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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
EDWARD J. PHILLIPS FAMILY FOUNDATION

A Employer identification number
20-2041201

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
100 UNIVERSITY AVE SE

B Telephone number
612-623-1607

City or town, state, and ZIP code
MINNEAPOLIS, MN 55414

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 ▶ ☐

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

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)* ▶$ 26,870,920.

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))

			(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	250,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	54,899.	54,899.		STATEMENT 1
	4	Dividends and interest from securities	363,730.	363,410.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	10,082.			
	b	Gross sales price for all assets on line 6a 2,224,753.				
	7	Capital gain net income (from Part IV, line 2)		10,082.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	2,008.	2,008.		STATEMENT 3
	12	**Total** Add lines 1 through 11	680,719.	430,399.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	8,849.	4,424.		4,425.
	b	Accounting fees STMT 5	16,190.	8,095.		8,095.
	c	Other professional fees STMT 6	46,406.	46,406.		0.
	17	Interest				
	18	Taxes STMT 7	41,378.	6,368.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 8	12,227.	11,659.		568.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	125,050.	76,952.		13,088.
	25	Contributions, gifts, grants paid	1,377,918.			1,377,918.
	26	**Total expenses and disbursements** Add lines 24 and 25	1,502,968.	76,952.		1,391,006.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-822,249.			
	b	**Net investment income** (if negative, enter -0-)		353,447.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

618

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	2,043,225.	817,795.	817,795.
	2	Savings and temporary cash investments	832,566.	502,097.	522,540.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock STMT 10	14,478,665.	15,221,235.	16,627,804.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 11	8,572,915.	8,738,454.	8,902,781.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶ STATEMENT 12)	124,812.	9,269.	0.
	16	**Total assets** (to be completed by all filers)	26,052,183.	25,288,850.	26,870,920.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	26,052,183.	25,288,850.	
	30	**Total net assets or fund balances**	26,052,183.	25,288,850.	
	31	**Total liabilities and net assets/fund balances**	26,052,183.	25,288,850.	

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	26,052,183.
2	Enter amount from Part I, line 27a	2	-822,249.
3	Other increases not included in line 2 (itemize) ▶ COST BASIS ADJUSTMENT	3	58,916.
4	Add lines 1, 2, and 3	4	25,288,850.
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	25,288,850.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	2,224,753.		2,214,671.	10,082.

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				10,082.

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	10,082.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see 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))
2011	1,496,098.	25,250,455.	.059250
2010	2,427,276.	24,524,945.	.098972
2009	2,405,798.	23,403,032.	.102799
2008	2,508,955.	30,299,210.	.082806
2007	1,976,786.	33,348,814.	.059276

2	**Total** of line 1, column (d)	2	.403103
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	.080621
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	26,643,771.
5	Multiply line 4 by line 3	5	2,148,047.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,534.
7	Add lines 5 and 6	7	2,151,581.
8	Enter qualifying distributions from Part XII, line 4	8	1,391,006.

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			1	7,069.
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	7,069.
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	7,069.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	19,200.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	39,200.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	58.
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	32,073.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	10,000.	**Refunded** ▶	11	22,073.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MN			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DEAN B. PHILLIPS Telephone no. ▶ 612-362-7506

Located at ▶ 100 UNIVERSITY AVE SE, MINNEAPOLIS, MN ZIP+4 ▶ 55414

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 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 2012)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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)? ☐ 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)? N/A | 5b | | |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X |

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b | | |

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DEAN PHILLIPS 100 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	PRESIDENT/SECRETARY 2.00	0.	0.	0.
TYLER PHILLIPS 100 UNIVERSITY AVE SE MINNEAPOLIS, MN 55414	VICE PRESIDENT 2.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

Form **990-PF** (2012)

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	24,263,566.
b	Average of monthly cash balances		1b	2,785,948.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	27,049,514.
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	27,049,514.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	405,743.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	26,643,771.
6	**Minimum investment return.** Enter 5% of line 5		6	1,332,189.

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	1,332,189.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 7,069.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	7,069.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	1,325,120.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	1,325,120.
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	1,325,120.

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	1,391,006.
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	1,391,006.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,391,006.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					1,325,120.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ______, ______, ______			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008	363,184.				
c From 2009	1,239,270.				
d From 2010	1,207,649.				
e From 2011	252,746.				
f **Total** of lines 3a through e		3,062,849.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 1,391,006.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions) **		1,391,006.			
d Applied to 2012 distributable amount					0.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)		1,325,120.			1,325,120.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		3,128,735.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		3,128,735.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009	277,334.				
c Excess from 2010	1,207,649.				
d Excess from 2011	252,746.				
e Excess from 2012	1,391,006.				

** SEE STATEMENT 13

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ABBOT NORTHWESTERN HOSPITAL FOUNDATION 800 EAST 28TH STREET MINNEAPOLIS, MN 55407	N/A	501(C)(3)	GENERAL SUPPORT	20,000.
ALLINA HOSPICE FOUNDATION 333 SMITH AVENUE N, SUITE 4640 ST. PAUL, MN 55102	N/A	501(C)(3)	GENERAL SUPPORT	25,000.
AMICUS, INC 15 SOUTH 5TH STREET, SUITE 1100 MINNEAPOLIS, MN 55402	N/A	501(C)(3)	GENERAL SUPPORT	16,338.
BRECK SCHOOL 123 OTTAWA AVE N MINNEAPOLIS, MN 55422	N/A	501(C)(3)	GENERAL SUPPORT	150,700.
CAL RIPKEN FOUNDATION 1427 CLARKVIEW ROAD, SUITE 100 BALTIMORE, MD 21209	N/A	501(C)(3)	GENERAL SUPPORT	500,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	1,377,918.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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			14	54,899.	
4 Dividends and interest from securities			14	363,730.	
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	2,008.	
8 Gain or (loss) from sales of assets other than inventory			18	10,082.	
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.		430,719.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 430,719.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

