FORMS ARE AVAILABLE IN THE SCHOOL GUIDANCE DEPARTMENT

c Any submission deadlines

ABOUT THE 3RD WEEK OF MAY

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

APPLICANTS MUST BE GRADUATES OF PUBLIC HIGH SCHOOLS IN OHIO COUNTY, WEST VIRGINIA

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* See Additional Data Table				
Total . . . . ▶ **3a**				122,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	57	
4 Dividends and interest from securities			14	48,345	
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			14	329	
8 Gain or (loss) from sales of assets other than inventory			18	24,694	
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		73,425	0

13 **Total.** Add line 12, columns (b), (d), and (e) 13 73,425

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		No
	(2) Other assets	1a(2)		No
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
	(3) Rental of facilities, equipment, or other assets	1b(3)		No
	(4) Reimbursement arrangements	1b(4)		No
	(5) Loans or loan guarantees	1b(5)		No
	(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☑ No

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee

2012-07-09
Date

Title

Paid Preparer's Use Only

Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name ▶		Firm's EIN ▶	
Firm's address ▶		Phone no	

May the IRS discuss this return with the preparer shown above? See instructions ▶ ☐ **Yes** ☑ **No**

Additional Data

Software ID:	
Software Version:	
EIN:	55-6106147
Name:	PHYLLIS A BENEKE SCHOLARSHIP FUND 9388080000 / R73229008

Form 990PF - Special Condition Description:

Special Condition Description

Form 990PF Part XV Line 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				
COLLEGE OF WILLIAM AND MARY FBO DANA HOLMSTRAND102 RICHMOND RD WILLIAMSBURG,VA 23185	NONE	NONE	SCHOLARSHIP	2,000
FAIRMONT STATE COLLEGE FBO KAYLA HUDIMAC1201 LOCUST AVE FAIRMONT,WV 26554	NONE	NONE	SCHOLARSHIP	6,000
GOUCHER COLLEGE FBO ELISABETH KIGER1021 DULANEY VALLEY RD BALTIMORE,MD 21204	NONE	NONE	SCHOLARSHIP	2,000
HARDING UNIVERSITY FBO DENVER SCHULER915 E MARKET AVE SEARCY,AR 72143	NONE	NONE	SCHOLARSHIP	2,000
INDIANA UNIVERSITY OF PENNSYLVANIA FBO LOGAN WOJCIK1011 SOUTH DRIVE INDIANA,PA 15705	NONE	NONE	SCHOLARSHIP	2,000
MARSHALL UNIVERSITY FBO DOMINIQUE MITCHELLONE JOHN MARSHALL DRIVE HUNTINGTON,WV 25755	NONE	NONE	SCHOLARSHIP	1,500
MARSHALL UNIVERSITY FBO MATTHEW NGUYENONE JOHN MARSHALL DRIVE HUNTINGTON,WV 25755	NONE	NONE	SCHOLARSHIP	4,000
SAINT MARY'S COLLEGE FBO TESSA MITCHELLPO BOX 180 SOUTH BEND,IN 46624	NONE	NONE	SCHOLARSHIP	3,000
UNIVERSITY OF NOTRE DAME FBO THOMAS MITCHELL220 MAIN BUILDING NOTRE DAME,IN 46556	NONE	NONE	SCHOLARSHIP	5,000
UNIVERSITY OF PENNSYLVANIA FBO ROCKY DIEGMILLER3451 WALNUT ST PHILADELPHIA,PA 19104	NONE	NONE	SCHOLARSHIP	3,000
VIRGINIA TECH UNIVERSITY FBO SARAH SCHNEIDER201 BURRUS HALL BLACKSBURG,VA 24061	NONE	NONE	SCHOLARSHIP	2,000
WEST LIBERTY STATE COLLEGE FBO ALLISON DURKINPO BOX 295 WEST LIBERTY,WV 26074	NONE	NONE	SCHOLARSHIP	2,000
WEST LIBERTY STATE COLLEGE FBO ALYSSA MCKITRICKPO BOX 295 WEST LIBERTY,WV 26074	NONE	NONE	SCHOLARSHIP	1,000
WEST LIBERTY STATE COLLEGE FBO AMANDA SWANNPO BOX 295 WEST LIBERTY,WV 26074	NONE	NONE	SCHOLARSHIP	2,000
WEST LIBERTY STATE COLLEGE FBO BRANDON POLANSKIPO BOX 295 WEST LIBERTY,WV 26074	NONE	NONE	SCHOLARSHIP	2,000
WEST LIBERTY STATE COLLEGE FBO JESSICA BRUCEPO BOX 295 WEST LIBERTY,WV 26074	NONE	NONE	SCHOLARSHIP	2,000
WEST LIBERTY STATE COLLEGE FBO SARAH FISHERPO BOX 295 WEST LIBERTY,WV 26074	NONE	NONE	SCHOLARSHIP	3,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO ALEXIS MORRELLPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO ALICIA BONAR PO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO AMANDA WELSHPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	3,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO AMBER MCCLOSKEYPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO AMY FORSHEY PO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	3,500
WEST VIRGINIA UNIVERSITY FOUNDATION FBO AMY PURPURA PO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	3,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO CAITLIN PEYTONPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO CAITLIN THOMASPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO CHELSEA JORDENPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO CHRISTOPHER KINGPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	3,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO DENNI JO KLAGESPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	1,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO DERRICK ROBRECHTPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	3,500
WEST VIRGINIA UNIVERSITY FOUNDATION FBO DOMINIC CARCIONEPO BOX 1650 MORGANTOWN,WV 26507	NONE	NONE	SCHOLARSHIP	4,000

