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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2011**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

For calendar year 2011, or tax year beginning , 2011, and endingLouie M. & Betty M. Phillips Foundation
c/o Equitable Trust Company
4400 Harding Pike, Suite 310
Nashville, TN 37205**A** Employer identification number
58-1326615**B** Telephone number (see the instructions)
615-460-9240**C** If exemption application is pending, check here ☐**D 1** Foreign organizations, check here ☐**2** Foreign organizations meeting the 85% test, check here and attach computation ☐**E** If private foundation status was terminated under section 507(b)(1)(A), check here ☐**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**G** Check all that apply ☐ Initial return ☐ Initial Return of a former public charity
☐ Final return ☐ Amended return
☒ Address change ☐ Name change**H** Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation**I** Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 6,204,383.**J** Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)
- 2 Ck ☒ if the foundn is not req to att Sch B
- 3 Interest on savings and temporary cash investments
- 4 Dividends and interest from securities
- 5a Gross rents
- b Net rental income or (loss)
- 6a Net gain/(loss) from sale of assets not on line 10
- b Gross sales price for all assets on line 6a 2,192,831.
- 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/(loss) (att sch)
- 11 Other income (attach schedule) See Statement 1
- 12 **Total.** Add lines 1 through 11

53,832.

53,832.

N/A

96,766.

96,766.

-114,468.

2,192,831.

0.

83,046.

83,046.

119,176.

233,644.

205,353.

82,141.

123,212.

8,898.

3,559.

5,339.

2,500.

1,000.

1,500.

12,739.

3,900.

5,844.

9,043.

3,617.

5,426.

8,809.

3,524.

5,285.

92,290.

36,916.

55,374.

339,632.

134,657.

201,980.

470,000.

470,000.

809,632.

134,657.

671,980.

-690,456.

98,987.

ADMINISTRATIVE AND OPERATING EXPENSES

- 13 Compensation of officers, directors, trustees, etc
- 14 Other employee salaries and wages
- 15 Pension plans, employee benefits
- 16a Legal fees (attach schedule)
- b Accounting fees (attach sch) See St 2
- c Other prof fees (attach sch)
- 17 Interest
- 18 Taxes (attach schedule) See Stm 3
- 19 Depreciation (attach sch) and depletion
- 20 Occupancy
- 21 Travel, conferences, and meetings
- 22 Printing and publications
- 23 Other expenses (attach schedule) See Statement 4
- 24 **Total operating and administrative expenses.** Add lines 13 through 23
- 25 Contributions, gifts, grants paid Part XV
- 26 **Total expenses and disbursements.** Add lines 24 and 25
- 27 Subtract line 26 from line 12:
- a **Excess of revenue over expenses and disbursements**
- b **Net investment income** (if negative, enter -0)
- c **Adjusted net income** (if negative, enter -0)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	47,670.	126,487.	126,487.
	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 sch)			
		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)	1,245,162.	807,549.	821,508.
	b	Investments — corporate stock (attach schedule)	2,898,861.	3,039,102.	3,824,508.
	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)	1,219,246.	1,045,121.	1,431,880.	
14	Land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)				
15	Other assets (describe)	-1.			
16	Total assets (to be completed by all filers — see the instructions. Also, see page 1, item I.)	5,410,938.	5,018,259.	6,204,383.	
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe)			
	23	Total liabilities (add lines 17 through 22)	0.	0.	
NET ASSET 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.		X		
	27	Capital stock, trust principal, or current funds	5,410,938.	5,018,259.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	5,410,938.	5,018,259.		
31	Total liabilities and net assets/fund balances (see instructions)	5,410,938.	5,018,259.		

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	5,410,938.
2	Enter amount from Part I, line 27a	2	-690,456.
3	Other increases not included in line 2 (itemize) <u>See Statement 5</u>	3	297,777.
4	Add lines 1, 2, and 3	4	5,018,259.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,018,259.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a various Equitable Trust Company Transactions		P	Various	Various
b various Equitable Trust Company Transactions		P	Various	Various
c various Trustmark National Bank Transactions		P	Various	Various
d various Trustmark National Bank Transactions		P	Various	Various
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 125,000.		124,764.	236.
b 170,865.		244,087.	-73,222.
c 1,396,118.		1,395,818.	300.
d 500,848.		542,630.	-41,782.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			236.
b			-73,222.
c			300.
d			-41,782.
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	-114,468.
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	-114,468.

