Form **990-PF**

Department of the Treasury
Internal Revenue Service

# Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No. 1545-0052

**2013**

**Open to Public Inspection**

For calendar year 2013 or tax year beginning MARCH 1 , 2013, and ending FEBRUARY 28 , 20 14

Name of foundation: L.E. PHILLIPS FAMILY FOUNDATION, INC

A Employer identification number: 39-6046126

Number and street (or P.O. box number if mail is not delivered to street address): 1011 CENTRE ROAD | Room/suite: 310

B Telephone number (see instructions): (715) 839-2139

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19805

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here . . . ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation . . ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 112422014

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . ▶ ☐

**Part I** **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

| | | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc., received (attach schedule) | 0 | | | |
| | 2 | Check ▶ ☑ if the foundation is **not** required to attach Sch. B | | | | |
| | 3 | Interest on savings and temporary cash investments | 132759 | 132759 | 132759 | |
| | 4 | Dividends and interest from securities . . . . | 2116647 | 2116647 | 2116647 | |
| | 5a | Gross rents . . . . . . . . . . | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | | | | |
| | b | Gross sales price for all assets on line 6a | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) . . | | | | |
| | 8 | Net short-term capital gain . . . . . . | | | | |
| | 9 | Income modifications . . . . . . | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less: Cost of goods sold . . . | | | | |
| | c | Gross profit or (loss) (attach schedule) . . . . | | | | |
| | 11 | Other income (attach schedule) . . . . . | | | | |
| | 12 | **Total.** Add lines 1 through 11 . . . . . | 2249406 | 2249406 | 2249406 | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc. | 51742 | 41394 | 41394 | 10348 |
| | 14 | Other employee salaries and wages . . . . | | | | |
| | 15 | Pension plans, employee benefits . . . . | 10969 | 8775 | 8775 | 2194 |
| | 16a | Legal fees (attach schedule) . . . . . | | | | |
| | b | Accounting fees (attach schedule) . . . . | 932 | | | 932 |
| | c | Other professional fees (attach schedule) . . . | 19028 | 18450 | 18450 | 578 |
| | 17 | Interest . . . . . . . . . . . | | | | |
| | 18 | Taxes (attach schedule) (see instructions) . . . | 23221 | 1507 | 1507 | |
| | 19 | Depreciation (attach schedule) and depletion . . | 233 | 233 | 233 | |
| | 20 | Occupancy . . . . . . . . . . | 1617 | 1294 | 1294 | 323 |
| | 21 | Travel, conferences, and meetings . . . . | 734 | | | 734 |
| | 22 | Printing and publications . . . . . . | | | | |
| | 23 | Other expenses (attach schedule) . . . . | 7097 | 6367 | 6367 | 595 |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 . . . . . | 115573 | 78020 | 78020 | 15704 |
| | 25 | Contributions, gifts, grants paid . . . . . | 5558125 | | | 5558125 |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 5673698 | 78020 | 78020 | 5573829 |
| | 27 | Subtract line 26 from line 12: | | | | |
| | a | **Excess of revenue over expenses and disbursements** | (3424292) | | | |
| | b | **Net investment income** (if negative, enter -0-) . | | 2171386 | | |
| | c | **Adjusted net income** (if negative, enter -0-) . . | | | 2171386 | |

