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Form **990-PF****Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

OMB No 1545-0052

Department of the Treasury  
Internal Revenue Service

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

**2008**For calendar year 2008, or tax year beginning **July 1**, 2008, and ending **June 30**, 20 **09**G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	Name of foundation <b>The Jesse &amp; Caryl Philips Foundation</b>		<b>A Employer identification number</b> <b>34 : 1656718</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>3870 Honey Hill Lane</b>	Room/suite	<b>B Telephone number (see page 10 of the instructions)</b> <b>( )</b>
	City or town, state, and ZIP code <b>Dayton, OH 45405</b>		<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

**I** Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ **19,344,423**

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

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	<b>42</b>	<b>42</b>		
	4 Dividends and interest from securities	<b>258,373</b>	<b>258,373</b>		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<b>(2,789,025)</b>			
	b Gross sales price for all assets on line 6a <b>9,508,942</b>				
	7 Capital gain net income (from Part IV, line 2)		<b>0</b>		
	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 <b>Total. Add lines 1 through 11</b>	<b>(2,530,610)</b>	<b>258,415</b>			
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.	<b>141,846</b>			<b>141,846</b>
	14 Other employee salaries and wages	<b>19,675</b>			<b>19,675</b>
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	<b>6,007</b>			<b>6,007</b>
	c Other professional fees (attach schedule) <b>St. 1</b>	<b>100,108</b>	<b>100,108</b>		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	<b>17,689</b>			<b>12,356</b>
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	<b>10,765</b>			<b>10,765</b>
	22 Printing and publications				
	23 Other expenses (attach schedule) <b>St. 1</b>	<b>1,907</b>			<b>1,907</b>
	24 <b>Total operating and administrative expenses. Add lines 13 through 23</b>	<b>297,997</b>	<b>100,108</b>		<b>192,556</b>
	25 Contributions, gifts, grants paid	<b>1,089,175</b>			<b>1,089,175</b>
26 <b>Total expenses and disbursements. Add lines 24 and 25</b>	<b>1,387,172</b>	<b>100,108</b>		<b>1,281,731</b>	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<b>(3,917,782)</b>				
b Net investment income (if negative, enter -0-)		<b>158,307</b>			
c Adjusted net income (if negative, enter -0-)					

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<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 . . . . .			
	2 Savings and temporary cash investments . . . . .	300,690	236,467	236,467
	3 Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments—U.S. and state government obligations (attach schedule) . . . . .	199,145		
	b Investments—corporate stock (attach schedule) <b>St. 2</b> . . . . .	13,257,365	9,657,831	10,453,400
	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) <b>St. 3</b> . . . . .	5,395,663	5,340,793	8,654,556	
14 Land, buildings, and equipment basis ▶ . . . . .				
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
15 Other assets (describe ▶ . . . . .)				
16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	19,152,863	15,235,091	19,344,423	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .			
	18 Grants payable . . . . .			
	19 Deferred revenue . . . . .			
	20 Loans from officers, directors, trustees, and other disqualified persons . . . . .			
	21 Mortgages and other notes payable (attach schedule) . . . . .			
	22 Other liabilities (describe ▶ . . . . .)			
23 <b>Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input type="checkbox"/> 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 . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .	19,152,863	15,235,091	
30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	19,152,863	15,235,091		
31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	19,152,863	15,235,091		

**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) . . . . .	<b>1</b>	19,152,863
2 Enter amount from Part I, line 27a . . . . .	<b>2</b>	(3,917,782)
3 Other increases not included in line 2 (itemize) ▶ <b>Rounding</b> . . . . .	<b>3</b>	10
4 Add lines 1, 2, and 3 . . . . .	<b>4</b>	15,235,091
5 Decreases not included in line 2 (itemize) ▶ . . . . .	<b>5</b>	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	15,235,091