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

Signature of officer or trustee | Date | Title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
LAURI A. ROBERTS, CPA	LAURI A. ROBERTS,	11/13/13		P00298140

Firm's name ▶ WIPFLI LLP

Firm's EIN ▶ 39-0758449

Firm's address ▶ 7601 FRANCE AVENUE SOUTH, SUITE 400
MINNEAPOLIS, MN 55435

Phone no 952-548-3400

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

EDWARD J. PHILLIPS FAMILY FOUNDATION

Employer identification number

20-2041201

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.** **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

Name of organization	Employer identification number
EDWARD J. PHILLIPS FAMILY FOUNDATION	20-2041201

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	EDWARD J PHILLIPS CHARITABLE LEAD ANNUITY TRUST 150 SOUTH FIFTH STREET, SUITE 2300 MINNEAPOLIS, MN 55402	$ 250,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
EDWARD J. PHILLIPS FAMILY FOUNDATION	20-2041201

Part II **Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

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

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

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

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

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

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

Name of organization

EDWARD J. PHILLIPS FAMILY FOUNDATION

Employer identification number

20-2041201

Part III *Exclusively* religious, charitable, etc , individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once) ▶ $__________
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

* Code: W Indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAMILY FDN
Account Number: A 529[redacted]

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
APPLE INC. REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE APPLE INC. CLASS ACTION. DUE A53218003 E & L PHILLIPS FAM FND-THORNBURG FUTURE	AAPL 037833100		00/00/00 10/24/12		9.49	.00		9.49
BNP BREN ASIA BASKET 08/22/12 10%BUFFER-2 XLEV- 6.19%CAP 12.38%MAXRTRN INITIAL LEVEL-08/05/11 ASIA BASKET:100.00	05567L3B1		08/05/11 08/22/12	250,000.000	250,000.00	250,000.00		.00
DELAWARE EMERGING MARKETS FUND	DEMI 245914817		06/06/11 09/12/12	18,761.726	248,405.25	300,000.00		-51,594.75
DREYFUS LAUREL EMG MKT DEBT LOC C-1	DDBI 261980494		06/06/11 09/14/12	8,305.648	125,000.00	125,166.12		-166.12
HSBC CONT BUFF EQ SPX 06/27/12 80% CONTIN BARRIER- 2.35%CPN 20% CAP INITIAL LEVEL-06/10/11 SPX:1,270.98	4042K1JV6		06/10/11 06/27/12	500,000.000	525,193.16	500,000.00		25,193.16
JPM ASIA EQUITY FD - SEL FUND 1134	JPAS 4812A0706		06/16/11 06/25/12	6,959.911	189,518.38	250,000.00		-60,481.62
JPM INTL CURRENCY INCOME FD	JCIS 4812A3296		06/06/11 09/14/12	13,297.872	150,000.00	154,920.21		-4,920.21

* Code: W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAMILY FDN
Account Number: A 528[redacted]

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
JUNIPER NETWORKS INC REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE JUNIPER NETWORKS INC CLASS ACTION DUE CLOSED ACCOUNT A53218003	JNPR 48203R104		00/00/00 03/15/12		100.91	.00		100.91
Total Long-Term Non Covered					1,488,227.19	1,580,086.33		-91,859.14

* Code: W Indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-FMI
Account Number: A 459[redacted]

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
DIAGEO P L C SPONS ADR NEW	DEO 25243Q205		08/03/11 01/20/12	75.000	6,469.81	6,009.75		460.06
DIAGEO P L C SPONS ADR NEW	DEO 25243Q205		08/03/11 07/30/12	50.000	5,419.04	4,006.50		1,412.54
DIAGEO P L C SPONS ADR NEW	DEO 25243Q205		08/03/11 08/03/12	50.000	5,325.58	4,006.50		1,319.08
KOHLS CORP	KSS 500255104		03/30/12 10/04/12	50.000	2,559.28	2,502.04		57.24
KOHLS CORP	KSS 500255104		04/03/12 10/11/12	50.000	2,549.13	2,599.03		-49.90
KOHLS CORP	KSS 500255104		04/04/12 10/12/12	50.000	2,573.44	2,591.87		-18.43
KOHLS CORP	KSS 500255104		04/05/12 10/15/12	50.000	2,578.94	2,534.85		44.09
KOHLS CORP	KSS 500255104		04/09/12 10/16/12	50.000	2,620.17	2,490.99		129.18
KOHLS CORP	KSS 500255104		04/10/12 10/17/12	25.000	1,319.77	1,233.29		86.48
NESTLE S A SPONS ADR REPSTG REG SH	NSRG 641069406		08/03/11 05/03/12	50.000	3,021.40	3,193.50		-172.10

* Code. W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-FMI
Account Number: A 459[redacted]

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
STAPLES INC	SPLS 855030102		08/03/11 05/24/12	100.000	1,346.94	1,537.57		-190.63
STAPLES INC	SPLS 855030102		08/03/11 05/25/12	50.000	671.08	768.78		-97.70
STAPLES INC	SPLS 855030102		08/03/11 05/29/12	50.000	677.29	768.79		-91.50
STAPLES INC	SPLS 855030102		08/03/11 05/29/12	50.000	678.89	768.78		-89.89
STAPLES INC	SPLS 855030102		08/03/11 05/30/12	50.000	667.95	768.79		-100.84
STAPLES INC	SPLS 855030102		08/03/11 05/31/12	50.000	661.27	768.78		-107.51
STAPLES INC	SPLS 855030102		08/03/11 06/20/12	100.000	1,300.80	1,537.57		-236.77
STAPLES INC	SPLS 855030102		08/03/11 06/29/12	50.000	649.55	768.79		-119.24
STAPLES INC	SPLS 855030102		08/03/11 07/02/12	50.000	649.17	768.78		-119.61
STAPLES INC	SPLS 855030102		08/03/11 07/05/12	25.000	329.96	384.39		-54.43

