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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

MARCH 1, 2012, and ending FEBRUARY 28, 2013

|                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                 |                                                                                                                                                                              |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Name of foundation<br><b>L.E. PHILLIPS FAMILY FOUNDATION, INC</b>                                                                                                                                                                                                                                              |                                                                                                                                                                                                 | A Employer identification number<br><b>39-6046126</b>                                                                                                                        |
| Number and street (or P.O. box number if mail is not delivered to street address)<br><b>1011 CENTER ROAD</b>                                                                                                                                                                                                   | Room/suite<br><b>310</b>                                                                                                                                                                        | B Telephone number (see instructions)<br><b>(715) 839-2139</b>                                                                                                               |
| City or town, state, and ZIP code<br><b>WILMINGTON, DE 19805</b>                                                                                                                                                                                                                                               |                                                                                                                                                                                                 | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                   |
| G Check all that apply: <input checked="" type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |                                                                                                                                                                                                 | D 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation                                                              |                                                                                                                                                                                                 | E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>                                                                |
| I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 114269478</b>                                                                                                                                                                                                         | J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.) | F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>                                                             |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).) |                                                                                                | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc., received (attach schedule)                               | 0                                  |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                           | 246158                             | 246158                    | 246158                  |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities                                                       | 3206853                            | 3206853                   | 3206853                 |                                                             |
|                                                                                                                                                                     | 5a Gross rents                                                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss)                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                                       | 17                                 |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a                                                  | 18                                 |                           |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2)                                               |                                    | 17                        |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain                                                                  |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 9 Income modifications                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 10a Gross sales less returns and allowances                                                    |                                    |                           |                         |                                                             |
| b Less: Cost of goods sold                                                                                                                                          |                                                                                                |                                    |                           |                         |                                                             |
| c Gross profit or (loss) (attach schedule)                                                                                                                          |                                                                                                |                                    |                           |                         |                                                             |
| 11 Other income (attach schedule)                                                                                                                                   |                                                                                                |                                    |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                                                                                                    | 3453028                                                                                        | 3453028                            | 3453011                   |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | 13 Compensation of officers, directors, trustees, etc.                                         | 57957                              | 46366                     | 46366                   | 11591                                                       |
|                                                                                                                                                                     | 14 Other employee salaries and wages                                                           |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits                                                            | 9815                               | 7852                      | 7852                    | 1963.3                                                      |
|                                                                                                                                                                     | 16a Legal fees (attach schedule)                                                               | 1500                               |                           |                         | 1500.13                                                     |
|                                                                                                                                                                     | b Accounting fees (attach schedule)                                                            | 953                                | 17                        | 1817                    | 936                                                         |
|                                                                                                                                                                     | c Other professional fees (attach schedule)                                                    | 12330                              | 10904                     | 10904                   | 1426                                                        |
|                                                                                                                                                                     | 17 Interest                                                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions)                                                  | 36020                              | 2231                      | 2231                    |                                                             |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion                                                | 544                                | 544                       | 544                     |                                                             |
|                                                                                                                                                                     | 20 Occupancy                                                                                   | 1662                               | 1330                      | 1330                    | 332                                                         |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings                                                           | 2875                               |                           |                         | 2875                                                        |
|                                                                                                                                                                     | 22 Printing and publications                                                                   |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 23 Other expenses (attach schedule)                                                            | 5502                               | 4851                      | 4851                    | 506                                                         |
|                                                                                                                                                                     | 24 Total operating and administrative expenses. Add lines 13 through 23                        | 129158                             | 74095                     | 74095                   | 21129                                                       |
|                                                                                                                                                                     | 25 Contributions, gifts, grants paid                                                           | 5390700                            |                           |                         | 5390700                                                     |
| 26 Total expenses and disbursements. Add lines 24 and 25                                                                                                            | 5519858                                                                                        | 74095                              | 74095                     | 5411829                 |                                                             |
| 27 Subtract line 26 from line 12:                                                                                                                                   |                                                                                                |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                 | (2066830)                                                                                      |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                    |                                                                                                | 3378933                            |                           |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                                                                                      |                                                                                                |                                    | 3378916                   |                         |                                                             |

For Paperwork Reduction Act Notice, see instructions.

Cat. No. 11289X

Form 990-PF (2012)