**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.)
<b>1a Statement 4</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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 }			<b>2</b>	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8			<b>3</b>	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No  
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,135,621	23,861,837	0.047592
2006	1,154,074	29,352,961	0.039317
2005	695,908	14,960,163	0.046517
2004	934,866	24,977,273	0.037429
2003	613,775	23,280,240	0.026364
<b>2 Total of line 1, column (d)</b>			<b>2</b> 0.197219
<b>3</b> 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			<b>3</b> 0.039444
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			<b>4</b> 18,360,221
<b>5</b> Multiply line 4 by line 3			<b>5</b> 724,201
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,583
<b>7</b> Add lines 5 and 6			<b>7</b> 725,784
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 1,281,731

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

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: ..... (attach copy of ruling letter if necessary—see instructions)			
<b>b</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	<b>1</b>	1,538	
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>		
<b>3</b> Add lines 1 and 2	<b>3</b>	1,583	
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>		
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	1,583	
<b>6</b> Credits/Payments:			
<b>a</b> 2008 estimated tax payments and 2007 overpayment credited to 2008	<b>6a</b>	15,000	
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>		
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>		
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>		
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	15,000	
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>		
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>		
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	13,417	
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> <b>5,000</b> <b>Refunded</b>	<b>11</b>	8,417	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		✓
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>		✓
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		✓
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		✓
<b>3</b> 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>		✓
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		✓
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	N	A
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		✓
<b>6</b> 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?	✓	
<b>7</b> 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>	✓	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► <u>Ohio</u>		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	✓	
<b>9</b> 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		✓
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		✓

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶ \_\_\_\_\_

14 The books are in care of ▶ **Caryl Philips** Telephone no. ▶ **937-496-1300**  
 Located at ▶ **3870 Honey Hill Lane, Dayton, OH** ZIP+4 ▶ **45405**

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** ☐

**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
<b>1a</b> 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 type="checkbox"/> Yes <input checked="" 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? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/>	1b	N A
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<b>c</b> 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 2008? . . . . .	1c	✓
<b>2</b> 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)):		
<b>a</b> At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 . . . . . , 20 . . . . . , 20 . . . . . , 20 . . . . .		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.) . . . . .	2b	N A
<b>c</b> 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 . . . . .		
<b>3a</b> 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>b</b> If "Yes," did it have excess business holdings in 2008 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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.</i> ) . . . . .	3b	N A
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	✓
<b>b</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 2008?	4b	✓

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

<b>5a</b> 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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 5a(1)–(5), did <b>any</b> of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>	<b>5b</b>	<b>N</b> <b>A</b>
<b>c</b>	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? If "Yes," attach the statement required by Regulations section 53.4945–5(d).	<input type="checkbox"/> Yes <input type="checkbox"/> No		
<b>6a</b>	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870.		<b>6b</b>	<input checked="" type="checkbox"/>
<b>7a</b>	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		<b>7b</b>	<b>N</b> <b>A</b>

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

<b>1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).</b>				
(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
Caryl Philips 3870 Honey Hill Lane, Dayton, OH	President	101,846	0	0
Mary Beatty 522 S. Hampton Rd., New Carlisle, OH	Trustee	20,000	0	0
Benjamin Beatty 522 S. Hampton Rd., New Carlisle, OH	Trustee	20,000	0	0
<b>2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."</b>				
(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				
<b>Total number of other employees paid over \$50,000</b>				<b>0</b>

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)***3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over \$50,000 for professional services . . . . . **0****Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
<b>1</b> .....	
<b>2</b> .....	
<b>3</b> .....	
<b>4</b> .....	

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

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

	Amount
<b>1</b> .....	
<b>2</b> .....	
All other program-related investments. See page 24 of the instructions	
<b>3</b> .....	
<b>Total.</b> Add lines 1 through 3 . . . . .	