* Code: W Indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-FMI
Account Number: A 459[redacted]

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
STAPLES INC	SPLS 855030102		08/03/11 07/05/12	50.000	656.45	768.79		-112.34
TIME WARNER INC NEW	TWX 887317303		08/03/11 05/01/12	50.000	1,894.23	1,662.80		231.43
TIME WARNER INC NEW	TWX 887317303		08/03/11 05/03/12	50.000	1,850.54	1,662.79		187.75
TIME WARNER INC NEW	TWX 887317303		08/03/11 06/18/12	25.000	925.99	831.40		94.59
UNITED PARCEL SERVICE INC CL B	UPS 911312106		08/03/11 05/17/12	50.000	3,759.53	3,345.39		414.14
UNITED PARCEL SERVICE INC CL B	UPS 911312106		08/03/11 05/18/12	50.000	3,716.25	3,345.39		370.86
UNITED PARCEL SERVICE INC CL B	UPS 911312106		08/03/11 05/22/12	50.000	3,747.75	3,345.39		402.36
UNITED PARCEL SERVICE INC CL B	UPS 911312106		08/03/11 05/23/12	50.000	3,718.06	3,345.39		372.67
UNITED PARCEL SERVICE INC CL B	UPS 911312106		08/03/11 05/31/12	50.000	3,714.21	3,345.39		368.82

* Code: W Indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-FMI
Account Number: A 459[redacted]

Capital Gain and Loss Schedule

Short-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
UNITED PARCEL SERVICE INC CL B	UPS 911312106		08/03/11 06/01/12	50.000	3,675.82	3,345.39		330.43
Total Short-Term Covered					**69,728.29**	**65,007.46**		**4,720.83**

* Code: W Indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-FMI
Account Number: A 459[redacted]

Capital Gain and Loss Schedule

Long-Term Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
DIAGEO P L C SPONS ADR NEW	DEO 25243Q205		08/03/11 08/06/12	25.000	2,650.49	2,003.25		647.24
STAPLES INC	SPLS 855030102		08/03/11 08/15/12	500.000	5,661.92	7,687.85		-2,025.93
STAPLES INC	SPLS 855030102		08/03/11 08/16/12	150.000	1,710.86	2,306.36		-595.50
STAPLES INC	SPLS 855030102		08/03/11 08/17/12	125.000	1,421.03	1,921.96		-500.93
WALMART STORES INC	WMT 931142103		08/03/11 08/13/12	50.000	3,668.86	2,574.85		1,094.01
WALMART STORES INC	WMT 931142103		08/03/11 08/14/12	50.000	3,697.33	2,574.84		1,122.49
Total Long-Term Covered					**18,810.49**	**19,069.11**		**-258.62**

* Code: W Indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-TAP DY
Account Number: A 436[redacted]

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
CALAMOS INV TR NEW CONV FD INST	CICV 128119864		07/19/11 02/17/12	579.019	9,889.64	10,960.83		-1,071.19
COHEN & STEERS PREFERRED SECURITIES AND INCOME FUND INC	CPXI 19248X307		07/19/11 07/16/12	786.153	9,992.00	9,710.12		281.88
COHEN & STEERS PREFERRED SECURITIES AND INCOME FUND INC	CPXI 19248X307		07/19/11 07/17/12	802.907	10,221.00	9,917.06		303.94
EATON VANCE MUT FDS TR FLT RT CL I	EIBL 277911491		07/19/11 04/13/12	4,019.009	36,171.08	36,232.38		-61.30
EATON VANCE MUT FDS TR GLOBAL MACRO - I	EIGM 277923728		07/19/11 07/09/12	1,172.857	11,494.00	11,903.54		-409.54
EATON VANCE MUT FDS TR GLOBAL MACRO - I	EIGM 277923728		07/19/11 07/10/12	1,140.306	11,175.00	11,573.18		-398.18
PIMCO EMERGING LOCAL BOND FUND - P	PELP 72201M396		Various 05/14/12	2,934.882	30,522.77	32,301.34		-1,778.57
RIDGEWORTH FDS SEIX FLRT HI I	SAMB 76628T678		07/19/11 03/14/12	1,170.522	10,324.00	10,441.06		-117.06

* Code: W indicates Wash Sale
L indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O indicates Ordinary Income gain or loss
F indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-TAP DY
Account Number: A 436[redacted]

Capital Gain and Loss Schedule

Short-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
RIDGEWORTH FDS SEIX FLRT HI I	SAMB 76628T678		07/19/11 04/13/12	2,739.524	24,190.00	24,436.55		-246.55
Total Short-Term Non Covered					153,979.49	157,476.06		-3,496.57

* Code: W indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-TAP DY
Account Number: A 436[redacted]