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1145-030

| <b>Part II Balance Sheets</b>      |     | 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 |             |           |
| <b>Assets</b>                      | 1   | Cash—non-interest-bearing . . . . .                                                                                               |                | 5069                  | 5927        | 5927      |
|                                    | 2   | Savings and temporary cash investments . . . . .                                                                                  |                | 48324838              | 45186282    | 45186282  |
|                                    | 3   | Accounts receivable ▶                                                                                                             |                |                       |             |           |
|                                    |     | Less: allowance for doubtful accounts ▶                                                                                           |                |                       |             |           |
|                                    | 4   | Pledges receivable ▶                                                                                                              |                |                       |             |           |
|                                    |     | Less: allowance for doubtful accounts ▶                                                                                           |                |                       |             |           |
|                                    | 5   | Grants receivable . . . . .                                                                                                       |                |                       |             |           |
|                                    | 6   | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . . |                |                       |             |           |
|                                    | 7   | Other notes and loans receivable (attach schedule) ▶                                                                              |                |                       |             |           |
|                                    |     | Less: allowance for doubtful accounts ▶                                                                                           |                |                       |             |           |
|                                    | 8   | Inventories for sale or use . . . . .                                                                                             |                |                       |             |           |
|                                    | 9   | Prepaid expenses and deferred charges . . . . .                                                                                   |                |                       |             |           |
|                                    | 10a | Investments—U.S. and state government obligations (attach schedule)                                                               |                | 978763                | 1817863     | 1817863   |
|                                    | b   | Investments—corporate stock (attach schedule) . . . . .                                                                           |                | 2540358               | 2540356     | 67235621  |
|                                    | c   | Investments—corporate bonds (attach schedule) . . . . .                                                                           |                |                       |             |           |
|                                    | 11  | Investments—land, buildings, and equipment: basis ▶                                                                               |                |                       |             |           |
|                                    |     | Less: accumulated depreciation (attach schedule) ▶                                                                                |                |                       |             |           |
|                                    | 12  | Investments—mortgage loans . . . . .                                                                                              |                |                       |             |           |
|                                    | 13  | Investments—other (attach schedule) . . . . .                                                                                     |                |                       |             |           |
|                                    | 14  | Land, buildings, and equipment: basis ▶ 2519                                                                                      |                |                       |             |           |
|                                    |     | Less: accumulated depreciation (attach schedule) ▶ (2010)                                                                         |                | 1053                  | 509         | 509       |
|                                    | 15  | Other assets (describe ▶ INTEREST RECEIVABLE )                                                                                    |                | 11552                 | 23276       | 23276     |
|                                    | 16  | <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .                      |                | 51861633              | 49574213    | 114269478 |
| <b>Liabilities</b>                 | 17  | Accounts payable and accrued expenses . . . . .                                                                                   |                | 289                   |             |           |
|                                    | 18  | Grants payable . . . . .                                                                                                          |                | 200300                |             |           |
|                                    | 19  | Deferred revenue . . . . .                                                                                                        |                |                       |             |           |
|                                    | 20  | Loans from officers, directors, trustees, and other disqualified persons                                                          |                |                       |             |           |
|                                    | 21  | Mortgages and other notes payable (attach schedule) . . . . .                                                                     |                |                       |             |           |
|                                    | 22  | Other liabilities (describe ▶ FED EXCISE TAX, FLEX )                                                                              |                | (4598)                | (24600)     |           |
|                                    | 23  | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                      |                | 195991                | (24600)     |           |
| <b>Net Assets or Fund Balances</b> |     | <b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>                                                    |                |                       |             |           |
|                                    |     | <b>and complete lines 24 through 26 and lines 30 and 31.</b>                                                                      |                |                       |             |           |
|                                    | 24  | Unrestricted . . . . .                                                                                                            |                |                       |             |           |
|                                    | 25  | Temporarily restricted . . . . .                                                                                                  |                |                       |             |           |
|                                    | 26  | Permanently restricted . . . . .                                                                                                  |                |                       |             |           |
|                                    |     | <b>Foundations that do not follow SFAS 117, check here</b> ▶ <input checked="" type="checkbox"/>                                  |                |                       |             |           |
|                                    |     | <b>and complete lines 27 through 31.</b>                                                                                          |                |                       |             |           |
|                                    | 27  | Capital stock, trust principal, or current funds . . . . .                                                                        |                |                       |             |           |
|                                    | 28  | Paid-in or capital surplus, or land, bldg., and equipment fund                                                                    |                | 20971251              | 20971251    |           |
|                                    | 29  | Retained earnings, accumulated income, endowment, or other funds                                                                  |                | 30694391              | 28627562    |           |
|                                    | 30  | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                             |                | 51665642              | 49598813    |           |
|                                    | 31  | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                |                | 51861633              | 49574213    |           |

**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 | 51665642  |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                       | 2 | (2066830) |
| 3 | Other increases not included in line 2 (itemize) ▶ RDG                                                                                                             | 3 | 1         |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                    | 4 | 49598813  |
| 5 | Decreases not included in line 2 (itemize) ▶                                                                                                                       | 5 |           |
| 6 | <b>Total net assets or fund balances at end of year</b> (line 4 minus line 5)—Part II, column (b), line 30 . . . . .                                               | 6 | 49598813  |

**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<br>P—Purchase<br>D—Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|----------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                 | KRAFT SPIN-OFF OF KRAFT FOODS GRP - FRAC. SH.    | P                                            | 3/30/07                              | 10/1/12                          |
| b                                                                                                                                  | GOLD FIELDS SPIN-OFF OF SIBANYE GOLD - FRAC. SH. | P                                            | 8/2/99                               | 2/20/13                          |
| c                                                                                                                                  |                                                  |                                              |                                      |                                  |
| d                                                                                                                                  |                                                  |                                              |                                      |                                  |
| e                                                                                                                                  |                                                  |                                              |                                      |                                  |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 15.18               |                                            | .15                                             | 15.03                                        |
| b 2.87                |                                            | 1.25                                            | 1.62                                         |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |

| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 |                                      |                                                 | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0- or<br>Losses (from col. (h)) |
|---------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|------------------------------------------------------------------------------------------------|
| (i) F.M.V. as of 12/31/69                                                                   | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any |                                                                                                |
| a                                                                                           |                                      |                                                 |                                                                                                |
| b                                                                                           |                                      |                                                 |                                                                                                |
| c                                                                                           |                                      |                                                 |                                                                                                |
| d                                                                                           |                                      |                                                 |                                                                                                |
| e                                                                                           |                                      |                                                 |                                                                                                |

|   |                                                                                                                                                                                                  |   |     |
|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                                | 2 | 17. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in<br>Part I, line 8 | 3 |     |

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                 | 4930010                                  | 109276444                                    | .0451150                                                    |
| 2010                                                                 | 3897435                                  | 100341032                                    | .0388421                                                    |
| 2009                                                                 | 4006963                                  | 78880981                                     | .0507976                                                    |
| 2008                                                                 | 4037803                                  | 81839513                                     | .0493381                                                    |
| 2007                                                                 | 3881582                                  | 85950471                                     | .0451607                                                    |

|   |                                                                                                                                                                                                                       |   |           |
|---|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|-----------|
| 2 | Total of line 1, column (d)                                                                                                                                                                                           | 2 | .2292535  |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the<br>number of years the foundation has been in existence if less than 5 years                                         | 3 | .0458507  |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                                                          | 4 | 112253899 |
| 5 | Multiply line 4 by line 3                                                                                                                                                                                             | 5 | 5146920   |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                                                            | 6 | 33789     |
| 7 | Add lines 5 and 6                                                                                                                                                                                                     | 7 | 5180709   |
| 8 | Enter qualifying distributions from Part XII, line 4<br>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<br>Part VI instructions. | 8 | 5411829   |

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

|    |                                                                                                                                                                                                                                     |    |       |  |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-------|--|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions) |    |       |  |
| b  | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b                                                                          | 1  | 33789 |  |
| 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  |       |  |
| 3  | Add lines 1 and 2                                                                                                                                                                                                                   | 3  | 33789 |  |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                         | 4  |       |  |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                      | 5  | 33789 |  |
| 6  | Credits/Payments:                                                                                                                                                                                                                   |    |       |  |
| a  | 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                                   | 6a | 58304 |  |
| 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  | 58304 |  |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached                                                                                                 | 8  | 0     |  |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>                                                                                                                                         | 9  | 0     |  |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>                                                                                                                             | 10 | 24515 |  |
| 11 | Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <input checked="" type="checkbox"/> 24515 <b>Refunded</b> <input type="checkbox"/>                                                                         | 11 |       |  |