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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>	13,076,238
<b>b</b>	Average of monthly cash balances	<b>1b</b>	268,579
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	5,295,001
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	18,639,818
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<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>	18,639,818
<b>4</b>	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	279,597
<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>	18,360,221
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	918,011

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	918,011
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	1,583
<b>b</b>	Income tax for 2008. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,583
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	916,428
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	916,428
<b>6</b>	Deduction from distributable amount (see page 25 of the 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>	916,428

**Part XII Qualifying Distributions** (see page 25 of the 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>	1,281,731
<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>	1,281,731
<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 page 26 of the instructions)	<b>5</b>	1,538
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	1,280,148

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7 . . . . .				<b>916,428</b>
<b>2</b> Undistributed income, if any, as of the end of 2007:				
<b>a</b> Enter amount for 2007 only . . . . .			<b>342,769</b>	
<b>b</b> Total for prior years: 20____, 20____, 20____ . . . . .		<b>0</b>		
<b>3</b> Excess distributions carryover, if any, to 2008:				
<b>a</b> From 2003 . . . . .				
<b>b</b> From 2004 . . . . .				
<b>c</b> From 2005 . . . . .				
<b>d</b> From 2006 . . . . .				
<b>e</b> From 2007 . . . . .				
<b>f</b> <b>Total</b> of lines 3a through e . . . . .	<b>0</b>			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4: ► \$ <u>1,281,731</u>				
<b>a</b> Applied to 2007, but not more than line 2a . . . . .			<b>342,769</b>	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions) . . . . .		<b>0</b>		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .	<b>0</b>			
<b>d</b> Applied to 2008 distributable amount . . . . .				<b>938,962</b>
<b>e</b> Remaining amount distributed out of corpus . . . . .	<b>22,534</b>			
<b>5</b> Excess distributions carryover applied to 2008 . . . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	<b>0</b>			<b>0</b>
<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>22,534</b>			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		<b>0</b>		
<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>0</b>		
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		<b>0</b>		
<b>e</b> Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			<b>0</b>	
<b>f</b> Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 . . . . .				<b>0</b>
<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 page 27 of the instructions) . . . . .	<b>0</b>			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .	<b>0</b>			
<b>9</b> <b>Excess distributions carryover to 2009.</b> Subtract lines 7 and 8 from line 6a . . . . .	<b>22,534</b>			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004 . . . . .				
<b>b</b> Excess from 2005 . . . . .				
<b>c</b> Excess from 2006 . . . . .				
<b>d</b> Excess from 2007 . . . . .				
<b>e</b> Excess from 2008 . . . . .	<b>22,534</b>			

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9)

- 1a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
<b>2a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<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 $\frac{1}{2}$ 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 page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

- c** Any submission deadlines:

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a</b> <i>Paid during the year</i> <b>Statement 5</b>				
<b>Total</b>			▶ <b>3a</b>	<b>1,089,175</b>
<b>b</b> <i>Approved for future payment</i>  <b>Statement 6</b>				
<b>Total</b>			▶ <b>3b</b>	<b>270,000</b>

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

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions.)
<b>1</b>	Program service revenue:					
<b>a</b>	_____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>f</b>	_____					
<b>g</b>	Fees and contracts from government agencies					
<b>2</b>	Membership dues and assessments . . . . .					
<b>3</b>	Interest on savings and temporary cash investments			<b>14</b>	<b>42</b>	
<b>4</b>	Dividends and interest from securities . . . . .			<b>14</b>	<b>258,373</b>	
<b>5</b>	Net rental income or (loss) from real estate:					
<b>a</b>	Debt-financed property . . . . .					
<b>b</b>	Not debt-financed property . . . . .					
<b>6</b>	Net rental income or (loss) from personal property					
<b>7</b>	Other investment income . . . . .					
<b>8</b>	Gain or (loss) from sales of assets other than inventory			<b>18</b>	<b>(2,789,025)</b>	
<b>9</b>	Net income or (loss) from special events . . . . .					
<b>10</b>	Gross profit or (loss) from sales of inventory . . . . .					
<b>11</b>	Other revenue: <b>a</b> _____					
<b>b</b>	_____					
<b>c</b>	_____					
<b>d</b>	_____					
<b>e</b>	_____					
<b>12</b>	Subtotal. Add columns (b), (d), and (e) . . . . .				<b>(2,530,610)</b>	
<b>13</b>	<b>Total.</b> Add line 12, columns (b), (d), and (e) . . . . .				<b>(2,530,610)</b>	

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

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

[illegible]



