



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation SALLIE B PHILLIPS FOUNDATION		A Employer identification number 26-2208894	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 390		B Telephone number (see instructions) (336) 885-5100	
City or town, state, and ZIP code HIGH POINT, NC 27261		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 1,915,370		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <input type="checkbox"/> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6	6		
	4 Dividends and interest from securities.	72,233	72,233		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	16,221			
	b Gross sales price for all assets on line 6a <u>743,632</u>				
	7 Capital gain net income (from Part IV , line 2)		16,221		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	88,460	88,460		
	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 schedule)	1,850	1,850		
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	1,433	1,433		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,756	13,756		
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	17,039	17,039		0
	25 Contributions, gifts, grants paid	90,350			90,350
	26 Total expenses and disbursements. Add lines 24 and 25	107,389	17,039		90,350
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-18,929			
	b Net investment income (if negative, enter -0-)		71,421		
	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	300,180	53,228	53,228
	2	Savings and temporary cash investments			
	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)			
	b	Investments—corporate stock (attach schedule)	1,414,878	1,642,901	1,862,142
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,715,058	1,696,129	1,915,370

Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	

Net Assets or Fund Balances		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 checked="" 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	1,715,058	1,696,129	
	30	Total net assets or fund balances (see page 17 of the instructions)	1,715,058	1,696,129	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,715,058	1,696,129	

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	1,715,058
2	Enter amount from Part I, line 27a	2	-18,929
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	1,696,129
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	1,696,129

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)
1 a	SEE PDF ATTACHED	P		
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 731,905		727,411	4,494
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			4,494
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	16,221
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	4,494

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))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d).	2	
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	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	
5 Multiply line 4 by line 3.	5	
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	
7 Add lines 5 and 6.	7	
8 Enter qualifying distributions from Part XII, line 4.	8	

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

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1			
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	1,428
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	1,428
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	1,428
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	32
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	1,460
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	Refunded	11	

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
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)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ _____ (2) On foundation managers \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either <ul style="list-style-type: none">By language in the governing instrument, orBy state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶DAVID TOLBERT CPA Telephone no ▶(336) 885-5100 Located at ▶211 W LEXINGTON AVE SUITE 106 HIGH POINT NC ZIP +4 ▶27262			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country ▶				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		No

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))?	<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 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	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARAH B PHILLIPS	DIR/PRES/TRE	0	0	0
PO BOX 390	0 10			
PO BOX 390				
HIGH POINT,NC 27261				
FLOYD T CRAVEN	SEC/DIRECTOR	0	0	0
509 W PARKWAY DR	0 10			
509 W PARKWAY				
HIGH POINT,NC 27262				
NEAL TACKABERY	DIRECTOR	0	0	0
110 SOUTH STRATFORD RD	0 10			
110 SOUTH STRATFORD RD				
WINSTONSALEM,NC 27104				
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.				

Part VIII

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

Part IX-A

Expenses

1	
2	
3	
4	

Part IX-B

Amount

1	N/A
2	
	All other program-related investments See page 24 of the instructions
3	

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	1,500,000
b	Average of monthly cash balances.	1b	300,000
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	1,800,000
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	1,800,000
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	27,000
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,773,000
6	Minimum investment return. Enter 5% of line 5.	6	88,650

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	88,650
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	1,428
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	1,428
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	87,222
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	87,222
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	87,222

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	90,350
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	90,350
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	90,350
Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years			

Part XIII

Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				87,222
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010. 2,219				
e From 2011.				
f Total of lines 3a through e.	2,219			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 90,350				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				87,222
e Remaining amount distributed out of corpus	3,128			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	5,347			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	5,347			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . . 2,219				
d Excess from 2011. . . .				
e Excess from 2012. . . . 3,128				

Part XIV

Private Operating Foundations (see 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 2012, enter the date of the ruling.

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

Part XV

Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

SARAH B PHILLIPS

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

2

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

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

a

The name, address, and telephone number 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	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	90,350
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments					6
4	Dividends and interest from securities.					72,233
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.					
8	Gain or (loss) from sales of assets other than inventory					16,221
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). . .					88,460
13	Total. Add line 12, columns (b), (d), and (e).					88,460

(See worksheet in line 13 instructions to verify calculations)

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.		
	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Signature of officer or trustee	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Date	<div style="border-bottom: 1px solid black; height: 1.2em; margin-bottom: 5px;"></div> Title

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="" type="checkbox"/>	PTIN
	DAVID TOLBERT	DAVID TOLBERT	2013-05-08		
	Firm's name <input type="checkbox"/>	TOLBERT CRAVEN & BLUE CPA'S PC		Firm's EIN <input type="checkbox"/>	
		211 W LEXINGTON AVE STE 106			
	Firm's address <input type="checkbox"/>	HIGH POINT, NC 272622570		Phone no (336) 885-5100	