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
EATON VANCE MUT FDS TR GLOBAL MACRO - I	EIGM 277923728		07/19/11 07/25/12	5,133.309	50,357.76	52,098.90		-1,741.14
GATEWAY FUND - Y	GTEY 367829884		07/19/11 09/27/12	392.559	10,815.00	10,438.14		376.86
GATEWAY FUND - Y	GTEY 367829884		07/19/11 10/16/12	369.161	10,211.00	9,815.99		395.01
HARBOR HIGH YIELD BOND FUND - INS	HYFA 411511553		07/19/11 10/18/12	1,901.696	21,299.00	21,051.77		247.23
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		07/19/11 09/24/12	1,772.059	14,460.00	14,566.32		-106.32
JPM HIGH YIELD FD - SEL FUND 3580	OHYF 4812C0803		07/19/11 10/01/12	1,704.837	13,792.13	14,013.76		-221.63
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		07/19/11 07/25/12	1,189.827	13,100.00	13,123.79		-23.79
JPM SHORT DURATION BOND FD - SEL FUND 3133	HLLV 4812C1330		07/19/11 11/15/12	941.107	10,371.00	10,380.41		-9.41

* Code: W Indicates Wash Sale
L Indicates a Nondeductible Loss other than a Wash Sale
** Ordinary Income: O Indicates Ordinary Income gain or loss
F Indicates Foreign Exchange gain or loss on Capital transactions

THE EDWARD J PHILLIPS FAM FDN-TAP DY
Account Number: A 436[redacted]

Capital Gain and Loss Schedule

Long-Term Non Covered

Description	Stock and other symbol Cusip	Code*	Date Acquired Date Sold	Units	Sales Price	Cost or Other Basis	Adjustments to gain or loss	Gain or Loss Ordinary Income**
SIT MUT FDS INC DIVIDEND GRWTH	SDVG 82980D707		07/19/11 09/27/12	745.235	11,104.00	10,343.86		760.14
Total Long-Term Non Covered					**155,509.89**	**155,832.94**		**-323.05**

EDWARD J. PHILLIPS FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
20-2041201 PAGE 1 OF 1

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	JP MORGAN #529 LT - SEE ATTACHED	P	VARIOUS	VARIOUS
b	JP MORGAN #459 ST - SEE ATTACHED	P	VARIOUS	VARIOUS
c	JP MORGAN #459 LT - SEE ATTACHED	P	VARIOUS	VARIOUS
d	JP MORGAN #436 ST - SEE ATTACHED	P	VARIOUS	VARIOUS
e	JP MORGAN #436 LT - SEE ATTACHED	P	VARIOUS	VARIOUS
f	HIGHBRIDGE CAPITAL CORP	P	VARIOUS	02/14/12
g	HIGHBRIDGE MEZZANINE	P	VARIOUS	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,488,227.		1,580,086.	-91,859.
b	69,728.		65,007.	4,721.
c	18,810.		19,069.	-259.
d	153,979.		157,476.	-3,497.
e	155,510.		155,833.	-323.
f	291,546.		237,200.	54,346.
g	3,589.			3,589.
h	43,364.			43,364.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-91,859.
b				4,721.
c				-259.
d				-3,497.
e				-323.
f				54,346.
g				3,589.
h				43,364.
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	10,082.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CHURCH OF THE ASCENSION 1723 BRYANT AVENUE NORTH MINNEAPOLIS, MN 55411	N/A	501(C)(3)	GENERAL SUPPORT	50,000.
FOUNDATION FOR MINNEAPOLIS PARKS 4800 MINNEHAHA AVENUE SOUTH MINNEAPOLIS, MN 55417	N/A	501(C)(3)	GENERAL SUPPORT	30,000.
FREE THE CHILDREN 4301 HIGHWAY 7, SUITE 120 MINNEAPOLIS, MN 55416	N/A	501(C)(3)	GENERAL SUPPORT	250,000.
GIVENS FOUNDATION 2822 LYNDALE AVENUE S MINNEAPOLIS, MN 55408	N/A	501(C)(3)	GENERAL SUPPORT	12,000.
HAZELDEN FOUNDATION PO BOX 176 CENTER CITY, MN 55012-0176	N/A	501(C)(3)	GENERAL SUPPORT	5,000.
HERZL CAMP ASSOCIATION 7204 WEST 27TH STREET, SUITE 226 ST. LOUIS PARK, MN 55426	N/A	501(C)(3)	GENERAL SUPPORT	20,000.
JEWISH FAMILY & CHILDREN'S SERVICE 13100 WAYZATA BLVD, SUITE 400 MINNETONKA, MN 55305	N/A	501(C)(3)	GENERAL SUPPORT	5,000.
LORD OF LIFE LUTHERAN CHURCH 18500 COUNTY ROAD 101 MAPLE GROVE, MN 55311	N/A	501(C)(3)	GENERAL SUPPORT	3,267.
MAYO FOUNDATION 200 FIRST STREET SW ROCHESTER, MN 55905	N/A	501(C)(3)	GENERAL SUPPORT	20,000.
MINNEAPOLIS POLICE 2ND PRECINCT 1911 CENTRAL AVENUE NE MINNEAPOLIS, MN 55418	N/A	501(C)(3)	GENERAL SUPPORT	250.
Total from continuation sheets				665,880.

EDWARD J. PHILLIPS FAMILY FOUNDATION 20-2041201

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
MULTIPLE MYELOMA RESEARCH FOUNDATION 383 MAIN AVENUE, 5TH FLOOR NOWALK, CT 06851	N/A	501(C)(3)	GENERAL SUPPORT	115,000.
PAGE EDUCATION FOUNDATION PO BOX 581254 MINNEAPOLIS, MN 55458-1254	N/A	501(C)(3)	GENERAL SUPPORT	20,000.
RONALD MCDONALD HOUSE UPPER MIDWEST 818 FULTON ST SE MINNEAPOLIS, MN 55414	N/A	501(C)(3)	GENERAL SUPPORT	2,500.
SCHOOL FOR ETHICS AND GLOBAL LEADERSHIP 1528 18TH STREET NW WASHINGTON, DC 20036	N/A	501(C)(3)	GENERAL SUPPORT	12,000.
TEMPLE ISRAEL 2324 EMERSON AVENUE SOUTH MINNEAPOLIS, MN 55405	N/A	501(C)(3)	GENERAL SUPPORT	5,000.
UNDER THE RADAR FOUNDATION C/O ROBEN HUNTER, HUNTER ADVISORS, PLLC BLOOMINGTON, MN 55431	N/A	501(C)(3)	GENERAL SUPPORT	1,500.
WORLDWIDE ORPHANS FOUNDATION 515 VALLEY STREET, SUITE 201 MAPLEWOOD, NJ 07040	N/A	501(C)(3)	GENERAL SUPPORT	114,363.
Total from continuation sheets				