**Part VII-A Statements Regarding Activities**

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

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

|                                                                                                                                      |                                                                                                                                                                                           |                                                                                              |                     |      |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|---------------------|------|
| 11                                                                                                                                   | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)   | 11                                                                                           |                     | ✓    |
| 12                                                                                                                                   | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12                                                                                           | ✓                   |      |
| 13                                                                                                                                   | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                       | 13                                                                                           | ✓                   |      |
| Website address ► <u>NONE</u>                                                                                                        |                                                                                                                                                                                           |                                                                                              |                     |      |
| 14                                                                                                                                   | The books are in care of ► <u>PATRICIA ELLENSON</u>                                                                                                                                       | Telephone no. ►                                                                              | <u>715/839-2139</u> |      |
|                                                                                                                                      | Located at ► <u>3925 N HASTINGS WAY EAU CLAIRE WI</u>                                                                                                                                     | ZIP+4 ►                                                                                      | <u>54903-3703</u>   |      |
| 15                                                                                                                                   | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.                                                                                        | and enter the amount of tax-exempt interest received or accrued during the year . . . . . 15 |                     |      |
| 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                                                                                           | Yes                 | No ✓ |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ► |                                                                                                                                                                                           |                                                                                              |                     |      |

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | Yes | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                        |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                    |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                          |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                 |     |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                               |     |    |
| b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? . . . . .                                                                                                                                                                                                                                                                            | 1b  | ✓  |
| Organizations relying on a current notice regarding disaster assistance check here . . . . . <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                       |     |    |
| 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  | ✓  |
| 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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                           |     |    |
| If "Yes," list the years ► 20 , 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) . . . . .                                                                                                                                                                                         | 2b  |    |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20                                                                                                                                                                                                                                                                                                                                                                           |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                 |     |    |
| b If "Yes," did it have excess business holdings in 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.) . . . . . | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                          | 4a  | ✓  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                         | 4b  | ✓  |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| SCHEDULE             |                                                           | 57957                                     |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |
|                      |                                                           |                                           |                                                                       |                                       |

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

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

Total number of other employees paid over \$50,000 ☐ 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 instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000              | (b) Type of service | (c) Compensation |
|--------------------------------------------------------------------------|---------------------|------------------|
| NONE                                                                     |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
|                                                                          |                     |                  |
| Total number of others receiving over \$50,000 for professional services |                     | 0                |

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

N/A

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

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

N/A

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



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

|          |                                                                                                                      |           |           |
|----------|----------------------------------------------------------------------------------------------------------------------|-----------|-----------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:          |           |           |
| <b>a</b> | Average monthly fair market value of securities . . . . .                                                            | <b>1a</b> | 64759309  |
| <b>b</b> | Average of monthly cash balances . . . . .                                                                           | <b>1b</b> | 49203310  |
| <b>c</b> | Fair market value of all other assets (see instructions) . . . . .                                                   | <b>1c</b> | 730       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c) . . . . .                                                                      | <b>1d</b> | 113963349 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .  | <b>1e</b> | 134930    |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets . . . . .                                                       | <b>2</b>  |           |
| <b>3</b> | Subtract line 2 from line 1d . . . . .                                                                               | <b>3</b>  | 113963349 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions) . . . . . | <b>4</b>  | 1709450   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4          | <b>5</b>  | 112253899 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5 . . . . .                                                       | <b>6</b>  | 5612695   |

**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.)

|           |                                                                                                                     |           |         |
|-----------|---------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6 . . . . .                                                             | <b>1</b>  | 5612695 |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5 . . . . .                                                    | <b>2a</b> | 33789   |
| <b>b</b>  | Income tax for 2012. (This does not include the tax from Part VI.) . . . . .                                        | <b>2b</b> |         |
| <b>c</b>  | Add lines 2a and 2b . . . . .                                                                                       | <b>2c</b> | 33789   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .                                     | <b>3</b>  | 5578906 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions . . . . .                                                 | <b>4</b>  |         |
| <b>5</b>  | Add lines 3 and 4 . . . . .                                                                                         | <b>5</b>  | 5578906 |
| <b>6</b>  | Deduction from distributable amount (see instructions) . . . . .                                                    | <b>6</b>  |         |
| <b>7</b>  | <b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . . | <b>7</b>  | 5578906 |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                                |           |         |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                                     |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .                                                                          | <b>1a</b> | 5411829 |
| <b>b</b> | Program-related investments—total from Part IX-B . . . . .                                                                                                     | <b>1b</b> |         |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .                                            | <b>2</b>  |         |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                           |           |         |
| <b>a</b> | Suitability test (prior IRS approval required) . . . . .                                                                                                       | <b>3a</b> |         |
| <b>b</b> | Cash distribution test (attach the required schedule) . . . . .                                                                                                | <b>3b</b> |         |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                              | <b>4</b>  | 5411829 |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) . . . . . | <b>5</b>  | 33789   |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .                                                                                | <b>6</b>  | 5378040 |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 5578906     |
| <b>2</b> Undistributed income, if any, as of the end of 2012:                                                                                                                               |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only . . . . .                                                                                                                                               |               |                            | 5390158     |             |
| <b>b</b> Total for prior years: 20____, 20____, 20____                                                                                                                                      |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2007 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2008 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2009 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2010 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2011 . . . . .                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              |               |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ <u>5411829</u>                                                                                                       |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a . . . . .                                                                                                                               |               |                            | 5390158     |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions) . . . . .                                                                                      |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions) . . . . .                                                                                              |               |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount . . . . .                                                                                                                                     |               |                            |             | 21671       |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               |               |                            |             | 0           |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)                                                  |               |                            |             |             |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .                                                                                                                        |               |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .                                                                                                         |               |                            |             |             |
| <b>c</b> 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 . . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount—see instructions . . . . .                                                                                                           |               |                            |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions . . . . .                                                                            |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 . . . . .                                                              |               |                            |             | 5557235     |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              |               |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              |               |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2008 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2009 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2010 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2011 . . . . .                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2012 . . . . .                                                                                                                                                         |               |                            |             |             |