Form 990PF Part XV Line 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*				
WEST VIRGINIA UNIVERSITY FOUNDATION FBO ERIKA ALLENPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	4,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO HANNAH SLANINAPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	6,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO HOLLY PURPURAPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO JACOB WOLEN PO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	1,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO JASMINE RUSSELLPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO KAITLYN MCKITRICKPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	2,500
WEST VIRGINIA UNIVERSITY FOUNDATION FBO LAURA STEFANOWPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO LUCAS RUNYAN PO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	6,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO MALLORY MORRISPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	1,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO MATTHEW KUCERAPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO SHAYLYN WALTERPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	3,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO TAYLOR CROFT PO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	2,000
WEST VIRGINIA UNIVERSITY FOUNDATION FBO VANESSA GRAMLICHPO BOX 1650 MORGANTOWN, WV 26507	NONE	NONE	SCHOLARSHIP	4,000
WEST VIRGINIA WESLEYAN COLLEGE FBO VIVIAN MINKEMEYER59 COLLEGE AVE BUCKHANNON, WV 26201	NONE	NONE	SCHOLARSHIP	5,000
WHEELING JESUIT UNIVERSITY FBO JACOB KENNEY316 WASHINGTON AVE WHEELING, WV 26003	NONE	NONE	SCHOLARSHIP	2,000
Total . . . . ▶ **3a**				122,000

TY 2011 All Other Program Related Investments Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND
9388080000 / R73229008

EIN: 55-6106147

Category	Amount
N/A	0

TY 2011 Investments Corporate Bonds Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND
9388080000 / R73229008

EIN: 55-6106147

Name of Bond	End of Year Book Value	End of Year Fair Market Value
VANGUARD FI SECS F INTR TRM CP PT FUND 71 - 5586.14 SHS	54,800	57,034
EATON VANCE FLOATING RATE I - 12577.09 SHS	110,460	112,816
JPM HIGH YIELD FD - SEL FUND 3580 5.81% - 10273.98 SHS	80,721	81,370
JPM SHORT DURATION BOND FD - SEL FUND 3133 0.84% - 14736.88 SHS	159,349	161,958
DREYFUS/LAUREL FDS TR PRM EMRGN MK I - 4005.12 SHS	58,424	58,275
JPM INTL CURRENCY INCOME FD 1.35% - 5394.36 SHS	58,718	60,201
JPM TR I MLT SC INC - SEL 4.08% - 3632.11 SHS	36,721	37,011
JPMORGAN TR I FLOAT RATE INC 4.24% 4.25% - 4804.09 SHS	46,215	47,128
DB 95% PPN FX BASKET 2/1/13 , UNCAPPED 7/29/11 - 25000 SHS	24,813	23,365
BARC 93% PPN CURRENCY BASKET 9/13/13 ,UNCAPPED 9/9/11 - 20000 SHS	19,903	19,442