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

SOURCE	AMOUNT
HIGHBRIDGE MEZZANINE	54,289.
IRS INTEREST	53.
JP MORGAN #459	6.
JP MORGAN #529	470.
JP MORGAN #529	81.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	54,899.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIAMOND CASTLE PRIVATE INVESTORS	1,887.	0.	1,887.
JP MORGAN #436	913.	913.	0.
JP MORGAN #436	42,602.	0.	42,602.
JP MORGAN #436	94.	0.	94.
JP MORGAN #436	2.	0.	2.
JP MORGAN #459	12,841.	0.	12,841.
JP MORGAN #459	224.	0.	224.
JP MORGAN #529	42,451.	42,451.	0.
JP MORGAN #529	7,181.	0.	7,181.
JP MORGAN #529	242,995.	0.	242,995.
JP MORGAN #529	35,957.	0.	35,957.
JP MORGAN #529 OID	15,111.	0.	15,111.
K-1:GRE II PRIVATE INVESTORS, LLC	4,836.	0.	4,836.
TOTAL TO FM 990-PF, PART I, LN 4	407,094.	43,364.	363,730.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
K-1:GRE II PRIVATE INVESTORS, LLC	2,008.	2,008.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,008.	2,008.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	8,849.	4,424.		4,425.
TO FM 990-PF, PG 1, LN 16A	8,849.	4,424.		4,425.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	16,190.	8,095.		8,095.
TO FORM 990-PF, PG 1, LN 16B	16,190.	8,095.		8,095.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	46,406.	46,406.		0.
TO FORM 990-PF, PG 1, LN 16C	46,406.	46,406.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	6,368.	6,368.		0.
2011 BALANCE DUE	12,810.	0.		0.
2011 EXTENSION	3,000.	0.		0.
2012 ESTIMATES	19,200.	0.		0.
TO FORM 990-PF, PG 1, LN 18	41,378.	6,368.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
K-1:JP MORGAN INDIA PROPERTY FUND, LLC	129.	129.		0.
K-1:GRE II PRIVATE INVESTORS, LLC	11,530.	11,530.		0.
MN ANNUAL FEE	25.	0.		25.
MISCELLANEOUS EXPENSE	543.	0.		543.
TO FORM 990-PF, PG 1, LN 23	12,227.	11,659.		568.

FOOTNOTES STATEMENT 9

THE FOLLOWING INVESTMENTS DO NOT PROVIDE K-1S TO THE EDWARD J. PHILLIPS FAMILY FOUNDATION:

BLUEBAY EMERGING
BRAHMAN PARTNERS II OFFSHORE
BRIDGEWATER PRIVATE INVESTORS
GALLEON OFFSHORE LIQUIDATING TRUST
HB MULTI-STATEGY HOLDING CLASS B
HIGHBRIDGE CAPITAL CORPORATION
PAULSON ENHANCED LTD
PERELLA WEINBERG PARTNERS XERION
STANDARD PACIFIC CAPITAL OFFSHORE FUND
WINTON FUTURES FUND LTD
HIGHBRIDGE QUANTITATIVE COMMODITIES FUND

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
JP MORGAN #529- SEE ATTACHED	982,139.	979,572.
JP MORGAN #529 - SEE ATTACHED	12,968,009.	14,301,116.
JP MORGAN #436 - SEE ATTACHED	755,724.	771,582.
JP MORGAN #459 - SEE ATTACHED	515,363.	575,534.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,221,235.	16,627,804.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
HIGHBRIDGE CAPITAL CORPORATION	COST	1,313,347.	1,779,826.
GRE III PRIVATE INVESTORS, LLC	COST	628,868.	656,374.
JP MORGAN INDIA PROPERTY FUND	COST	385,950.	358,644.
DIAMOND CASTLE IV PRIVATE INVE	COST	908,984.	779,415.
GALLEON OFFSHORE	COST	2,829.	1,077.
WINTON FUTURES FUND	COST	600,000.	712,765.
HIGHBRIDGE MEZZANINE	COST	875,229.	819,857.
HPS MEZZANINE PRIVATE INVESTORS	COST	161,319.	161,179.
JP MORGAN CHINA PRIVATE INVESTORS	COST	12,430.	15,470.
ALTERNATIVE INV - JP MORGAN #529	COST	3,600,000.	3,365,795.
ALTERNATIVE INV - JP MORGAN #436	COST	249,498.	252,379.
TOTAL TO FORM 990-PF, PART II, LINE 13		8,738,454.	8,902,781.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
DIVIDENDS & INT RECEIVABLE	3,593.	9,269.	0.
DUE FROM EJP CLAT	121,219.	0.	0.
TO FORM 990-PF, PART II, LINE 15	124,812.	9,269.	0.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT EXCESS QUALIFYING DISTRIBUTIONS AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 13

EDWARD J PHILLIPS FAMILY FOUNDATION HEREBY ELECTS UNDER IRC REGULATIONS SECTION 53.4942(A)-3(D)(2) TO TREAT THE QUALIFYING DISTRIBUTION OF $1,391,006, MADE DURING 2012, AS DISTRIBUTIONS OUT OF CORPUS