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| Part II | Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.) | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets 1 | Cash—non-interest-bearing | 5927 | 1827 | 1827 |
| 2 | Savings and temporary cash investments | 45186282 | 43606370 | 43606370 |
| 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) | 1817863 | | |
| b | Investments—corporate stock (attach schedule) | 2540356 | 2540356 | 68808809 |
| 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) ▶ (2243) | 509 | 276 | 276 |
| 15 | Other assets (describe ▶ INTEREST RECEIVABLE ) | 23276 | 4732 | 4732 |
| 16 | **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I) | 49574213 | 46153561 | 112422014 |
| Liabilities 17 | Accounts payable and accrued expenses | | | |
| 18 | Grants payable | | | |
| 19 | Deferred revenue | | | |
| 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ▶ FED EXCISE TAX, FLEX ) | (24600) | (20960) | |
| 23 | **Total liabilities** (add lines 17 through 22) | (24600) | (20960) | |
| Net Assets or Fund Balances | **Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.** | | | |
| 24 | Unrestricted | | | |
| 25 | Temporarily restricted | | | |
| 26 | Permanently restricted | | | |
| | **Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.** | | | |
| 27 | Capital stock, trust principal, or current funds | | | |
| 28 | Paid-in or capital surplus, or land, bldg., and equipment fund | 20971251 | 20971251 | |
| 29 | Retained earnings, accumulated income, endowment, or other funds | 28627562 | 25203270 | |
| 30 | **Total net assets or fund balances** (see instructions) | 49598813 | 46174521 | |
| 31 | **Total liabilities and net assets/fund balances** (see instructions) | 49574213 | 46153561 | |

| 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 | 49598813 |
| 2 | Enter amount from Part I, line 27a | 2 | (3424292) |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | 0 |
| 4 | Add lines 1, 2, and 3 | 4 | 46174521 |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | 0 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 46174521 |

## Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

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

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

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

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

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

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

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

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

| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use assets | (d) Distribution ratio (col. (b) divided by col. (c)) |
|---|---|---|---|
| 2012 | 5378040 | 112253899 | .0479096 |
| 2011 | 4930010 | 109276444 | .0451150 |
| 2010 | 3897455 | 100341032 | .0388421 |
| 2009 | 4006963 | 78880981 | .0507976 |
| 2008 | 4037803 | 81839513 | .0493381 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) . . . | 2 | .2320024 |
| 3 | Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years . . . | 3 | .0464005 |
| 4 | Enter the net value of noncharitable-use assets for 2013 from Part X, line 5 . . . | 4 | 114126990 |
| 5 | Multiply line 4 by line 3 . . . | 5 | 5295549 |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) . . . | 6 | 21714 |
| 7 | Add lines 5 and 6 . . . | 7 | 5317263 |
| 8 | Enter qualifying distributions from Part XII, line 4 . . . | 8 | 5573829 |

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

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

| | | | |
|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary—see instructions)** | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b | 1 | 21714 |
| 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 | 21714 |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | 4 | |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | 5 | 21714 |
| 6 | Credits/Payments: | | |
| a | 2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 42515 | | |
| 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 | 42515 |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here ☑ if Form 2220 is attached | 8 | 0 |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | 0 |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | 20801 |
| 11 | Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 20801 **Refunded** ▶ | 11 | 0 |

**Part VII-A Statements Regarding Activities**

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | ✓ |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? | 1b | | ✓ |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | ✓ |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | ✓ |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | ✓ |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | ✓ |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | ✓ |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | ✓ | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV* | 7 | ✓ | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DELAWARE, WISCONSIN | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | ✓ | |
| 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | ✓ |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | ✓ |

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

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) | 11 | | ✓ |
| 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 ▶ NONE

14 The books are in care of ▶ PATRICIA ELLENSON Telephone no. ▶ 715/839-2139
Located at ▶ 3925 N HASTINGS WAY EAU CLAIRE WI ZIP+4 ▶ 54703-3703

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 |

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2013, 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 | | ✓ |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ | | | |

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

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

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | **(1)** Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No | | | |
| | **(2)** Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No | | | |
| | **(3)** Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No | | | |
| | **(4)** Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No | | | |
| | **(5)** Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No | | | |
| | **(6)** Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No | | | |
| b | If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | 1b | | ✓ |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? | 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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☐ No | | | |
| | If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions.) | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No | | | |
| b | If "Yes," did it have excess business holdings in 2013 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 2013.)* | 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 2013? | 4b | | ✓ |