efile GRAPHIC print - DO NOT PROCESS	As Filed Data -	DLN: 93491180005072

TY 2011 Investments Corporate Stock Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND
9388080000 / R73229008

EIN: 55-6106147

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLERGAN INC - 33 SHS	2,853	2,956
AMAZON COM INC - 36 SHS	4,373	6,469
ANADARKO PETROLEUM CORP - 43 SHS	3,180	3,617
APPLE INC. - 43 SHS	4,711	23,325
AUTOZONE INC - 7 SHS	2,012	2,621
CVS CAREMARK CORPORATION - 84 SHS	2,437	3,788
CAMPBELL SOUP COMPANY - 70 SHS	2,512	2,332
CAPITAL ONE FINANCIAL CORP - 57 SHS	2,594	2,884
CARDINAL HEALTH INC - 95 SHS	2,653	3,947
CELGENE CORPORATION - 55 SHS	2,644	4,033
CISCO SYSTEMS INC - 309 SHS	4,689	6,143
CITRIX SYSTEMS INC - 24 SHS	1,385	1,794
COLGATE PALMOLIVE CO - 28 SHS	2,206	2,609
DELAWARE EMERGING MARKETS FUND - 1665.47 SHS	22,550	23,966
E I DU PONT DE NEMOURS & CO - 138 SHS	5,068	7,017
E M C CORP MASS - 105 SHS	2,144	2,907
EMERSON ELECTRIC CO - 54 SHS	4,176	3,974
FREEPORT-MCMORAN COPPER & GOLD INC CL B - 96 SHS	3,372	4,086
GENERAL ELECTRIC CO - 160 SHS	2,603	3,048
GENERAL MILLS INC - 65 SHS	2,058	2,490
HOME DEPOT INC - 50 SHS	1,689	2,379
HUMANA INC - 51 SHS	3,980	4,442
JOHNSON CONTROLS INC - 200 SHS	4,472	6,526
LAM RESEARCH CORP - 35 SHS	1,440	1,460
THE ESTEE LAUDER COMPANIES INC CL A - 34 SHS	1,723	1,990
LENNAR CORP - 85 SHS	1,285	1,987
LOWES COMPANIES INC - 217 SHS	4,650	6,158
MICROSOFT CORP - 446 SHS	2,917	14,156
NIKE INC B - 35 SHS	2,088	3,777
NORFOLK SOUTHERN CORP - 86 SHS	3,400	5,925