US Fixed Income

COHEN & STEERS PREFERRED SECURITIES AND INCOME FUND INC 19248X-30-7	13 36	3,241 08	43,300 78	39,386 90	3,913 88	2,761.39	6 38%
HARBOR HIGH YIELD BOND FUND - INS 411511-55-3	11 11	4,886 92	54,293 70	54,098 23	195 47	3,181 38	5 86%
HARBOR CONVERTIBLE SEC FD-IS 411512-73-4	10 02	2,022 25	20,262 89	20,000.00	262 89	541 96	2.67%
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	3,257 71	38,538 70	38,669 00	(130 30)	1,361.72 133 57	3 53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	13,493 33	152,879 39	151,274 00	1,605 39	9,701 70	6.35%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	7,597 91	83,501 04	83,561 80	(60 76)	1,063 70 98.77	1.27%

US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
JPM TR I MLT SC INCM SL 48121A-29-0	10 22	9,883 32	101,007 48	98,901 00	2,106 48	4,160 87 612.77	4 12%
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8 98	6,987 55	62,748 20	62,328 94	419 26	3,067 53	4 89%
T. ROWE PRICE INSTL INCOME FDS FLTG RATE FD F 77958B-10-5	10.20	5,818 39	59,347 57	59,348 74	(1.17)	2,897 55	4 88%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 09	6,471 22	52,352 20	49,872 00	2,480 20	3,222 66	6 16%
Total US Fixed Income			**$668,231.95**	**$657,440.61**	**$10,791.34**	**$31,960.46** **$845.11**	**4.78%**

Non-US Fixed Income

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
PIMCO EMERGING MARKETS CORPORATE BOND FUND 72201W-85-7	12 20	2,659 02	32,440 04	30,273 00	2,167 04	1,204 53	3 71%

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
SIT MUT FDS INC DIVIDEND GRWTH 82980D-70-7 SDVG X	14 50	2,526 749	36,637 86	35,071 27	1,566 59	634 21	1 73 %
Asia ex-Japan Equity							
MATTHEWS ASIA DIVIDEND INSTITUTIONAL 577130-75-0 MIPI X	14 57	2,352 248	34,272 25	32,938 61	1,333 64	1,352 54	3.95 %

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
EATON VANCE FLOATING-RATE ADVANTAGE I 277923-63-7 EIFA X	11 10	8,066 396	89,537 00	88,313 00
GATEWAY FUND - Y 367829-88-4 GTEY X	27 11	2,962 913	80,324 57	78,783 87

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
HSBC FDS TOTAL RETURN I 40428X-15-6 HTRI X	10 30	5,009 758	51,600 51	50,911 00
Total Hedge Funds			**$221,462.08**	**$218,007.87**

	Quantity/Original Commitment Amount	Cost/Net Capital Called Since Inception	Net Distributions Since Inception	Estimated Value	Est Annual Inc Accrued Div	Yield
Real Estate & Infrastructure						
MANAGED PORTFOLIO SER TORTOIS INSTL 56166Y-40-4 TORI X	2,491 27	31,490 00		30,916 60		

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which value may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value" Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative

For private equity funds, Estimated Values are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e , "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market Estimated Value shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund)

Note P indicates position adjusted for Pending Trade Activity

[1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
ACCENTURE PLC-CL A G1151C-10-1 ACN	66 50	375 000	24,937 50	22,203 08	2,734 42	607 50	2 44 %
AMERICAN EXPRESS CO 025816-10-9 AXP	57 48	300 000	17,244 00	14,561 91	2,682 09	240 00	1 39 %
AMERISOURCEBERGEN CORP 03073E-10-5 ABC	43 18	475 000	20,510 50	18,117 50	2,393 00	399 00	1 95 %
AUTOMATIC DATA PROCESSING INC 053015-10-3 ADP	56 93	275 000	15,655 75	13,659 25	1,996 50	478 50 119 63	3 06 %
BANK OF NEW YORK MELLON CORP 064058-10-0 BK	25 70	1,275 000	32,767 50	30,013 22	2,754 28	663.00	2.02 %
BERKSHIRE HATHAWAY INC DEL CL B 084670-70-2 BRK B	89 70	325 000	29,152 50	24,465 74	4,686 76		
CINTAS CORP 172908-10-5 CTAS	40 90	400 000	16,360 00	12,476 64	3,883 36	256.00	1.56 %
COMERICA INC 200340-10-7 CMA	30 34	600 000	18,204 00	16,687 45	1,516 55	360 00 90 00	1 98 %
COST OF PENDING PURCHASES	1 00	(1,317 750)	(1,317 75)	(1,317 75)			
COVIDIEN PLC NEW G2554F-11-3 COV	57 74	375 000	21,652 50	18,712 37	2,940 13	390 00	1.80 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
P **DANONE** SPONS ADR 23636T-10-0 DANO Y	13 16	300 000	3,947 70	3,949 98	(2 28)	69 30	1 76 %
DEVON ENERGY CORP 25179M-10-3 DVN	52 04	400 000	20,816 00	27,537 29	(6,721 29)	320 00	1.54 %
EXPEDITORS INTERNATIONAL WASHINGTON INC 302130-10-9 EXPD	39 55	450 000	17,797 50	17,000 87	796 63	252 00	1 42 %
GLAXOSMITHKLINE PLC SPONS ADR 37733W-10-5 GSK	43 47	400 000	17,388 00	17,020 66	367 34	927 60 231 58	5 33 %
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	60 81	400 000	24,324 00	19,583 71	4,740 29	608 00 152 00	2 50 %
INGERSOLL-RAND PLC G47791-10-1 IR	47 96	350 000	16,786 00	12,107 45	4,678 55	294 00	1 75 %
KIMBERLY-CLARK CORP 494368-10-3 KMB	84 43	250 000	21,107 50	16,097 00	5,010 50	740 00 185 00	3 51 %
MICROSOFT CORP 594918-10-4 MSFT	26 71	525 000	14,022 75	14,072 90	(50 15)	483.00	3 44 %
MONSANTO CO 61166W-10-1 MON	94 65	150 000	14,197 50	10,597 49	3,600 01	225 00	1 58 %
NESTLE S A SPONS ADR REPSTG REG SH 641069-40-6 NSRG Y	65 11	275 000	17,905 80	17,564 25	341 55	487.30	2 72 %
OMNICOM GROUP INC 681919-10-6 OMC	49 96	400 000	19,984 00	16,894 37	3,089 63	480 00	2 40 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
PACCAR INC 693718-10-8 PCAR	45 21	275 000	12,432 75	11,121 56	1,311 19	220 00	1 77%
SCHLUMBERGER LTD 806857-10-8 SLB	69 30	200 000	13,859 80	12,036 93	1,822 87	220 00 55 00	1.59%
SYSCO CORP 871829-10-7 SYY	31 66	825 000	26,119 50	24,680 29	1,439 21	924 00	3 54%
TE CONNECTIVITY LTD H84989-10-4 TEL	37 12	675 000	25,056 00	21,890 14	3,165 86	567 00	2 26%
TIME WARNER INC NEW 887317-30-3 TWX	47 83	375 000	17,936 25	12,470 96	5,465 29	390 00	2 17%
US DOLLAR	1 00	35,144 040	35,144 04	35,144 04		10 54 0 93	0.03%
WALMART STORES INC 931142-10-3 WMT	68 23	300 000	20,469 00	15,449.07	5,019 93	477 00	2 33%
WILLIS GROUP HOLDINGS PLC G96666-10-5 WSH	33 53	325 000	10,897 25	13,030 58	(2,133 33)	351.00 87.75	3 22%
3M CO 88579Y-10-1 MMM	92 85	325 000	30,176 25	27,534 11	2,642 14	767.00	2.54%
Total US Large Cap Equity			**$575,534.09**	**$515,363.06**	**$60,171.03**	**$12,206.74** **$921.89**	**2.12%**