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? 5b

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

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

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

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

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

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

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

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

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see 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 | | 51742 | | |
| | | | | |
| | | | | |
| | | | | |

**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.)

| | | | |
|---|---|---|---|
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: | | |
| a | Average monthly fair market value of securities | 1a | 69695554 |
| b | Average of monthly cash balances | 1b | 46169018 |
| c | Fair market value of all other assets (see instructions) | 1c | 393 |
| d | **Total** (add lines 1a, b, and c) | 1d | 115864965 |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 115864965 |
| 4 | Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions) | 4 | 1737975 |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 114126990 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 5706350 |

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

| | | | | | |
|---|---|---|---|---|---|
| 1 | Minimum investment return from Part X, line 6 | | | 1 | 5706350 |
| 2a | Tax on investment income for 2013 from Part VI, line 5 | 2a | 21714 | | |
| b | Income tax for 2013. (This does not include the tax from Part VI.) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 21714 |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | | | 3 | 5684636 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 5684636 |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | |
| 7 | **Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | | | 7 | 5684636 |

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

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 | 1a | 5573829 |
| b | Program-related investments—total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | ***Qualifying distributions.*** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 5573829 |
| 5 | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | 5 | 21714 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 5552115 |

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

**Part XIII Undistributed Income** (see instructions)

| | (a) Corpus | (b) Years prior to 2012 | (c) 2012 | (d) 2013 |
|---|---|---|---|---|
| 1 Distributable amount for 2013 from Part XI, line 7 | | | | 5684636 |
| 2 Undistributed income, if any, as of the end of 2013: | | | | |
| a Enter amount for 2012 only | | | 5557235 | |
| b Total for prior years: 20___,20___,20___ | | | | |
| 3 Excess distributions carryover, if any, to 2013: | | | | |
| a From 2008 | | | | |
| b From 2009 | | | | |
| c From 2010 | | | | |
| d From 2011 | | | | |
| e From 2012 | | | | |
| f **Total** of lines 3a through e | | | | |
| 4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 5573829 | | | | |
| a Applied to 2012, but not more than line 2a | | | 5557235 | |
| b Applied to undistributed income of prior years (Election required—see instructions) | | | | |
| c Treated as distributions out of corpus (Election required—see instructions) | | | | |
| d Applied to 2013 distributable amount | | | | 16594 |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | | | | 0 |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5 | | | | |
| b Prior years' undistributed income. Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b. Taxable amount—see instructions | | | | |
| e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount—see instructions | | | 0 | |
| f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014 | | | | 5668042 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a | | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2009 | | | | |
| b Excess from 2010 | | | | |
| c Excess from 2011 | | | | |
| d Excess from 2012 | | | | |
| e Excess from 2013 | | | | |

**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 2013, enter the date of the ruling . . . . . . ▶

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

| | Tax year | Prior 3 years | | | |
|---|---|---|---|---|---|
| | **(a)** 2013 | **(b)** 2012 | **(c)** 2011 | **(d)** 2010 | **(e) Total** |
| **2a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| **b** 85% of line 2a | | | | | |
| **c** Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| **d** Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| **e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c | | | | | |
| **3** Complete 3a, b, or c for the alternative test relied upon: | | | | | |
| **a** "Assets" alternative test—enter: **(1)** Value of all assets | | | | | |
| **(2)** Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| **b** "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| **c** "Support" alternative test—enter: **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| **(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | |
| **(3)** Largest amount of support from an exempt organization | | | | | |
| **(4)** Gross investment income | | | | | |

**Part XV Supplementary Information (Complete this part only if the 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 address 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, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| **a** *Paid during the year* | | | | |
| SCHEDULE | N/A | SCH | SCHEDULE | 5558125 |
| **Total** ▶ 3a | | | | 5558125 |
| **b** *Approved for future payment* | | | | |
| **Total** ▶ 3b | | | | 0 |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions ) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | 512(b)(1) | 132759 | |
| 4 Dividends and interest from securities | | | 512(b)(1) | 2116647 | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | | | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | | | 2249406 | |

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 2249406

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

## Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes N/A

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

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

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

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

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

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

**b** If "Yes," complete the following schedule.

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

**Sign Here**

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

Signature of officer or trustee MARYJO COHEN | Date 7/15/14 | Title PRESIDENT

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| PATRICIA ELLENSON | Patricia Ellenson | 7/15/14 | | |

Firm's name ▶ | Firm's EIN ▶

Firm's address ▶ | Phone no.