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

**1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 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)

**2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

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

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

REQUEST APPLICATION GUIDELINES

**c** Any submission deadlines:

JANUARY 1

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

NORTHWESTERN WISCONSIN CHARITIES PREFERRED FROM EAU CLAIRE / CHIPPEWA CNTYS

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

| Recipient<br>Name and address (home or business) | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|--------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| <b>a</b> Paid during the year<br><br>SCHEDULE    | N/A                                                                                                                | SCH                                  | SCHEDULE                            | 5390700 |
| <b>Total</b> . . . . .                           |                                                                                                                    |                                      | <b>3a</b>                           | 5390700 |
| <b>b</b> Approved for future payment             |                                                                                                                    |                                      |                                     |         |
| <b>Total</b> . . . . .                           |                                                                                                                    |                                      | <b>3b</b>                           |         |



**Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**[illegible]

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

FORM 990-PF  
February 28, 2013

Schedule Part I Line 16(a) Legal Fees

|                                        |                |
|----------------------------------------|----------------|
| Ruder Ware LLC - Professional Services | <u>\$1,500</u> |
|----------------------------------------|----------------|

Schedule Part I Line 16(b) Accounting Fees

|                                                                       |              |
|-----------------------------------------------------------------------|--------------|
| Belfint, Lyons and Shuman                                             | \$932        |
| Wipfli                                                                | 21           |
| Corporate filing and accounting services, accounting software support | <u>\$953</u> |

Schedule Part I Line 16(c) Other Professional Fees

Investment services - Locating certificate of deposit investments:

|                      |                 |
|----------------------|-----------------|
| FNC                  | \$159           |
| Money Desk Mangement | 5,042           |
|                      | <u>\$5,201</u>  |
| Secretarial Services | 7,129           |
|                      | <u>\$12,330</u> |

Schedule Part I Line 18 Taxes

|                                        |                 |
|----------------------------------------|-----------------|
| African tax withheld from dividends    | 1,026           |
| Canadian tax withheld from dividends   | 1,205           |
| Federal excise (1%) tax - Current year | 33,789          |
|                                        | <u>\$36,020</u> |

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

FORM 990-PF  
February 28, 2013

Schedule Part I Line 19 Depreciation

| <u>Office Equipment</u> | <u>Acquired</u> | <u>Cost</u>    | <u>Class Life</u> | <u>Rate</u> | <u>Depreciation</u> |
|-------------------------|-----------------|----------------|-------------------|-------------|---------------------|
| Computer                | 9-09            | 675            | 5 Years           | D.D.        | 85                  |
| Software                | 9-09            | 1,155          | 3 Years           | S.L.        | 193                 |
| Laptop Computer         | 2-12            | 400            | 5 Years           | D.D.        | 155                 |
| Printer                 | 2-12            | 289            | 5 Years           | D.D.        | 112                 |
|                         |                 | <u>\$2,519</u> |                   |             | <u>\$544</u>        |

Schedule Part I Line 23 Other Expenses

|                              |                |
|------------------------------|----------------|
| Telephone                    | \$113          |
| Insurance                    | 430            |
| Foreign Depositary Fees      | 3,895          |
| Office and Computer Supplies | 178            |
| Bank Service Charges         | 99             |
| Safe Deposit Box             | 100            |
| Postage                      | 339            |
| State Filing Fees            | 145            |
| Web Host - L E Phillips      | 203            |
|                              | <u>\$5,502</u> |



FORM 990-PF  
February 28, 2013

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

| <u>Shares</u> |                          | <u>End of Year</u>                    |
|---------------|--------------------------|---------------------------------------|
|               |                          | <u>Book Value</u> <u>Market Value</u> |
| 1,000,000     | Dallas TX GO             | \$989,574      \$989,574              |
| 800,000       | Peralta CA Cmnty College | 828,289      828,289                  |
|               |                          | <u>\$1,817,863</u> <u>\$1,817,863</u> |

Schedule Part II Line 10b Investments - Corporate Stocks

| <u>Shares</u> |                                    | <u>End of Year</u>                     |
|---------------|------------------------------------|----------------------------------------|
|               |                                    | <u>Book Value</u> <u>Market Value</u>  |
| 14,662        | ACCO Brands                        | \$13,812      \$109,965                |
| 268,800       | Altria Group                       | 94,228      9,018,240                  |
| 62,392        | Beam                               | 168,468      3,807,784                 |
| 40,656        | Chevron Corp.                      | 171,911      4,762,850                 |
| 62,392        | Fortune Brands Home & Security     | 47,185      2,155,644                  |
| 420           | Goodyear Tire                      | 3,307      5,456                       |
| 62,005        | Kraft Foods Group                  | 33,935      3,006,002                  |
| 1,948         | McKesson Corporation               | 0      206,741                         |
| 412           | Meritor                            | 1,989      1,813                       |
| 186,016       | Mondelez Int'l                     | 62,773      5,141,482                  |
| 100,975       | National Presto Industries, Inc.   | 586,097      7,673,090                 |
| 43,200        | Pfizer                             | 31,078      1,182,384                  |
| 268,800       | Philip Morris Int'l                | 214,717      24,662,400                |
| 34,772        | Procter & Gamble                   | 28,593      2,648,931                  |
| 2,000         | Timken                             | 25,422      108,640                    |
| 2,400         | Whirlpool                          | 24,658      271,080                    |
| 97,368        | Anglo American Gold Investment ADR | 351,413      1,411,836                 |
| 22,429        | Anglogold Ltd.                     | 352,663      543,679                   |
| 10,714        | Barrick Gold Corp.                 | 230,765      323,991                   |
| 19,950        | Gold Fields Ltd.                   | 83,462      165,386                    |
| 4,987         | Sibanye Gold Ltd.                  | 13,880      28,227                     |
|               |                                    | <u>\$2,540,356</u> <u>\$67,235,621</u> |

FORM 990-PF  
February 28, 2013Schedule Part II Line 14 Land, Buildings and Equipment

|                                | End of Year       |                     |
|--------------------------------|-------------------|---------------------|
|                                | <u>Book Value</u> | <u>Market Value</u> |
| Office equipment               | \$2,519           | \$2,519             |
| Less: Accumulated depreciation | 2,010             | 2,010               |
| Net book value                 | <u>\$509</u>      | <u>\$509</u>        |

Schedule Part II Line 15 Other Assets

|                                              | End of Year       |                     |
|----------------------------------------------|-------------------|---------------------|
|                                              | <u>Book Value</u> | <u>Market Value</u> |
| Interest receivable on temporary investments | \$23,276          | \$23,276            |

Schedule Part VII-A Statements Regarding ActivitiesLine 12

The Foundation made a distribution to a donor-advised fund (DAF) sponsoring organization that was treated as a qualifying distribution. The DAF sponsoring organization is a 501(c)(3) tax-exempt entity by reason of 509(a)(1) that, pursuant to its organizing documents, is organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes. As required by its organizing and governing documents, all contributions to the DAF sponsoring organization that are part of its donor-advised fund program are used exclusively for religious, charitable, scientific literary, or educational purposes. As a consequence, all distributions by the Foundation to the DAF sponsoring organization are used to accomplish a purpose described in section 170(c)(2)(B).