**THE JESSE & CARYL PHILIPS FOUNDATION**

**EIN 34-1656718**

**Y/E 6/30/09**

**FORM 990-PF**

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**Part I, Line 16 ( c ):**

**Other Professional Fees**

Investment Advisory Fees	<u>100,108</u>
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**Part I, Line 23:**

**Other Expenses:**

Bank Charges	94
Filing Fees	200
Telephone	533
Payroll Fees	1,047
Miscellaneous	<u>33</u>

<u>Total</u>	<u>\$1,907</u>
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**THE JESSE & CARYL PHILIPS FOUNDATION****EIN 34-1656718****FORM 990-PF - Y/E 6/30/09**

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**PART II LINE 10(b) - CORPORATE STOCK**

	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
7,500	Abbot Labs	188,290	352,800
4	Berkshire Hathaway CL A	72,139	360,000
9,500	Cisco	155,454	177,080
3,000	Corning	78,600	48,180
10,000	Emerson Electric	255,150	324,000
11,000	General Electric	305,515	128,920
7,500	Home Depot	265,066	177,225
7,500	Illinois Tool Works	24,792	280,050
7,500	Johnson & Johnson	413,382	426,000
6,562	Vodafone	79,227	127,893
6,000	Walmart	91,966	290,460
11,800	Microsoft	350,784	280,486
4,500	Canon	146,067	146,385
7,500	Exxon Mobil	283,725	524,325
8,000	Questar	131,932	248,480
7,500	Texas Instruments	180,300	159,750
9,000	Hewlett Packard	267,973	347,850
8,300	Time Warner	326,137	209,077
6,000	Coca Cola	253,557	287,940
19,850	Williams Co.	455,735	309,859
3,000	Proctor & Gamble	190,590	153,300
13,850	Cisco	369,334	258,303
18,650	Charles Schwab	352,571	327,121
11,700	Axis Capital	297,067	306,306
12,950	Annaly Capital	177,911	196,063
16,310	Applied Materials	148,173	179,573
28,850	Bank of America	340,195	380,820
4,240	Becton Dickenson	273,875	302,354
8,310	Chubb	343,272	331,403
4,450	Energizer Holdings	363,939	232,468



**STATEMENT 2 (CON'T)****THE JESSE & CARYL PHILIPS FOUNDATION****EIN 34-1656718****FORM 990-PF - Y/E 6/30/09**

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**PART II LINE 10(b) - CORPORATE STOCK**

	<u>Description</u>	<u>Book Value</u>	<u>Fair Market Value</u>
9,950	Fiserv	492,483	454,815
1,520	Goldman Sachs	127,078	224,109
7,640	JP Morgan Chase	178,506	260,600
5,300	Mosaic Corp	259,434	234,790
4,050	Navistar	168,228	176,580
5,200	Pentair	124,931	133,224
18,200	Pfizer	296,530	273,000
6,790	Target	268,252	268,001
9,150	Walgreen	221,653	269,010
71,200	Wendys	<u>338,018</u>	<u>284,800</u>
	Total	<u><u>9,657,831</u></u>	<u><u>10,453,400</u></u>

**STATEMENT 3**

**THE JESSE & CARYL PHILIPS FOUNDATION**

**EIN 34-1656718**

**FORM 990-PF - Y/E 6/30/09**

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**INVESTMENTS - OTHER**

<u>Description</u>	<u>Book Value</u>	<u>Market Value</u>
Money Market Funds	658,345	658,345
Perry Partners International	1,003,988	4,216,200
Weiss Multi Strategy Partners	<u>3,678,460</u>	<u>3,780,011</u>
Total	<u>5,340,793</u>	<u>8,654,556</u>