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 (column (b) divided by column (c))
2010	648,574.	6,513,515.	0.099574
2009	503,471.	6,525,668.	0.077152
2008	602,022.	7,956,189.	0.075667
2007	620,717.	9,039,761.	0.068665
2006	646,962.	8,878,645.	0.072867

2 Total of line 1, column (d)	2	0.393925
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.078785
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,493,213.
5 Multiply line 4 by line 3	5	511,568.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	990.
7 Add lines 5 and 6	7	512,558.
8 Enter qualifying distributions from Part XII, line 4	8	671,980.

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 instrs)		1	990.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	990.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	990.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	4,000.	
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	4,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,010.	
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation: \$ 0. (2) On foundation managers: \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers: \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <i>MS TN</i>		
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>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>http://www.phillipsfoundation.org</u>	13	X	
14	The books are in care of <u>Louie Buntin, Director</u> Telephone no <u>615-385-5949</u> Located at <u>P.O. Box 40788 Nashville TN</u> ZIP + 4 <u>37204-0788</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	N/A
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country				

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

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)? Organizations relying on a current notice regarding disaster assistance check here	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

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Form 990-PF (2011)

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)?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)

N/A

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

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

N/A

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
Louie P. Buntin 3303 Wimbeldon Road Nashville, TN 37215	CEO 40.00	183,299.	8,898.	0.
Trustmark National Bank P.O. Box 291 Jackson, MS 39205-0291	Trustee 0	17,567.	0.	0.
Equitable Trust Company 4400 Harding pike, Suite 310 Nashville, TN 37205	Trustee 0	2,487.	0.	0.
4 board members - pd \$500 ea	Director(s) 0	2,000.	0.	0.

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

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

	Expenses
1 N/A	
2	
3	
4	

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

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

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Form 990-PF (2011)

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	4,997,355.
b Average of monthly cash balances	1b	179,027.
c Fair market value of all other assets (see instructions)	1c	1,415,712.
d Total (add lines 1a, b, and c)	1d	6,592,094.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	6,592,094.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	98,881.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,493,213.
6 Minimum investment return. Enter 5% of line 5	6	324,661.

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	324,661.
2a Tax on investment income for 2011 from Part VI, line 5	2a	990.	
b Income tax for 2011 (This does not include the tax from Part VI.)	2b		
c Add lines 2a and 2b	2c		990.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		323,671.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		323,671.
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		323,671.

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	671,980.
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	671,980.
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	990.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	670,990.

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.

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Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				323,671.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	214,424.			
b From 2007	175,341.			
c From 2008	211,913.			
d From 2009	178,868.			
e From 2010	322,956.			
f Total of lines 3a through e	1,103,502.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 671,980.				
a Applied to 2010, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2011 distributable amount				323,671.
e Remaining amount distributed out of corpus	348,309.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,451,811.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	214,424.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,237,387.			
10 Analysis of line 9				
a Excess from 2007	175,341.			
b Excess from 2008	211,913.			
c Excess from 2009	178,868.			
d Excess from 2010	322,956.			
e Excess from 2011	348,309.			

N/A

4942(1)(5)

☐ 4942(j)(3) or

(4) Gross investment income

1 Information Regarding Foundation Managers:

None

None

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

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

See Statement 6

See Statement for Line 2a

See Statement for Line 2a

See Statement for Line 2a

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year per attached listing	unrelated	exempt	for charitable purposes in accordance with the foundation's governing instrument	470,000.
Total			3a	470,000.
b Approved for future payment				
Total			3b	

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) Exclu- sion code	(d) Amount	
1	Program service revenue.					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	53,832.	
4	Dividends and interest from securities			14	96,766.	
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				83,046.	
8	Gain or (loss) from sales of assets other than inventory			18	-114,468.	
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)				119,176.	
13	Total. Add line 12, columns (b), (d), and (e)				13	119,176.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Louie M. & Betty M. Phillips Foundation
c/o Equitable Trust Company

58-1326615

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income	\$ 83,046.	\$ 83,046.	
Total	<u>\$ 83,046.</u>	<u>\$ 83,046.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting CPA	\$ 1,150.	\$ 460.		\$ 690.
Accounting CPA - other	1,350.	540.		810.
Total	<u>\$ 2,500.</u>	<u>\$ 1,000.</u>		<u>\$ 1,500.</u>

Statement 3
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Excise taxes, net of refund	\$ 3,000.			
Foreign taxes on dividends wh	8.	\$ 8.		\$ 5.
Payroll taxes	9,731.	3,892.		5,839.
Total	<u>\$ 12,739.</u>	<u>\$ 3,900.</u>		<u>\$ 5,844.</u>

Statement 4
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Auto expense	\$ 6,300.	\$ 2,520.		\$ 3,780.
Dues	750.	300.		450.
Insurance	84,839.	33,936.		50,903.
Office expenses	401.	160.		241.
Total	<u>\$ 92,290.</u>	<u>\$ 36,916.</u>		<u>\$ 55,374.</u>

Louie M. & Betty M. Phillips Foundation
c/o Equitable Trust Company

58-1326615

Statement 5
Form 990-PF, Part III, Line 3
Other Increases

Diff in accrd inc and pass thru amounts

Total \$ 297,777.
\$ 297,777.