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

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Schedule Part I Line 16(b) Accounting Fees

| | |
|---|---|
| Belfint, Lyons and Shuman | $932 |
| Wipfli | 0 |
| Corporate filing and accounting services, accounting software support | $932 |

Schedule Part I Line 16(c) Other Professional Fees

| | |
|---|---|
| Investment services - Locating certificate of deposit investments: | |
| FNC | $590 |
| Money Desk Mangement | 11,500 |
| | $12,090 |
| Secretarial Services | 6,939 |
| | $19,028 |

Schedule Part I Line 18 Taxes

| | |
|---|---|
| African tax withheld from dividends | 703 |
| Canadian tax withheld from dividends | 804 |
| Federal excise (1%) tax - Current year | 21,714 |
| | $23,221 |

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

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## Schedule Part I Line 19 Depreciation

| Office Equipment | Acquired | Cost | Class Life | Rate | Depreciation |
|---|---|---|---|---|---|
| Computer | 9-09 | 675 | 5 Years | D.D. | 73 |
| Software | 9-09 | 1,155 | 3 Years | S.L. | 0 |
| Laptop Computer | 2-12 | 400 | 5 Years | D.D. | 93 |
| Printer | 2-12 | 289 | 5 Years | D.D. | 67 |
| | | $2,519 | | | $233 |

## Schedule Part I Line 23 Other Expenses

| | |
|---|---|
| Telephone | $110 |
| Insurance | 461 |
| Foreign Depositary Fees | 3,970 |
| Office and Computer Supplies | 251 |
| Bank Service Charges | 802 |
| Safe Deposit Box | 100 |
| Postage | 349 |
| State Filing Fees | 135 |
| Subscriptions | 907.8 |
| Web Host - L E Phillips | 12 |
| | $7,097 |

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

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Schedule Part II Line 10b Investments - Corporate Stocks

| | | End of Year | |
|---|---|---|---|
| Shares | | Book Value | Market Value |
| 14,662 | ACCO Brands | $13,812 | $86,799 |
| 268,800 | Altria Group | 94,228 | 9,746,688 |
| 62392 | Beam Inc. | 168,468 | 5,176,040 |
| 40,656 | Chevron Corporation | 171,911 | 4,688,856 |
| 62,392 | Fortune Brands Home & Security | 47,185 | 2,916,202 |
| 420 | Goodyear Tire | 3,307 | 11,285 |
| 62,005 | Kraft Foods Group | 33,935 | 3,427,016 |
| 1,948 | McKesson Corporation | 0 | 344,893 |
| 412 | Meritor | 1,989 | 5,113 |
| 186,016 | Mondelez Int'l. | 62,773 | 6,330,125 |
| 100,975 | National Presto Industries, Inc. | 586,097 | 7,779,114 |
| 43,200 | Pfizer | 31,078 | 1,387,152 |
| 268,800 | Philip Morris Int'l. | 214,717 | 21,748,608 |
| 34,772 | Procter & Gamble | 28,593 | 2,735,166 |
| 2,000 | Timken Company | 25,422 | 120,720 |
| 2,400 | Whirlpool Corporation | 24,658 | 347,112 |
| 97,368 | Anglo American PLC | 351,413 | 1,231,705 |
| 22,429 | Anglogold Ashanti Ltd. | 352,663 | 394,302 |
| 10,714 | Barrick Gold Corp. | 230,765 | 218,351 |
| 19,950 | Gold Fields Ltd. | 83,462 | 73,616 |
| 4,987 | Sibanye Gold Ltd. | 13,880 | 39,946 |
| | | $2,540,356 | $68,808,809 |