Name of Stock	End of Year Book Value	End of Year Fair Market Value
OCCIDENTAL PETROLEUM CORP - 73 SHS	3,660	7,619
ORACLE CORP - 205 SHS	4,565	5,997
PACCAR INC - 95 SHS	2,683	4,371
PFIZER INC - 339 SHS	4,712	7,161
PIONEER NATURAL RESOURCES CO - 18 SHS	1,472	1,974
PROCTER & GAMBLE CO - 120 SHS	6,538	8,114
QUALCOMM INC - 93 SHS	2,153	5,783
SCHLUMBERGER LTD - 94 SHS	7,854	7,295
SOUTHWESTERN ENERGY CO - 25 SHS	986	827
TEXAS INSTRUMENTS INC - 55 SHS	1,820	1,834
UNITED TECHNOLOGIES CORP - 100 SHS	5,722	8,387
VERTEX PHARMACEUTICALS INC - 40 SHS	1,254	1,557
WALTER ENERGY INC - 31 SHS	2,272	2,010
WILLIAMS COMPANIES INC - 130 SHS	3,249	3,884
XILINX CORP - 100 SHS	2,970	3,693
MARRIOTT INTERNATIONAL INC CL A - 40 SHS	2,598	2,611
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 58 SHS	3,042	4,115
WELLS FARGO & CO - 305 SHS	7,270	9,543
BANK OF AMERICA CORP - 322 SHS	4,778	2,566
GOLDMAN SACHS GROUP INC - 47 SHS	4,353	5,412
BLACKROCK U.S. OPPORTUNITIES PORTFOLIO - 689.216 SHS	29,712	25,391
DEVON ENERGY CORP - 19 SHS	1,216	1,393
EOG RESOURCES INC - 23 SHS	1,691	2,619
HONEYWELL INTERNATIONAL INC - 71 SHS	2,892	4,229
TARGET CORP - 50 SHS	2,365	2,835
UNITEDHEALTH GROUP INC - 80 SHS	3,483	4,460
VERIZON COMMUNICATIONS INC - 120 SHS	4,098	4,573
US BANCORP DEL - 100 SHS	1,970	2,940
YUM BRANDS INC - 100 SHS	3,508	6,624
ARTISAN INTL VALUE FUND - INV - 5464.15 SHS	143,296	150,319

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CENTERPOINT ENERGY INC - 196 SHS	3,355	3,820
COMCAST CORP CL A - 115 SHS	2,086	3,382
CARNIVAL CORPORATION - 80 SHS	0	0
ARBITRAGE FUNDS - I CL I - 6169.45 SHS	80,376	81,560
ASTON OPTIMUM MID CAP FUND I - 729.496 SHS	19,820	24,314
JPM LARGE CAP GROWTH FD - SEL FUND 3118 - 1099.21 SHS	23,347	26,425
JPM US REAL ESTATE FD - SEL FUND 3037 - 3456.8 SHS	44,558	58,973
JPM 3 INDEX FD - SEL FUND 3129 1.98% - 2389.85 SHS	60,750	74,300
JPM MARKET EXPANSION INDEX FD - SEL FUND 3708 - 10371.8 SHS	90,857	110,978
JPM ASIA 3 FD - SEL FUND 1134 - 1486.07 SHS	32,735	48,253
AMERIPRISE FINANCIAL INC - 35 SHS	1,896	1,952
AT&T INC - 131 SHS	4,640	4,007
CBS CORP CLASS B W/I - 140 SHS	3,794	4,186
JPM TR I GROWTH ADVANTAGE FD - SEL FUND 1567 - 6478.13 SHS	58,368	64,911
CAMERON INTERNATIONAL CORPORATION - 41 SHS	2,221	2,284
POWERSHARES DB COMMODITY INDEX TRACKING FUND - 1750 SHS	42,086	51,310
IVY LARGE CAP GROWTH FUND - I - 4731.92 SHS	44,243	70,269
CME GROUP INC CLASS A COMMON STOCK - 11 SHS	3,172	3,184
EATON VANCE MUT FDS TR GLOBAL MACRO - I - 14199.49 SHS	144,248	142,137
INVESCO LTD - 130 SHS	2,528	3,220
PHILIP MORRIS INTERNATIONAL - 44 SHS	3,613	3,675
GATEWAY FUND - Y - 1731.98 SHS	46,082	46,677
NETAPP INC - 25 SHS	891	1,075
SPDR GOLD TRUST - 450 SHS	42,511	73,929
ACE LTD NEW - 61 SHS	3,461	4,374
EQT CORPORATION - 18 SHS	944	954
TYCO INTERNATIONAL LTD - 75 SHS	2,785	3,887
TIME WARNER INC NEW - 241 SHS	5,782	8,968
MERCK AND CO INC - 271 SHS	9,037	10,344
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL - 1930.47 SHS	27,165	35,250