Statement 6
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program:

Name:

Mr. Louie P. Buntin, Chief Executive Off

Care Of:

Street Address:

3334 Powell Avenue P.O. Box 40788

City, State, Zip Code:

Nashville, TN 37204-0788

Telephone:

Form and Content:

By letter request only, specifying the applicant's
request, qualifications and qualified tax status.

Submission Deadlines:

Visit foundation's website at www.phillipsfoundation.org

Restrictions on Awards:

Restrictions, if any, are in accordance with the governing
instrument in support of this Foundation.

Estimates
Amount paid

Trustmark National Bank paid	\$ 1,000.
Total	\$ <u>1,000.</u>

Estimates
Amount paid

Equitable Trust Paid	\$ 1,000.
Total	\$ <u>1,000.</u>

Other Income Producing Activities
Interest on savings & cash investments

Interest - Trustmark National Bank	\$ 20,251.
Interest - Equitable Trust Company	175.
Other interest - pass thru	795.
Other interest - pass thru investments	211.
Other interest - pass thru investments	32,400.
Total	\$ <u>53,832.</u>

Other Income Producing Activities
Dividends/interest from securities.

Dividends - Trustmark	\$ 74,070.
Dividends - Trustmark foreign	108.
Dividends - Equitable Trust Company	21,388.
Dividends - pass thru	1,200.
Total	\$ <u>96,766.</u>

Other Income Producing Activities
Other investment income [O]

Pass thru income (loss)	\$ 98,084.
Pass thru inc fr various investments	-15,038.
Total	\$ <u>83,046.</u>

Net Investment Income / Adj. Net Income
Interest on savings & cash investments (see Screen 18) [O]

Interest - pass thru income	\$ 795.
Equitable Trust Company	175.
Trustmark National Bank	53.
Trustmark National Bank GNMA	980.
Trustmark National Bank U.S. Gov't	19,218.
Other interest - pass thru investments	32,611.
Total	\$ <u>53,832.</u>

Net Investment Income / Adj. Net Income
Dividends & interest from securities (see Screen 18) [O]

Trustmark securities	\$	74,070.
Trustmark securities - foreign		108.
Dividends - pass thru		1,200.
Equitable Trust Company		21,388.
Total	\$	<u>96,766.</u>

Net Investment Income / Adj. Net Income
Other investment income

Pass thru inc fr various investments	\$	-261.
Pass thru inc fr various investments		12,895.
Pass thru inc fr various investments		55,805.
Pass thru inc fr various investments		-984.
Pass thru inc fr various investments		30,601.
Pass thru inc fr various investments		7,518.
Pass thru inc fr various investments		-7,490.
Pass thru inc fr various investments		6,122.
Pass thru inc fr various investments		-3,221.
Pass thru inc fr various investments		-333.
Pass thru inc fr various investments		3,047.
Pass thru inc fr various investments		-20,653.
Total	\$	<u>83,046.</u>

Operating & Administrative Exp. (990-PF)
Compensation of officers, etc. (see Screen 36.1)[O]

Louie P. Buntin - Form W-2	\$	183,299.
Trustmark Bank		17,567.
Equitable Trust Company		2,487.
Trustee fees Board Members		2,000.
Total	\$	<u>205,353.</u>

Operating & Administrative Exp. (990-PF)
Pension plan contributions

Pension plan	\$	8,898.
Total	\$	<u>8,898.</u>

Operating & Administrative Exp. (990-PF)
Occupancy

Occupancy - rent of office	\$	9,043.
Total	\$	<u>9,043.</u>

Operating & Administrative Exp. (990-PF)
Travel, conferences, etc.

Meetings expenses, net of exp refunds

Total \$ 8,809.
\$ 8,809.**Balance Sheet**
Savings and temporary cash investments

Cash and cash equivalents

\$ 123,875.

Cash checking foundation office

2,612.

Total \$ 126,487.

Balance Sheet
Other (Form 990-PF)[O]

Real estate and other investments

Total \$ 1,045,121.
\$ 1,045,121.**Balance Sheet**
Capital stock, trust principal, or current funds

Cost of portfolio Trustmark

\$ 5,015,647.