FORM 990-PF  
February 28, 2013Schedule Part VIII Line 1 Officers, Directors

| <u>Name and Address</u>                                           | <u>Title and Time</u>                                    | <u>Employee<br/>Plans</u> | <u>Expense<br/>Account</u> | <u>Compensation</u> |
|-------------------------------------------------------------------|----------------------------------------------------------|---------------------------|----------------------------|---------------------|
| Maryjo Cohen<br>National Presto Industries<br>Eau Claire, WI      | President & Director<br>One-half hour                    | 0                         | 0                          | \$0                 |
| Eileen Cohen<br>1703 Drummond Street<br>Eau Claire, WI            | Vice President &<br>Director<br>One-half hour            | 0                         | 0                          | 0                   |
| Randy F.Lieble<br>5724 McKai Street<br>Eau Claire, WI             | Vice President,<br>Treasurer & Director<br>One-half hour | 0                         | 0                          | 0                   |
| Vernon B. Haas<br>22695 20th Avenue<br>Cadott, WI                 | Secretary &<br>Director<br>One-half hour                 | 0                         | 0                          | 0                   |
| Amy Alpine<br>5890 Prill Road<br>Eau Claire, WI                   | Director                                                 | 0                         | 0                          | 0                   |
| Patricia Ellenson<br>National Presto Industries<br>Eau Claire, WI | Assistant Secretary/<br>Treasurer<br>18 hours            | 0                         | 0                          | 57,957              |
|                                                                   |                                                          |                           |                            | <u>\$57,957</u>     |

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

FORM 990-PF  
FEBRUARY 28, 2013

Schedule Part X Line 1e Reduction Claimed For Blockage

| <u>Description</u> | <u>%</u>  | <u>Outstanding</u> | <u>FMV</u> | <u>Discount</u> |
|--------------------|-----------|--------------------|------------|-----------------|
| 100,975 Sh.        | 6,902,551 | 1.46%              | 7,349,297  | 10%             |

Form 990-PF  
February 28, 2013

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

| RECIPIENT NAME & ADDRESS                                                                                  | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------------------------------|-------------------|----------------------------------|--------|
| 1000 Friends of WI<br>16 North Carroll Street, Suite 810<br>Madison, WI 53703-2726                        | Educational       | Operating Funds                  | 500    |
| Added Value & Herban Solutions<br>370 Van Brunt Street<br>Brooklyn, NY 11231                              | Educational       | Operating Funds                  | 500    |
| Altoona Youth Hockey Association<br>PO Box 61<br>Altoona, WI 54720                                        | Educational       | Operating Funds                  | 500    |
| Alzheimer's Assn of Greater Eau Claire<br>1227-B Menomonie Street<br>Eau Claire, WI 54703                 | Health Care       | Operating Funds                  | 100    |
| American Friends of Batsheva<br>1201 Broadway, Suite 802<br>New York, NY 10001                            | Educational       | Operating Funds                  | 500    |
| American Friends of the Israel Museum<br>500 Fifth Avenue, Suite 2540<br>New York, NY 10110               | Educational       | Operating Funds                  | 3,000  |
| American Society for Yad Vashem, Inc.<br>500 Fifth Avenue, 42nd Floor<br>New York, NY 10110               | Educational       | Operating Funds                  | 10,000 |
| Barbershop Harmony Society<br>130 Hilltop Drive<br>Neenah, WI 64956                                       | Educational       | Operating Funds                  | 5,000  |
| Beacon House<br>Eau Claire Interfaith Hospitality Network<br>309 East Lake Street<br>Eau Claire, WI 54701 | Health Care       | Operating Funds                  | 1,025  |
| Bob's House for Dogs<br>PO Box 15<br>Eau Claire, WI 54702                                                 | Educational       | Operating Funds                  | 500    |

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February 28, 2013

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

| RECIPIENT NAME & ADDRESS                                                                            | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------------------------|-------------------|----------------------------------|--------|
| Boys & Girls Club of the Greater Chippewa Valley, Inc.<br>201 E Lake Street<br>Eau Claire, WI 54701 | Educational       | Operating Funds                  | 3,000  |
| BRIC<br>647 Fulton Street<br>Brooklyn, NY 11217                                                     | Educational       | Operating Funds                  | 500    |
| Brooklyn Academy of Music<br>30 Lafayette Avenue<br>Brooklyn, NY 11217-9985                         | Educational       | Operating Funds                  | 500    |
| Brooklyn Botanic Garden<br>1000 Washington Avenue<br>Brooklyn, NY 11225-9978                        | Educational       | Operating Funds                  | 500    |
| Brooklyn Public Library<br>10 Grand Army Plaza<br>Brooklyn, NY 11238-5619                           | Educational       | Operating Funds                  | 1,500  |
| Capital Research Center<br>1513 16th Street, NW<br>Washington, DC 20036-1480                        | Educational       | Operating Funds                  | 200    |
| Center for Jewish Community Studies<br>7 Church Lane, Ste. 9<br>Baltimore, MD 21208                 | Educational       | Operating Funds                  | 1,000  |
| Children's Museum of Eau Claire<br>220 S. Barstow Street<br>Eau Claire, WI 54701                    | Educational       | Operating Funds                  | 5,000  |
| Chippewa Area Catholic Schools<br>1316 Bel Air Boulevard<br>Chippewa Falls, WI 54729                | Educational       | Operating Funds                  | 500    |
| Chippewa County Humane Association<br>PO Box 562<br>Chippewa Falls, WI 54729                        | Educational       | Operating Funds                  | 1,000  |
| Chippewa Valley Museum<br>PO Box 1204<br>Eau Claire, WI 54703                                       | Educational       | Operating Funds                  | 500    |