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
US Large Cap Equity							
ISHARES CORE S&P 500 ETF 464287-20-0 IVV	143 14	11,201 000	1,603,311 14	1,384,603 93	218,707 21	33,603 00	2 10%
ISHARES RUSSELL 1000 VALUE INDEX FUND 464287-59-8 IWD	72 82	11,200 000	815,584 00	548,576 00	267,008 00	18,771 20	2 30%
ISHARES RUSSELL 1000 GROWTH INDEX FUND 464287-61-4 IWF	65 49	6,759 000	442,646 91	352,654 62	89,992 29	7,326 75	1 66%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	9,555 662	228,858 10	200,000 00	28,858 10	1,003 34 51 41	0.44%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	36,117 783	798,925 36	674,523 65	124,401 71	6,103 90	0 76%
Total US Large Cap Equity			**$3,889,325.51**	**$3,160,358.20**	**$728,967.31**	**$66,808.19** **$51.41**	**1.72%**
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND 464287-48-1 IWP	62 80	5,800 000	364,240 00	299,460 38	64,779 62	4,790 80	1.32%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Small Cap Equity							
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	84 32	4,559 000	384,405 76	255,426 18	128,979 58	7,691 03	2 00%
EAFE Equity							
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34 64	43,530 899	1,507,910 34	1,500,000 00	7,910 34	32,517 58	2 16%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	56 86	4,404 000	250,411 44	232,666 84	17,744 60	7,746 63	3 09%
Total EAFE Equity			**$1,758,321.78**	**$1,732,666.84**	**$25,654.94**	**$40,264.21**	**2.29%**
European Large Cap Equity							
DB MARKET PLUS SX5E 03/19/14 80% CONTIN BARRIER- 7 6%CPN ,UNCAPPED INITIAL LEVEL-09/14/12 SX5E 2594 56 2515A1-LR-0	101 74	275,000 000	279,787 75	275,000 00	4,787 75		
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	24,244 924	591,818 59	482,890 73	108,927 86	4,897 47	0 83%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Asia ex-Japan Equity							
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	16 81	35,057 224	589,311 94	556,815 01	32,496 93	5,609.15	0 95%
Total Asia ex-Japan Equity			**$1,181,130.53**	**$1,039,705.74**	**$141,424.79**	**$10,506.62**	**0.89%**
Emerging Market Equity							
JPM BREN EEM 09/30/13 10%BUFFER-2XLEV- 7 31%CAP 14 62%MAXRTRN INITIAL LEVEL-09/07/12 EEM 40 78 48125V-6N-5	105 36	250,000 000	263,400 00	250,000 00	13,400 00		
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44 53	6,183 000	275,328 99	296,427 86	(21,098 87)	6,028 42	2.19%
Total Emerging Market Equity			**$538,728.99**	**$546,427.86**	**($7,698.87)**	**$6,028.42**	**1.12%**