## STATEMENT 4

**THE JESSE & CARYL PHILIPS FOUNDATION**  
**34-1656718**  
**Y/E 6-30-09**  
**FORM 990-PF**

## SALES OF SECURITIES

Description	Purchase Date	Sales Date	How Acquired	Sales Price	Cost	Gain (Loss)
18,370 Ingersoll Rand	Various	10/28/08	P	374,315	688,520	(314,205)
10,800 AIG	Various	07/21/08	P	296,984	529,831	(232,847)
3,400 Boeing	Various	11/18/08	P	152,415	269,818	(117,403)
23,600 Calpine	Various	10/07/05	P	238,782	479,078	(240,296)
12,600 Carnival	09/15/08	11/11/08	P	263,000	473,405	(210,405)
14,900 Cisco	10/31/07	09/30/08	P	329,830	474,427	(144,597)
43,900 Dynegy	Various	09/18/08	P	187,030	357,321	(170,291)
7,400 J P Morgan Chase	09/16/08	09/22/08	P	320,175	289,660	30,515
12,200 Marriott	09/15/08	10/28/08	P	213,935	336,671	(122,736)
800 Schwab	05/16/08	07/07/08	P	16,090	18,007	(1,917)
7,500 Sherman Williams	Various	Various	P	389,934	425,762	(35,828)
3,200 Target	07/09/08	10/29/08	P	131,892	156,064	(24,172)
5,200 Wabco	Various	Various	P	222,952	257,325	(34,373)
500 Foster Wheeler	03/08/08	07/07/08	P	32,542	4,852	27,690
7,300 AIG	Various	07/21/08	P	199,775	489,432	(289,657)
22,800 ADM	Various	07/10/08	P	710,646	800,993	(90,347)
2,200 Comcast	03/26/04	07/07/08	P	40,615	43,091	(2,476)
54,700 Dynegy	Various	Various	P	254,646	544,723	(290,077)
7,600 HP	Various	Various	P	266,474	158,045	108,429
14,900 Honeywell	Various	10/01/08	P	617,655	556,575	61,080
20,200 KBR	03/27/07	09/11/08	P	382,735	440,026	(57,291)
8,400 Microsoft	04/28/06	11/08/08	P	166,827	203,187	(36,360)
300 Time Warner	02/25/05	07/07/08	P	4,354	5,154	(800)
4,066 Wabco	12/08/05	09/12/08	P	175,260	210,217	(34,957)
10,500 Williams Co	08/05/05	Various	P	303,427	230,642	72,785
1,430 Northern Trust	12/09/08	01/22/09	P	78,801	71,298	7,503
5,500 Sherman Williams	Various	01/26/09	P	274,465	286,988	(12,523)
8,200 Foster Wheeler	Various	02/24/09	P	126,652	141,224	(14,572)
930 Goldman Sachs	12/08/08	02/09/09	P	89,351	71,356	17,995
3,990 Wellpoint	09/26/08	02/26/09	P	141,658	190,843	(49,185)
3,300 FedEx	Various	03/09/09	P	113,288	231,651	(118,363)