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

| RECIPIENT NAME & ADDRESS                                                                     | FOUNDATION STATUS                  | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT    |
|----------------------------------------------------------------------------------------------|------------------------------------|----------------------------------|-----------|
| Chippewa Valley Technical College<br>620 W. Clairemont Avenue<br>Eau Claire, WI 54701        | Educational                        | Operating Funds                  | 1,920,000 |
| Chippewa Valley Wildlife Rehabilitation<br>8135 Burnell Drive<br>Eau Claire, WI 54703        | Educational                        | Operating Funds                  | 1,000     |
| Commentary, Inc.<br>165 East 56 Street<br>New York, NY 10022-2746                            | Educational                        | Operating Funds                  | 10,000    |
| CUFI<br>PO Box 1307<br>San Antonio, TX 78295                                                 | Educational                        | Operating Funds                  | 500       |
| Dance / NYC<br>63 Greene Street<br>New York, NY 10012                                        | Educational                        | Operating Funds                  | 500       |
| Disabled American Veterans<br>PO Box 14301<br>Cincinnati, OH 45250-0301                      | Health Care                        | Operating Funds                  | 250       |
| Donor's Trust<br>109 North Henry Street<br>Alexandria, VA 22314                              | 501c)(3)<br>Exempt<br>Organization | Operating Funds                  | 2,060,000 |
| Dunn County Humane Society<br>302 Brickyard Road<br>Menomonie, WI 54751                      | Educational                        | Operating Funds                  | 1,000     |
| ECAD "Project Heal"<br>PO Box 251<br>Dobbs Ferry, NY 10522                                   | Health Care                        | Operating Funds                  | 100,000   |
| East New York Farms<br>United Community Centers<br>613 New Lots Avenue<br>Brooklyn, NY 11207 | Educational                        | Operating Funds                  | 500       |
| Eau Claire Chamber Orchestra<br>PO Box 1623<br>Eau Claire, WI 54702                          | Educational                        | Operating Funds                  | 200       |

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

| RECIPIENT NAME & ADDRESS                                                                                                  | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|---------------------------------------------------------------------------------------------------------------------------|-------------------|----------------------------------|---------|
| Eau Claire Children's Theatre<br>18 S. Barstow Street<br>Eau Claire, WI 54701                                             | Educational       | Operating Funds                  | 500     |
| Eau Claire Community Foundation<br>Flying Eagles Ski Club<br>306 Barstow Street, Suite 104<br>Eau Claire, WI 54701        | Educational       | Operating Funds                  | 1,000   |
| Eau Claire County Humane Assn.<br>3900 Old Town Road<br>Eau Claire, WI 54701                                              | Educational       | Operating Funds                  | 1,000   |
| Eau Claire Figure Skating Club<br>PO Box 8224<br>Eau Claire, WI 54702                                                     | Educational       | Operating Funds                  | 500     |
| Eau Claire Regional Arts Center<br>316 Eau Claire Street<br>Eau Claire, WI 54701                                          | Educational       | Operating Funds                  | 750     |
| Eau Claire Area School District<br>500 Main Street<br>Eau Claire, WI 54701                                                | Educational       | Operating Funds                  | 1,000   |
| Endangered Resources Fund<br>Department of Natural Resources<br>101 South Webster Street<br>Box 7921<br>Madison, WI 53707 | Educational       | Operating Funds                  | 500     |
| FIRE<br>601 Walnut Street, Suite 510<br>Philadelphia, PA 19106                                                            | Educational       | Operating Funds                  | 1,000   |
| Free To Choose Network, Inc.<br>2002 Filmore Avenue, Suite #1<br>Erie, PA 16506                                           | Educational       | Operating Funds                  | 300,000 |
| Friends of Sacred Heart Hospital<br>900 West Clairemont Avenue<br>Eau Claire, WI 54701                                    | Health Care       | Operating Funds                  | 100     |



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

| RECIPIENT NAME & ADDRESS                                                                                  | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|-----------------------------------------------------------------------------------------------------------|-------------------|----------------------------------|--------|
| Friends of the High Line<br>529 West 20th Street, Suite 8W<br>New York, NY 10011                          | Educational       | Operating Funds                  | 150    |
| Friends of the L. E. Phillips<br>Memorial Public Library<br>400 Eau Claire Street<br>Eau Claire, WI 54701 | Educational       | Operating Funds                  | 200    |
| Friends of the Strum Public Library<br>PO Box 10<br>Strum, WI 54770                                       | Educational       | Operating Funds                  | 500    |
| Friends of Washoe<br>400 East University Way<br>Ellensburg, WA 98926                                      | Educational       | Operating Funds                  | 500    |
| Gardens of the Fox Cities<br>1313 E Witzke Boulevard<br>Appleton, WI 54911                                | Health Care       | Operating Funds                  | 200    |
| Goldwater Institute<br>500 East Coronado Road<br>Phoenix, AZ 85004                                        | Educational       | Operating Funds                  | 5,000  |
| Good Samaritan Hospital Foundation<br>PO Box 1068<br>Corvallis, OR 97339                                  | Health Care       | Operating Funds                  | 500    |
| Gorilla Foundation<br>1733 Woodside Road, Suite 330<br>Redwood City, CA 94061                             | Educational       | Operating Funds                  | 1,000  |
| Grace Lutheran Church<br>PO Box 1672<br>Eau Claire, WI 54702                                              | Religious         | Operating Funds                  | 100    |
| GrowNYC<br>51 Chambers Street, Room 228<br>New York, NY 10007                                             | Educational       | Operating Funds                  | 500    |
| Guthrie Theater Foundation<br>PO Box 86<br>Minneapolis, MN 55486-1075                                     | Educational       | Operating Funds                  | 3,500  |