US Fixed Income

J.P. MORGAN-BLACKROCK OPPORTUNISTIC RMBS LTD LEAD SERIES 01-12 N/O Client 477219-91-9	1,213 19 11/30/12	566 28	687,002 64	500,000 00			
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	25,062 66	296,491 23	300,000.00	(3,508 77)	10,476 19 1,027.57	3 53%
EATON VANCE FLOATING RATE I 277911-49-1	9 12	33,076 08	301,653 80	299,786 12	1,867 68	13,395 81 1,105 45	4 44%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	38,936 54	316,943 44	300,000 00	16,943 44	20,285 93 2,024.70	6 40%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	140,855 56	1,548,002 55	1,493,369 10	54,633 45	19,719 77 1,831 12	1 27%
JPM MANAGED INCOME - INSTL FUND 2119 48121A-41-5	10 01	99,900 10	1,000,000 00	1,000,000 00		4,695 30 328 77	0 47%
BLACKROCK HIGH YIELD BOND 091929-63-8	8 09	50,890 59	411,704 83	400,000 00	11,704 83	25,343 51	6 16%
Total US Fixed Income			**$4,561,798.49**	**$4,293,155.22** **$3,793,155.22**	**$81,640.63**	**$93,916.51** **$6,317.61**	**2.06%**
Complementary Structured Strategies							
O **JPMORGAN CHASE FRN 3.000% 4/17/14** JPM 5YR CPI LINKED NOTE, Y1 3% CPN, Y2-5 1 5X MATURITY DATE 4/17/14 48123L-Q5-6 AA- /AA2	100 48	500,000 00	502,400 00	520,895.00 500,000 00	(18,495 00)	15,000.00 616 00	
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	40,461 87	456,005 24	470,079 79	(14,074 55)	10,560 54	2 32%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15 34	25,095 98	384,972 27	374,833 88	10,138 39	5,370 53	1 40%
Total Foreign Exchange & Non-USD Fixed Income			**$840,977.51**	**$844,913.67**	**($3,936.16)**	**$15,931.07**	**1.90%**

Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
BLUEBAY EMERGING MARKET ENHANCED OPPORTUNITY FUND LTD VOTING CLASS A $US - EQUALIZATION N/O Client D96000-94-4	1 00 11/30/12	723 280	723 28	
BLUEBAY EMERGING MARKET ENHANCED OPPORTUNITY FUND LTD VOTING CLASS A $US N/O Client HFBBMA-AA-4	106 18 11/30/12	4,945 490	525,112 13	500,000 00
BRAHMAN PARTNERS II OFFSHORE, LTD. CLASS H - NEW ISSUES INELIGIBLE 07-11 N/O Client HFBCCA-AE-5	1,011 59 11/30/12	500 000	505,795 00	500,000 00
BRIDGEWATER PRIVATE INVESTORS OFFSHORE, LTD CLASS A 07-11 N/O Client HFBRDA-ET-4	118 25 11/30/12	5,000 000	591,228 50	500,000 00

	Price	Quantity	Estimated Value	Cost
PAULSON ENHANCED LTD. CLASS C - NEW ISSUES INELIGIBLE 07-11 N/O Client HFPAPA-BH-2	82 16 11/30/12	5,000 000	410,779 66	500,000 00
PERELLA WEINBERG PARTNERS XERION OFFSHORE LTD CLASS B1X - NEW ISSUES INELIGIBLE 07-11 N/O Client HFPWPA-GD-8	865 42 11/30/12	500 000	432,710 00	500,000 00
STANDARD PACIFIC CAPITAL OFFSHORE FUND, LTD CLASS A SERIES D (NEW ISSUES INELIGIBLE) N/O Client 853799-95-5	94 86 11/30/12	4,368 949	414,438 50	500,000 00
STANDARD PACIFIC CAPITAL OFFSHORE FUND, LTD CLASS A SERIES D (NEW ISSUES INELIGIBLE) - EQUALIZATION FACTOR N/O Client 853799-98-9	1 00 11/30/12	5,967 980	5,967 98	

	Price	Quantity	Estimated Value	Cost
Hard Assets				
HIGHBRIDGE QUANTITATIVE COMMODITIES FUND, LTD CLASS B-RF N/O Client 439992-93-4	798 40 11/30/12	600 000	479,040 00	600,000 00

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Preferred Stocks							
CITIGROUP CAPITAL XVI 6 45% PFD 17310L-20-1 C PWNA /BAA	25 02	9,540 000	238,690 80	240,942 00	(2,251 20)	15,378 48	6 44 %
JPMORGAN CHASE & CO PFD 5 500% 48126E-75-0 JPM PD	25 14	20,000 000	502,800 00	500,000 00	2,800 00	27,500 00	5 47 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div	Yield
Preferred Stocks							
MERRILL LYNCH CAP TRUST I 6 45% PFD 590199-20-4 MER PK	24 93	9,550 000	238,081 50	241,197 25	(3,115 75)	15,394 60	6 47%
Total Preferred Stocks			**$979,572.30**	**$982,139.25**	**($2,566.95)**	**$58,273.08**	**5.95%**

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. EDWARD J. PHILLIPS FAMILY FOUNDATION	Employer identification number (EIN) or 20-2041201
	Number, street, and room or suite no. If a P.O. box, see instructions. 100 UNIVERSITY AVE SE	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNEAPOLIS, MN 55414	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ DEAN B. PHILLIPS
100 UNIVERSITY AVE SE - MINNEAPOLIS, MN 55414
Telephone No ▶ 612-362-7506 FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ ☐ If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☒ calendar year 2012 or
▶ ☐ tax year beginning ______, and ending ______.

2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 39,200.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 19,200.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 20,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

223841
01-21-13

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions
EDWARD J. PHILLIPS FAMILY FOUNDATION

Employer identification number (EIN) or
20-2041201

Number, street, and room or suite no. If a P.O. box, see instructions.
100 UNIVERSITY AVE SE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
MINNEAPOLIS, MN 55414

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ DEAN B. PHILLIPS 100 UNIVERSITY AVE SE - MINNEAPOLIS, MN 55414

Telephone No. ▶ 612-362-7506 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ ☐ . If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012 , or other tax year beginning ______ , and ending ______ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 39,200.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 39,200.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Title ▶ Date ▶