Cash checking foundation office

2,612.

Total \$ 5,018,259.

FMV of Assets (990-PF)
Savings and temporary cash investments

Cash and cash equivalents

\$ 123,875.

Cash checking foundation office

2,612.

Total \$ 126,487.

FMV of Assets (990-PF)
Other [O]

Real estate and other investments

Total \$ 1,431,880.
\$ 1,431,880.

Betty M. & Louie M. Phillips Foundation
58-1326615 Grants Made During 2011

ORGANIZATION	AMOUNT
Adventure Science Center	\$5,000
AGAPE	\$3,000
Alive Hospice	\$5,000
American Cancer Society- Hope Lodge	\$5,000
American Red Cross	\$1,000
Antique and Garden Show	\$2,500
Auburn University	\$30,000
Belle Meade United Methodist Church	\$5,000
Belmont University	\$12,500
BrightStone	\$2,500
Center for Nonprofit Management	\$5,000
Charis Ministries	\$5,000
Cheekwood Botanical Gardens and Museum of Art	\$15,000
Children's Miracle Network	\$1,000
Community Foundation of Middle Tennessee	\$5,000
Cumberland Heights	\$1,500
Cumberland Heights	\$26,500
Eckerd College	\$31,000
Eve of Janus Benefit	\$5,000
Family and Children's Service	\$5,000
Fifty Forward	\$10,000
First Baptist Church	\$5,000
Friends of Radnor Lake	\$6,000
Friends of Warner Park	\$2,500
Frist Center form Visual Arts	\$5,000
Gilda's Club Nashville	\$2,500
Girl Scouts of Middle Tennessee	\$5,000
Harpeth Hall	\$10,000
Harvest Hands Community Development Corporation	\$5,000
Hearing Bridges	\$5,000
High Hopes	\$5,000
Hope Clinic for Women	\$5,000
Interfaith Dental Clinic	\$10,500
Iroquois Steeplechase	\$2,500
Ladies Hermitage Association	\$10,000
Memphis College Prep Charter School	\$1,000
Men of Valor	\$30,000
Minnie Pearl Cancer Foundation	\$5,000

Nashville Humane Association	\$1,000
Oasis Center	\$13,500
Our Kids	\$5,000
Park Center	\$5,000
Pastoral Counseling Center	\$5,000
Progress	\$2,500
Rocketown	\$40,000
Saint Andrew's Sewanee School	\$30,000
Saint Thomas Foundation	\$500
Salama	\$2,500
Samford University	\$2,500
Sheperd Center Foundation	\$5,000
Siloam Family Health Center	\$3,000
South Eastern Council of Foundations	\$6,000
Swan Ball	\$2,500
Teach For America	\$10,000
Tennessee Poison Center	\$1,000
The Next Door	\$12,500
The Sponsors	\$1,000
Time to Rise	\$1,000
Walden's Puddle Wildlife Rehabilitation Center	\$17,500
Watkins Institute of Art and Design	\$2,500
YWCA Domestic Violence Center	\$5,000
TOTAL	\$470,000

LOUIE M. & BETTY M. PHILLIPS FOUNDATION TIN 58-1326615
FORM 990-PF RETURN OF PRIVATE FOUNDATION
YEAR ENDED DECEMBER 31, 2011

Part X Lines 1a,1b,and 1c
MINIMUM INVESTMENT RETURN
AVERAGE PORTFOLIO BALANCE

CASH BALANCES					
	SECURITIES	BEGINNING	ENDING	AVG CASH	OTHER ASSETS
Jan-11	5,296,184	87,226	19,609	53,418	1,403,880
Feb-11	5,302,111	19,609	96,577	58,093	1,403,880
Mar-11	5,274,518	96,577	123,662	110,120	1,403,880
Apr-11	5,422,283	123,662	120,994	122,328	1,403,880
May-11	5,401,202	120,994	78,544	99,769	1,403,880
Jun-11	5,216,194	78,544	173,335	125,940	1,403,880
Jul-11	4,997,010	173,335	258,293	215,814	1,403,880
Aug-11	4,405,016	258,293	449,780	354,037	1,489,861
Sep-11	3,990,941	449,780	474,224	462,002	1,403,880
Oct-11	5,022,390	474,224	123,875	299,050	1,403,880
Nov-11	4,994,390	123,875	123,875	123,875	1,431,880
Dec-11	4,646,017	123,875	123,875	123,875	1,431,880
Average amounts	\$ 4,997,355		\$ 179,027		1,415,712
				\$ 6,201,772	