TY 2012 Accounting Fees Schedule

Name: SALLIE B PHILLIPS FOUNDATION

EIN: 26-2208894

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE	1,850	1,850		

TY 2012 Compensation Explanation

Name: SALLIE B PHILLIPS FOUNDATION

EIN: 26-2208894

Person Name	Explanation
SARAH B PHILLIPS	
FLOYD T CRAVEN	
NEAL TACKABERY	

**TY 2012 Investments Corporate
Stock Schedule****Name:** SALLIE B PHILLIPS FOUNDATION**EIN:** 26-2208894

Name of Stock	End of Year Book Value	End of Year Fair Market Value
FIXED INCOME	671,954	675,184
EQUITIES	827,098	1,033,374
MUTUAL FUNDS		
REAL ESTATE	100,000	106,800
COMMODITIES	43,849	46,784

TY 2012 Other Expenses Schedule**Name:** SALLIE B PHILLIPS FOUNDATION**EIN:** 26-2208894

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
FEES PAID TO INVESTMENT ADVIS	13,756	13,756		

TY 2012 Taxes Schedule

Name: SALLIE B PHILLIPS FOUNDATION

EIN: 26-2208894

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
2011 TAX DUE ON FORM 990-PF	1,433	1,433		

TY 2012 IRS Payment**Name:** SALLIE B PHILLIPS FOUNDATION**EIN:** 26-2208894**Routing Transit Number:** 066009650**Bank Account Number:** 2840814625**Type of Account:** Checking**Payment Amount in Dollars and** 1,460**Cents:****Requested Payment Date:** 2013-05-14**Taxpayer's Daytime Phone** (336) 885-5100**Number:**

2012 Tax Information Statement

Account Number: 23-63942
 Recipient's Tax ID Number: XX-XXX8894
 Recipient's Name and Address:
 SALLIE B. PHILLIPS FOUNDATION
 C/O SARAH B. PHILLIPS, DIRECTOR
 903 ROCKFORD RD.
 HIGH POINT, NC 27262-4654

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
00206R102	AT&T INC	03/19/2012	02/17/2012	T	2,109.79	0.00	100.95	0.00	0.00
70.0000									
913017109	UNITED TECHNOLOGIES CORP	03/19/2012	02/17/2012	UTX	839.65	0.00	10.90	0.00	0.00
10.0000									
718546104	PHILLIPS 66 COM	05/01/2012	03/28/2012	PSX	18.16	0.00	-2.18	0.00	0.00
5000									
20825C104	CONOCOPHILLIPS	05/09/2012	Various	COP	4,818.54	0.00	-315.10	0.00	0.00
85.0000									
421906108	HEALTHCARE SVCS GROUP INC	05/09/2012	03/28/2012	HCSG	86.98	0.00	-5.94	0.00	0.00
4.0000									
458140100	INTEL CORP	05/09/2012	03/28/2012	INTC	2,994.44	0.00	-97.56	0.00	0.00
111.0000									
718546104	PHILLIPS 66 COM	05/09/2012	Various	PSX	1,501.21	0.00	-238.98	0.00	0.00
42.0000									
421906108	HEALTHCARE SVCS GROUP INC	05/10/2012	03/28/2012	HCSG	243.16	0.00	-17.79	0.00	0.00
12.0000									
421906108	HEALTHCARE SVCS GROUP INC	05/11/2012	03/28/2012	HCSG	122.70	0.00	-7.77	0.00	0.00
6.0000									

This is important tax information and is being furnished to you.



2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-63942
Recipient's Tax ID Number: XX-XXX8894

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SALLIE B. PHILLIPS FOUNDATION
C/O SARAH B. PHILLIPS, DIRECTOR
903 ROCKFORD RD.
HIGH POINT, NC 27262-4654

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.					
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
10.0000	05/11/2012	03/28/2012	203.71	217.46	0.00	-13.75	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
5.0000	05/14/2012	03/28/2012	101.07	108.73	0.00	-7.66	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
10.0000	05/15/2012	03/28/2012	203.07	217.45	0.00	-14.38	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
14.0000	05/16/2012	03/28/2012	283.86	304.44	0.00	-20.58	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
4.0000	05/17/2012	03/28/2012	79.37	86.98	0.00	-7.61	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
4.0000	05/18/2012	03/28/2012	78.54	86.98	0.00	-8.44	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
8.0000	05/21/2012	03/28/2012	155.98	173.96	0.00	-17.98	0.00	0.00
665162533	MFB NORTHERN FUNDS BD INDEX FD		NOBOX					
6824.3900	05/21/2012	02/16/2012	75,000.00	74,522.34	0.00	477.66	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC		HCSG					
4.0000	05/22/2012	03/28/2012	77.39	86.98	0.00	-9.59	0.00	0.00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-63942
Recipient's Tax ID Number: XX-XXX8894