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PIMCO COMMODITIES PLUS STRATEGY - 2462.41 SHS	28,465	28,071
NEXTERA ENERGY INC - 42 SHS	2,399	2,499
JPM TR I MIDCAP CORE - SEL - 3393.6 SHS	48,970	59,829
SG CONT BUFF EQ SPX 6/15/12 INITIAL LEVEL-12/3/10 - 40000 SHS	39,500	44,688
BARC REN SPX 3/21/12 INITIAL LEVEL-3/4/11- 45000 SHS	44,550	48,164
COLUMBIA FDS SER TR II MASS ASIA PC JP R5 - 3148 SHS	37,514	39,350
COVIDIEN PLC NEW - 70 SHS	2,957	3,658
GS BREN EAFE 4/10/12 INITIAL LEVEL-3/25/11- 30000 SHS	29,700	28,750
JOHN HANCOCK II-EMG MKTS-I - 2427.56 SHS	28,305	25,999
CS BREN EAFE 05/02/12 INITIAL LEVEL-04/21/11:- 30000 SHS	29,700	27,870
CITIGROUP INC NEW - 146 SHS	5,108	4,865
GS BREN EAFE 06/20/12 INITIAL LEVEL-06/03/11:- 30000 SHS	29,700	28,354
MS CONT BUFF EQ SPX 06/20/12 INITIAL LEVEL-06/03/11- 45000 SHS	44,550	47,167
BNP CONT BUFF EQ SPX 08/01/12 INITIAL LEVEL-07/15/11- 50000 SHS	49,500	52,015
DB BREN ASIA BASKET 11/28/12 INITIAL LEVEL-11/11/11- 25000 SHS	24,750	26,438
CS QARN SPX 02/06/13 100/100/100/100 INITIAL LEVEL-01/20/12- 40000 SHS	39,600	40,388
CS BREN EAFE 03/13/13 INITIAL LEVEL--02/24/12- 30000 SHS	29,700	30,000
JUNIPER NETWORKS INC - 165 SHS	3,315	3,755
EXXON MOBIL CORP - 149 SHS	6,041	12,889
METLIFE INC - 140 SHS	4,717	5,397
KRAFT FOODS INC CLASS A - 129 SHS	4,453	4,911
PRUDENTIAL FINANCIAL INC - 61 SHS	2,170	3,731
BIOGEN IDEC INC - 37 SHS	2,586	4,309
BAIDU INC SPONS ADR - 13 SHS	1,198	1,777
INTERCONTINENTAL EXCHANGE INC - 15 SHS	1,716	2,069
TD AMERITRADE HOLDING CORPORATION - 87 SHS	1,341	1,624
MASTERCARD INC - CLASS A - 6 SHS	1,083	2,520
GENERAL MOTORS CO - 100 SHS	3,389	2,602
GS BREN EEM 11/05/12 INITIAL LEVEL-10/19/11- 25000 SHS	24,750	28,140

TY 2011 Legal Fees Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND

9388080000 / R73229008

EIN: 55-6106147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL EXPENSES	1,598	0		1,598

TY 2011 Other Decreases Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND
9388080000 / R73229008

EIN: 55-6106147

Description	Amount
ADJUSTMENT - MISC	7

TY 2011 Other Expenses Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND
9388080000 / R73229008

EIN: 55-6106147

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHOLARSHIP ADMIN EXPENSES	584	0		584

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TY 2011 Other Income Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND
9388080000 / R73229008

EIN: 55-6106147

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
ACCRETION	329	329	329

TY 2011 Other Increases Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND
9388080000 / R73229008

EIN: 55-6106147

Description	Amount
ADJUSTMENT - RETURN OF CAPITAL	451
ADJUSTMENT - RECOVERY OF PRIOR YEARS DISTRIBUTION	500

TY 2011 Taxes Schedule

Name: PHYLLIS A BENEKE SCHOLARSHIP FUND

9388080000 / R73229008

EIN: 55-6106147

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN DIVIDEND TAX PAID	398	398		0
EST EXCISE TAX PAID - CURRENT YR	3,200	0		0
EXCISE TAX PAID - PRIOR YR	2,685	0		0