## THE JESSE &amp; CARYL PHILIPS FOUNDATION

34-1656718

Y/E 6-30-09

FORM 990-PF

## SALES OF SECURITIES

Description	Purchase Date	Sales Date	How Acquired	Sales Price	Cost	Gain (Loss)
2,384 Time Warner	Various	03/31/09	P	59,493	38,244	21,249
5,500 Wellpoint	Various	03/04/09	P	175,740	241,476	(65,736)
730 Goldman Sachs	12/17/08	04/07/09	P	86,818	56,525	30,293
1,520 J P Morgan Chase	03/11/09	04/07/09	P	42,139	30,785	11,354
580 Northern Trust	12/15/08	04/07/09	P	33,761	26,175	7,586
8,550 Schwab	05/16/08	04/24/09	P	150,533	192,455	(41,922)
Time Warner Cash in Lieu		03/27/09	P	16	31	(15)
1,050 Axis Capital	11/12/08	05/28/09	P	25,028	26,047	(1,019)
12,050 Annaly Capital	10/08/08	05/28/09	P	174,761	163,065	11,696
1,400 Applied Materials	02/20/09	05/28/09	P	16,046	12,402	3,644
700 Bank of America	05/14/09	05/28/09	P	7,665	8,054	(389)
200 Becton Dickinson	03/03/09	05/28/09	P	13,381	12,865	516
700 Boeing	01/16/08	05/28/09	P	31,172	55,551	(24,379)
300 Chubb	10/13/08	05/28/09	P	11,572	12,752	(1,180)
1,850 Cisco	Various	05/28/09	P	34,246	50,188	(15,942)
22,975 Comcast	Various	05/14/09	P	341,037	487,016	(145,979)
450 Energizer	09/12/08	05/28/09	P	23,644	39,626	(15,982)
1,050 Fiserv	09/12/08	5/28/09	P	42,695	57,288	(14,593)
150 Goldman Sachs	Various	05/28/09	P	21,311	12,329	8,982
700 HP	03/03/05	05/28/09	P	24,333	14,578	9,755
550 J P Morgan Chase	03/11/09	05/28/09	P	20,209	11,139	9,070
1,300 Microsoft	Various	05/28/09	P	25,775	33,206	(7,431)
200 Mosaic	05/07/09	05/28/09	P	10,993	9,023	1,970
200 Navistar	05/05/09	05/28/09	P	7,911	8,411	(500)
300 Northern Trust	12/17/08	05/28/09	P	16,244	14,133	2,111
300 Pentair	05/21/09	05/28/09	P	7,531	7,208	323
2,000 Pfizer	10/13/08	05/28/09	P	28,906	32,658	(3,752)
1,200 Schwab	05/16/08	05/28/09	P	20,376	27,011	(6,635)
2,650 Target	07/09/08	05/28/09	P	109,368	127,542	(18,174)
1,200 Time Warner	02/25/05	05/28/09	P	28,932	46,520	(17,588)
1,050 Walgreen	10/14/08	05/28/09	P	32,091	25,432	6,659

**THE JESSE & CARYL PHILIPS FOUNDATION**  
**34-1656718**  
**Y/E 6-30-09**  
**FORM 990-PF**

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**SALES OF SECURITIES**

<b>Description</b>	<b>Purchase Date</b>	<b>Sales Date</b>	<b>How Acquired</b>	<b>Sales Price</b>	<b>Cost</b>	<b>Gain (Loss)</b>
2,150 Wendy's	04/14/09	05/28/09	P	9,053	11,647	(2,594)
1,400 Williams Co.	03/01/06	05/28/09	P	22,238	30,774	(8,536)
3,600 Wyeth	02/03/09	05/21/09	P	153,920	151,580	2,340
5,600 Boeing	Various	06/15/09	P	276,727	442,198	(165,471)
2,950 Northern Trust	Various	06/09/09	P	165,121	153,675	11,446
6,700 Schwab	05/16/08	06/11/09	P	118,407	147,937	(29,530)
7,500 AIG	Various	09/19/08	P	23,244	44,235	(20,991)
<b>TOTAL</b>				<u>9,508,942</u>	<u>12,297,967</u>	<u>(2,789,025)</u>

**THE JESSE & CARYL PHILIPS FOUNDATION****STATEMENT 5****EIN 34-1656718****Y/E 6-30-09****FORM 990-PF**

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**PART XV, LINE 3(a)  
CONTRIBUTIONS PAID****UNRESTRICTED FUNDS**

<b><u>NAME</u></b>	<b><u>AMOUNT</u></b>
The Salk Institute	250,000
Colorado Festival of World Theatre	10,000
The Metropolitan Opera	25,000
Northwestern University	20,000
Lebanon Valley College	20,000
Whitaker Center	15,000
Jewish Federation of Harrisburg	20,000
Lincoln Center Theatre	25,000
Rockefeller University	15,000
Mount Sinai Medical Center	10,000
The Metropolitan Opera	35,000
Pure Thoughts Horse & Foal Rescue	10,000
Aullwood Audubon Center & Farm	20,000
Dayton Opera Association	10,000
Dayton Society of Natural History	100,000
Phoenix Art Museum	10,000
Therapeutic Riding Institute	1,200
YWCA	10,000
Dayton Opera Association	240
Pollack Krasner House & Study Center	10,000
NYU Child Study Center	15,000
Humane Society of Greater Dayton	2,000
Humane Society of Greater Dayton	100
Dayton Opera Association	2,500
Dayton Society of Natural History	20,000
We Care Arts	5,000
Salvation Army	1,000
The Museum of Modern Art	2,500
The Hundres Club of Dayton	250
Friends of the Arcade	500
Just World International	5,000
Tecumseh Land Trust	250
Cox Arboretum Foundation	1,000
Victoria Theatre Association	11,000
Daybreak	1,500
Dayton Opera Association	6,000
Culture Works	2,000
The Muse Machine	15,000
The Salvation Army	20,000
Equestrian Aid Foundation	500