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Schedule Part II Line 14 Land, Buildings and Equipment

| | End of Year | |
|---|---|---|
| | Book Value | Market Value |
| Office equipment | $2,519 | $2,519 |
| Less: Accumulated depreciation | 2,243 | 2,243 |
| Net book value | $276 | $276 |

Schedule Part II Line 15 Other Assets

| | End of Year | |
|---|---|---|
| | Book Value | Market Value |
| Interest receivable on temporary investments | $4,732 | $4,732 |

Schedule Part VII-A Statements Regarding Activities

Line 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).

L. E. PHILLIPS FAMILY FOUNDATION, INC. 39-6046126

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Schedule Part VIII Line 1 Officers, Directors

| Name and Address | Title and Time | Employee Plans | Expense Account | Compensation |
|---|---|---|---|---|
| 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>19 hours | 0 | 0 | 51,742 |
| | | | | $51,742 |

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 STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| Added Value & Herban Solutions<br>370 Van Brunt Street<br>Brooklyn, NY 11231 | Educational | Operating Funds | 500 |
| American Cancer Society Hope Lodge<br>PO Box 149054<br>Austin, TX 78714 | Health Care | Operating Funds | 5,000 |
| 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>1804 Conant Street<br>Stevens Point, WI 54481 | Educational | Operating Funds | 5,000 |
| Bob's House for Dogs<br>PO Box 15<br>Eau Claire, WI 54702 | Educational | Operating Funds | 500 |
| Boys & Girls Club of the Greater<br>Chippewa Valley, Inc.<br>201 E Lake Street<br>Eau Claire, WI 54701 | Educational | Operating Funds | 2,000 |
| 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 |

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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 |
|---|---|---|---|
| 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 |
| Chippewa Area Catholic Schools<br>1316 Bel Air Boulevard<br>Chippewa Falls, WI 54729 | Educational | Operating Funds | 1,000 |
| 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 54702 | Educational | Operating Funds | 500 |
| Chippewa Valley Symphony<br>316 Eau Claire Street<br>Eau Claire, WI 54701 | Educational | Operating Funds | 500 |
| Chippewa Valley Technical College<br>620 W. Clairemont Avenue<br>Eau Claire, WI 54701 | Educational | Operating Funds | 189,000 |
| Chippewa Valley Wildlife Rehabilitation<br>8135 Burnell Drive<br>Eau Claire, WI 54703 | Educational | Operating Funds | 1,000 |
| Commentary, Inc.<br>561 Seventh Avenue<br>New York, NY 10018 | Educational | Operating Funds | 10,000 |
| Crohn's and Colitis Fdn of America<br>733 Third Avenue, Suite 510<br>New York NY 10017 | Health Care | Operating Funds | 750 |