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

| RECIPIENT NAME & ADDRESS                                                                     | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|----------------------------------------------------------------------------------------------|-------------------|----------------------------------|--------|
| Habitat for Humanity<br>PO Box 6439<br>Americus, GA 31709-6439                               | Public Charity    | Operating Funds                  | 500    |
| Hadassah Medical Organization<br>2170 Lower St. Dennis Road<br>St. Paul, MN 55116            | Health Care       | Operating Funds                  | 600    |
| Helping Hands<br>Monkey Helpers for the Disabled<br>541 Cambridge Street<br>Boston, MA 02134 | Educational       | Operating Funds                  | 1,500  |
| History Theatre<br>30 East 10th Street<br>St. Paul, MN 55101                                 | Educational       | Operating Funds                  | 500    |
| Hope Gospel Mission<br>PO Box 1127<br>Eau Claire, WI 54702                                   | Religious         | Operating Funds                  | 10,000 |
| Independent Institute<br>100 Swan Way<br>Oakland, CA 94621-1428                              | Educational       | Public Policy Research           | 1,000  |
| Institute For Justice<br>901 N. Glebe Road, Suite 900<br>Arlington, VA 22203                 | Public Charity    | Education                        | 10,000 |
| Joyce Theatre Foundation<br>175 Eighth Avenue<br>New York, NY 10011                          | Educational       | Operating Funds                  | 500    |
| Junior Achievement of Wisconsin, Inc.<br>505 Dewey Street South<br>Eau Claire, WI 54701      | Educational       | Operating Funds                  | 5,000  |
| Lake Street United Methodist Church<br>337 Lake Street<br>Eau Claire, WI 54702               | Religious         | Operating Funds                  | 350    |
| Leader Dogs for the Blind<br>1039 S Rochester Road<br>Rochester Hills, MI 48307-3115         | Educational       | Operating Funds                  | 25,000 |

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

| RECIPIENT NAME & ADDRESS                                                                     | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|----------------------------------------------------------------------------------------------|-------------------|----------------------------------|---------|
| L. E. Phillips Career Development Ctr.<br>1515 Ball Street<br>Eau Claire, WI 54703           | Educational       | Operating Funds                  | 150,000 |
| L. E. Phillips Senior Center<br>1616 Belinger Street<br>Eau Claire, WI 54703                 | Educational       | Operating Funds                  | 7,700   |
| Literacy Volunteers - Chippewa Valley<br>800 Wisconsin Street, #70<br>Eau Claire, WI 54703   | Educational       | Operating Funds                  | 15,500  |
| Lubavitch Youth Organization<br>700 Eastern Parkway<br>Brooklyn, NY 11213                    | Religious         | Operating Funds                  | 500     |
| Mabel Tainter Theater<br>205 Main Street<br>Menomonie, WI 54751                              | Educational       | Operating Funds                  | 1,000   |
| Mackinac Center for Public Policy<br>140 West Main Street<br>PO Box 568<br>Midland, MI 48640 | Public Charity    | Operating Funds                  | 1,000   |
| Make-A-Wish Wisconsin<br>13195 W Hampton Avenue<br>Butler, WI 53007                          | Health Care       | Operating Funds                  | 2,500   |
| Master Singers<br>PO Box 3194<br>Eau Claire, WI 54702-3194                                   | Educational       | Operating Funds                  | 200     |
| Mayo Foundation<br>200 First Avenue SW<br>Rochester, MN 55905                                | Health Care       | Research                         | 11,000  |
| Mercury One Disaster Relief<br>Hurricane Sandy<br>6301 Riverside Drive<br>Irving, TX 75309   | Health Care       | Operating Funds                  | 50,000  |

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

| RECIPIENT NAME & ADDRESS                                                                  | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT  |
|-------------------------------------------------------------------------------------------|-------------------|----------------------------------|---------|
| MEMRI<br>1819L Street NW<br>5th Floor<br>Washington, DC 20036                             | Educational       | Operating Funds                  | 200,000 |
| Metropolitan Museum of Art<br>1000 Fifth Avenue<br>New York, NY 10028-0198                | Educational       | Operating Funds                  | 100     |
| Midwest Organic & Sustainable<br>Education Services (MOSES)<br>PO Box 339                 | Educational       | Operating Funds                  | 500     |
| Minneapolis Institute of Arts<br>2400 Third Avenue South<br>Minneapolis, MN 55404         | Educational       | Educational                      | 275     |
| Minnesota Public Radio<br>480 Cedar, Street<br>St Paul, MN 55101                          | Educational       | Operating Funds                  | 1,000   |
| New York City Center<br>130 West 56th Street<br>New York, NY 10019                        | Educational       | Operating Funds                  | 500     |
| New York Foundation for the Arts<br>20 Jay Street, Suite 740<br>Brooklyn, NY 10013        | Educational       | Operating Funds                  | 500     |
| Pacific Research Institute<br>One Embarcadero Center<br>Suite 350                         | Educational       | Public Policy<br>Research        | 1,000   |
| PEF Israel Endowment Funds, Inc.<br>317 Madison Avenue<br>Suite 607<br>New York, NY 10017 | Educational       | Operating Funds                  | 10,000  |
| Planned Parenthood of New York City<br>26 Bleecker Street<br>New York, NY 10012-2413      | Educational       | Operating Funds                  | 500     |

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

| RECIPIENT NAME & ADDRESS                                                                                           | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|--------------------------------------------------------------------------------------------------------------------|-------------------|----------------------------------|--------|
| Prospect Park Alliance<br>Development Office<br>95 Prospect Park West<br>Brooklyn, NY 11215                        | Educational       | Operating Funds                  | 500    |
| Reason Foundation<br>3415 S. Sepulveda Boulevard<br>Los Angeles, CA 90034-6064                                     | Public Charity    | Operating Funds                  | 5,000  |
| Special Olympics Wisconsin<br>PO Box 8546<br>Madison, WI 53708-8546                                                | Educational       | Operating Funds                  | 500    |
| St. Ann's Warehouse<br>45 Main Street, Suite 315<br>Brooklyn, NY 11201                                             | Educational       | Operating Funds                  | 500    |
| Students for Liberty, Inc.<br>PO Box 17321<br>Arlington, VA 22216                                                  | Educational       | Operating Funds                  | 500    |
| Temple Shalom<br>PO Box 1059<br>Eau Claire, WI 54702-1059                                                          | Religious         | Operating Funds                  | 1,600  |
| The Seeing Eye<br>PO Box 375<br>Morristown, NJ 07963                                                               | Educational       | Operating Funds                  | 25,000 |
| The Wooster Group<br>PO Box 654<br>Canal Street Station<br>New York, NY 10013                                      | Educational       | Operating Funds                  | 500    |
| Trinity Equestrian Center<br>S5300 State Rd 37<br>Eau Claire, WI 54701                                             | Health Care       | Operating Funds                  | 5,000  |
| United States Bowling Congress, Inc<br>C/O Eau Claire Area USBC Assn<br>2704 Marilyn Drive<br>Eau Claire, WI 54701 | Educational       | Operating Funds                  | 1,000  |