**(CONTINUED)**

**THE JESSE & CARYL PHILIPS FOUNDATION****STATEMENT 5 (CONT'D)****EIN 34-1656718****Y/E 6-30-09****FORM 990-PF**

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**PART XV, LINE 3(a)  
CONTRIBUTIONS PAID****UNRESTRICTED FUNDS**

<b><u>NAME</u></b>	<b><u>AMOUNT</u></b>
Just Say Yes to Education	25,000
Friends of PPSWO	55
Humane Society of Greater Dayton	750
St. Vincent DePaul Society	250
Jewish Federation of Greater Dayton	5,000
Heaven's Corner	5,000
United Way	10,000
Jewish Federation of Greater Dayton	100,000
Alzheimer's Association Miami Valley Chapter	1,000
Life Essentials Inc	100
Metropolitan Museum of Art	1,800
Planned Parenthood of SW Ohio	80
Salk Institute	25,000
Planned Parenthood of SW Ohio	20,000
Dayton History	500
Dayton Theatre Guild	100
Artemis Center	1,000
The Human Race Theatre Company	10,000
The Metropolitan Opera	25,000
The Dayton Opera	10,000
Aullwood Audubon Center & Farm	20,000
Dayton Society of Natural History	100,000
The Springfield Arts Council	1,000
<b><u>Total</u></b>	<b><u>1,089,175</u></b>

**THE JESSE & CARYL PHILIPS FOUNDATION**

**EIN 34-1656718**

**Y/E 6/30/09**

**FORM 990-PF**

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**Part XV, Line 3b:**

**Grants Approved for Future Payments**

Aullwood Audobon Society	20,000
Dayton Opera	10,000
Salvation Army	40,000
Dayton Society of Natural History	<u>200,000</u>
Total	<u><u>\$270,000</u></u>



- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

<b>Part II Additional (Not Automatic) 3-Month Extension of Time.</b> Only file the original (no copies needed).			
Type or print  File by the extended due date for filing the return. See instructions.	Name of Exempt Organization <b>THE JESSE &amp; CARYL PHILIPS FOUNDATION</b>		Employer identification number <b>34 : 1656718</b>
	Number, street, and room or suite no. If a P O box, see instructions <b>3870 HONEY HILL LANE</b>		For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions <b>DAYTON, OH 45405</b>		

Check type of return to be filed (File a separate application for each return)

- |                                      |  |                                      |                                    |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990    | <input checked="" type="checkbox"/> Form 990-PF                  | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720   | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above)     | <input type="checkbox"/> Form 5227   |                                    |

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

- The books are in the care of **CARYL PHILIPS**  
Telephone No **( 937 ) 496-1300** FAX No **( 937 ) 277-9603**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **\_\_\_\_\_**. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until **MAY 15**, 20 **10**.
- 5 For calendar year **\_\_\_\_\_**, or other tax year beginning **JULY 1**, 20 **08**, and ending **JUNE 30**, 20 **09**.
- 6 If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **CERTAIN INFORMATION NECESSARY FOR THE PROPER COMPLETION OF THE RETURN IS NOT YET AVAILABLE**

<b>8a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>8a</b>	\$	<b>5,167</b>
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	<b>8b</b>	\$	<b>10,000</b>
<b>c Balance Due.</b> Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	<b>8c</b>	\$	<b>0</b>

**Signature and Verification**

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

Signature **GEORGE V DELSON** Title **CPA** Date **2/9/10**