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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 |
|---|---|---|---|
| CUFI<br>PO Box 1307<br>San Antonio, TX 78295 | Educational | Operating Funds | 500 |
| Dance / NYC<br>218 East 18th Street, 4th Floor<br>New York, NY 10003 | Educational | Operating Funds | 500 |
| Disabled American Veterans<br>PO Box 14301<br>Cincinnati, OH 45250-0301 | Health Care | Operating Funds | 500 |
| Donor's Trust<br>109 North Henry Street<br>Alexandria, VA 22314 | 501c)(3)<br>Exempt<br>Organization | Operating Funds | 3,538,000 |
| Dunn County Humane Society<br>302 Brickyard Road<br>Menomonie, WI 54751 | Educational | Operating Funds | 1,000 |
| East New York Farms<br>United Community Centers<br>613 New Lots Avenue<br>Brooklyn, NY 11207 | Educational | Operating Funds | 500 |
| Eau Claire Area School District<br>500 Main Street<br>Eau Claire, WI 54701 | Educational | Operating Funds | 1,000 |
| Eau Claire Chamber Orchestra<br>PO Box 1623<br>Eau Claire, WI 54702 | Educational | Operating Funds | 200 |
| Eau Claire Children's Theatre<br>1814 Oxford Avenue<br>Eau Claire, WI 54703 | Educational | Operating Funds | 2,500 |
| Eau Claire Community Foundation<br>Flying Eagles Ski Club<br>306 Barstow Street, Suite 104<br>Eau Claire, WI 54701 | Educational | Operating Funds | 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 STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| 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>448 Gilbert Avenue<br>Eau Claire, WI 54701 | Educational | Operating Funds | 500 |
| Eau Claire Parks, Recreation, & Forestry<br>915 Menomonie Street<br>Eau Claire, WI 54703 | Educational | Operating Funds | 7,000 |
| 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 | 337,000 |
| Friends of Beaver Creek Reserve<br>S1 County Road K<br>Fall Creek, WI 54742 | Educational | Operating Funds | 3,100 |
| 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 |
| Goldwater Institute<br>500 East Coronado Road<br>Phoenix, AZ 85004 | Educational | Operating Funds | 5,000 |
| Good News Jail & Prison Ministry<br>710 2nd Avenue<br>Eau Claire, WI 54703 | Religious | Operating Funds | 300 |

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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 |
|---|---|---|---|
| Gorilla Foundation<br>1733 Woodside Road, Suite 330<br>Redwood City, CA 94061 | Educational | Operating Funds | 1,000 |
| Grace Lutheran Foundation, Inc<br>PO Box 287<br>Eau Claire, WI 54702 | Religious | Operating Funds | 500 |
| GrowNYC<br>51 Chambers Street, Room 228<br>New York, NY 10007 | Educational | Operating Funds | 500 |
| Guthrie Theater Foundation<br>818 South 2nd Street<br>Minneapolis, MN 55415 | Educational | Operating Funds | 3,500 |
| Habitat for Humanity<br>PO Box 6439<br>Americus, GA 31709-6439 | Public Charity | Operating Funds | 500 |
| 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 |
| 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 |
| JINSA<br>1307 New York Avenue NW NO 200<br>Washington, DC 20005 | Educational | Operating Funds | 50,000 |
| Joyce Theatre Foundation<br>175 Eighth Avenue<br>New York, NY 10011 | Educational | Operating Funds | 500 |

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| RECIPIENT NAME & ADDRESS | FOUNDATION STATUS | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| Junior Achievement of Wisconsin, Inc.<br>505 Dewey Street South<br>Eau Claire, WI 54701 | Educational | Operating Funds | 5,000 |
| Leader Dogs for the Blind<br>1039 S Rochester Road<br>Rochester Hills, MI 48307-3115 | Educational | Operating Funds | 25,000 |
| L. E. Phillips Career Development Ctr.<br>1515 Ball Street<br>Eau Claire, WI 54703 | Educational | Operating Funds | 97,000 |
| L. E. Phillips Senior Center<br>1616 Belinger Street<br>Eau Claire, WI 54703 | Educational | Operating Funds | 7,500 |
| 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 | 3,000 |
| Master Singers<br>PO Box 3194<br>Eau Claire, WI 54702-3194 | Educational | Operating Funds | 200 |
| Matt Sisko Foundation<br>1010 W Clairemont Avenue<br>Eau Claire, WI 54701 | Educational | Operating Funds | 500 |