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

| RECIPIENT NAME & ADDRESS                                                                            | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION                                                                                                                             | AMOUNT  |
|-----------------------------------------------------------------------------------------------------|-------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|
| United Way of Eau Claire<br>PO Box 232<br>Eau Claire, WI 54702-0232                                 | Public Charity    | Operating Funds                                                                                                                                              | 15,000  |
| University of Michigan<br>906 South University<br>Ann Arbor, MI 48109-1195                          | Educational       | Business School 500<br>Law School 3,000<br>Martha Cook Bldg 1,250                                                                                            | 4,750   |
| University of Minnesota Foundation<br>200 Oak Street SE, Suite 500<br>Minneapolis, MN 55455         | Educational       | Bee Fund 2,000<br>Hillel Fdn 1,000                                                                                                                           | 3,000   |
| University of Wisconsin Foundation<br>PO Box 78807<br>Milwaukee, WI 53287-0807                      | Educational       | Medical Scholarships 2,000<br>WCATY 1,500                                                                                                                    | 3,500   |
| University of Wisconsin<br>Eau Claire Foundation<br>Schofield Hall 214<br>Eau Claire, WI 54702-4004 | Educational       | Internship Program 55,000<br>Professorship 72,500<br>Scholarships 51,600<br>College of Business 26,300<br>Library Adv Fund 116,600<br>Jazz Collection 25,000 | 347,000 |
| Washington Legal Foundation<br>2009 Massachusetts Avenue NW<br>Washington, DC 20036                 | Public Charity    | Operating Funds                                                                                                                                              | 1,000   |
| Wisconsin Historical Society<br>816 State Street<br>Madison, WI 53791-9495                          | Educational       | Operating Funds                                                                                                                                              | 1,000   |
| Wisconsin Institute for Law & Liberty, Inc<br>1139 E Knapp Street<br>Milwaukee, WI 53202            | Educational       | Operating Funds                                                                                                                                              | 5,000   |
| Wisconsin Public Radio<br>PO Box 14197<br>Madison, WI 53708-0197                                    | Educational       | Operating Funds                                                                                                                                              | 3,000   |
| Wisconsin Public Television<br>821 University Avenue<br>Madison, WI 53706-1412                      | Educational       | Operating Funds                                                                                                                                              | 6,500   |

L. E. PHILLIPS FAMILY FOUNDATION, INC.

39-6046126

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

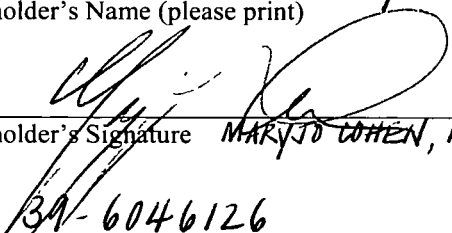
| RECIPIENT NAME & ADDRESS                                                     | FOUNDATION<br>STATUS | PURPOSE OF GRANT<br>OR CONTRIBUTION | AMOUNT             |
|------------------------------------------------------------------------------|----------------------|-------------------------------------|--------------------|
| Wisconsin Taxpayers Alliance<br>401 N. Lawn Avenue<br>Madison, WI 53704-5033 | Educational          | Operating Funds                     | 1,000              |
| WNYC Radio<br>160 Varick Street<br>New York, NY 10013                        | Educational          | Operating Funds                     | 750                |
| YMCA<br>611 Jefferson Avenue<br>Chippewa Falls, WI 54729                     | Public Charity       | Operating Funds                     | 500                |
| YMCA<br>700 Graham Avenue<br>Eau Claire, WI 54701                            | Public Charity       | Operating Funds                     | 1,500              |
| Young Survival Coalition<br>61 Broadway, Suite 2235<br>New York, NY 10006    | Educational          | Operating Funds                     | 100                |
|                                                                              |                      |                                     | <u>\$5,390,700</u> |

**STATEMENT PURSUANT TO § 1.355-5(b)**  
**BY \_\_\_\_\_, A SIGNIFICANT DISTRIBUTE**

On October 1, 2012, Kraft Foods Inc., a Virginia corporation ("Kraft"), distributed (the "Distribution") outstanding shares of common stock of Kraft Foods Group, Inc., a Virginia corporation ("KFG"), to the holders of record of Kraft common stock as of 5.00 p.m. Eastern Time on September 19, 2012 (the "Record Date"). After the effective time of the Distribution, but prior to the opening of the market on October 2, 2012, Kraft changed its name to Mondelez International, Inc. As a result of the Distribution, each holder of record of shares of Kraft common stock as of the Record Date was entitled to receive 0.333333 of a share of KFG common stock for each outstanding share of Kraft common stock held by such shareholder as of the Record Date.

1. Name, address and employer identification number of the distributing corporation:  
Mondelez International, Inc.  
Three Parkway North  
Deerfield, IL 60015  
EIN: 52-2284372
2. Name, address and employer identification number of the controlled corporation:  
Kraft Foods Group, Inc.  
Three Lakes Drive  
Northfield, IL 60093  
EIN: 36-3083135
3. The undersigned was a shareholder owning Kraft common stock as of the Record Date and received shares of KFG common stock, no par value, in the Distribution. The undersigned received cash in lieu of a fractional share of KFG common stock, which fractional shares were aggregated and sold by the distribution agent. The aggregate fair market value of the KFG common stock and cash received by the shareholder was \$ 2816,282.28
4. The undersigned did not surrender any stock or securities in Kraft in connection with the Distribution
5. The Distribution is a transaction that is described under Section 355 of the Internal Revenue Code of 1986, as amended

L.E. PHILLIPS FAMILY FOUNDATION, INC  
Shareholder's Name (please print)

  
Shareholder's Signature MARY JO COHEN, PRESIDENT

39-6046126  
Taxpayer Identification Number or Social Security Number

**THIS STATEMENT SHOULD BE ATTACHED TO YOUR 2012 U.S. FEDERAL INCOME TAX RETURN. IT SHOULD NOT BE SENT TO MONDELEZ INTERNATIONAL, INC. OR KRAFT FOODS GROUP, INC.**