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|---|---|---|---|
| Mayo Foundation<br>200 First Avenue SW<br>Rochester, MN 55905 | Health Care | Research | 10,500 |
| Memorial Sloan-Kettering Cancer Ctr<br>1275 York Avenue<br>New York, NY 10065 | Health Care | Operating Funds | 300 |
| MEMRI<br>1819L Street NW<br>5th Floor<br>Washington, DC 20036 | Educational | Operating Funds | 200,000 |
| Mercury One, Inc<br>Midwest Tornado Relief Fund<br>PO Box 140489<br>Irving, TX 75014 | Health Care | Operating Funds | 50,000 |
| Metropolitan Museum of Art<br>1000 Fifth Avenue<br>New York, NY 10028-0198 | Educational | Operating Funds | 100 |
| 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 11021 | Educational | Operating Funds | 500 |
| North High School<br>1801 Piedmont Road<br>Eau Claire, WI 54703 | Educational | Operating Funds | 200 |

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|---|---|---|---|
| Olbrich Botanical Society<br>3330 Atwood Avenue<br>Madison, WI 53704 | Educational | Operating Funds | 250 |
| Pacific Research Institute<br>One Embarcadero Center<br>Suite 350<br>San Francisco, CA 94111 | Educational | Public Policy 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 |
| Pro Musica Hebraica<br>1225 19th Street NW Ste 620<br>Washington, DC 20036 | Educational | Operating Funds | 500 |
| 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 |
| Sacred Heart Catholic Church<br>322 Fulton Street<br>Eau Claire, WI 54703 | Religious | Operating Funds | 50 |
| Special Olympics Wisconsin<br>PO Box 8546<br>Madison, WI 53708-8546 | Educational | Operating Funds | 500 |
| St. Ann's Warehouse<br>55 Washington Street, Suite 458<br>Brooklyn, NY 11201 | Educational | Operating Funds | 500 |
| St. Joseph's Hospital<br>2661 County Highway I<br>Chippewa Falls, WI 54729 | Health Care | Operating Funds | 75,000 |

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|---|---|---|---|
| Students for Liberty, Inc.<br>PO Box 17321<br>Arlington, VA 22216 | Educational | Operating Funds | 500 |
| Temple Sholom<br>PO Box 1059<br>Eau Claire, WI 54702-1059 | Religious | Operating Funds | 1,725 |
| 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 | 10,000 |
| United Way of Eau Claire<br>3603 N Hastings Way, Suite 200<br>Eau Claire, WI 54703 | 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 1,500 | 5,000 |
| University of Minnesota Foundation<br>200 Oak Street SE, Suite 500<br>Minneapolis, MN 55455 | Educational | Bee Fund 4,000<br>Hillel Fdn 1,000 | 5,000 |
| University of Wisconsin Foundation<br>1848 University Avenue<br>Madison, WI 53726 | 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 50,000<br>Professorship 73,300<br>Scholarships 43,275<br>Business College 27,569<br>Library Adv Fund 122,531<br>Leap Clinic 2,000 | 318,675 |

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|---|---|---|---|
| Washington Legal Foundation<br>2009 Massachusetts Avenue NW<br>Washington, DC 20036 | Public Charity | Operating Funds | 1,000 |
| Wikimedia Foundation, Inc<br>PO Box 98204<br>Washington, DC 20090-8204 | Educational | Operating Funds | 5,000 |
| Wildlife Rehabilitation and Release, Inc<br>E 9356 830th Avenue<br>Colfax, WI 54730 | Educational | Operating Funds | 200 |
| Wisconsin Academic Decathlon Foundation, Inc.<br>595 Baeten Road<br>Green Bay, WI 54304 | Educational | Operating Funds | 500 |
| 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>821 University Avenue<br>Madison, WI 53706 | Educational | Operating Funds | 3,000 |
| Wisconsin Public Television<br>821 University Avenue<br>Madison, WI 53706 | Educational | Operating Funds | 6,500 |
| 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 |
| WYES/New Orleans<br>916 Navarre Avenue<br>New Orleans, LA 70124 | Educational | Operating Funds | 430,000 |

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|---|---|---|---|
| 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 | 1,000 |
| | | | $5,558,125 |