Recipient's Name and Address:
SALLIE B. PHILLIPS FOUNDATION
C/O SARAH B. PHILLIPS, DIRECTOR
903 ROCKFORD RD.
HIGH POINT, NC 27262-4654

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
22576C101	CRESCENT POINT ENERGY CORP COM	06/25/2012	02/17/2012	CSCTF	686.70	0.00	-159.40	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC	06/25/2012	Various	HCSG	1,918.91	0.00	-281.13	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL	06/25/2012	03/28/2012	PM	3,127.13	0.00	-95.81	0.00	0.00
923725105	VERMILION ENERGY INC COM	06/25/2012	02/17/2012	VEMTF	1,218.80	0.00	-192.18	0.00	0.00
22576C101	CRESCENT POINT ENERGY CORP COM	06/26/2012	02/17/2012	CSCTF	274.68	0.00	-62.37	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC	06/26/2012	02/17/2012	HCSG	2,466.15	0.00	-296.38	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL	06/26/2012	03/28/2012	PM	955.51	0.00	-29.97	0.00	0.00
923725105	VERMILION ENERGY INC COM	06/26/2012	02/17/2012	VEMTF	536.27	0.00	-76.75	0.00	0.00
421906108	HEALTHCARE SVCS GROUP INC	06/27/2012	02/17/2012	HCSG	326.10	0.00	-30.38	0.00	0.00

This is important tax information and is being furnished to you.



2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-63942
Recipient's Tax ID Number: XX-XXX8894
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SALLIE B. PHILLIPS FOUNDATION
C/O SARAH B. PHILLIPS, DIRECTOR
903 ROCKFORD RD.
HIGH POINT, NC 27262-4654

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip		Description	Stock or Other Symbol		Date of Sale or Exchange		Date of Acquisition	Quantity Sold	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
65339F101		NEXTERA ENERGY INC COM			07/09/2012	03/28/2012		59.0000	4,002.01	3,561.26	0.00	440.75	0.00	0.00
756109104		RLTY INC CORP COM			07/09/2012	03/28/2012		53.0000	2,202.64	2,040.82	0.00	161.82	0.00	0.00
756109104		RLTY INC CORP COM			07/10/2012	03/28/2012		23.0000	957.04	885.64	0.00	71.40	0.00	0.00
002824100		ABBOTT LABORATORIES			07/26/2012	03/28/2012		76.0000	4,915.71	4,632.54	0.00	283.17	0.00	0.00
136069101		CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM			07/26/2012	02/17/2012		40.0000	2,846.90	3,082.80	0.00	-235.90	0.00	0.00
253868103		DIGITAL RLTY TR INC COM			07/26/2012	03/28/2012		8.0000	608.11	582.05	0.00	26.06	0.00	0.00
749685103		RPM INC OHIO			07/26/2012	03/28/2012		35.0000	923.91	912.66	0.00	11.25	0.00	0.00
749685103		RPM INC OHIO			07/27/2012	03/28/2012		71.0000	1,880.26	1,851.40	0.00	28.86	0.00	0.00
749685103		RPM INC OHIO			07/30/2012	03/28/2012		54.0000	1,428.14	1,408.10	0.00	20.04	0.00	0.00

2012 Tax Information Statement

Account Number: 23-63942
 Recipient's Tax ID Number: XX-XXX8894
 Recipient's Name and Address:
 SALLIE B. PHILLIPS FOUNDATION
 C/O SARAH B. PHILLIPS, DIRECTOR
 903 ROCKFORD RD.
 HIGH POINT, NC 27262-4654

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
					Bonds, etc.	RPM				Tax	Withheld	
749685103		RPM INC OHIO										
32.0000		07/31/2012	03/28/2012		846.24		834.43	0.00	11.81	0.00	0.00	0.00
064149107		BANK N S HALIFAX COM STK										
143.0000		08/15/2012	Various		7,507.02		8,102.55	0.00	-595.53	0.00	0.00	0.00
29250N105		ENBRIDGE INC COM										
85.0000		08/15/2012	03/28/2012		3,386.57		3,295.34	0.00	91.23	0.00	0.00	0.00
665162533		MFB NORTHERN FUNDS BD INDEX FD										
34439.6500		08/15/2012	Various		379,524.90		376,086.42	0.00	3,438.48	0.00	0.00	0.00
29250N105		ENBRIDGE INC COM										
51.0000		08/16/2012	Various		2,029.17		1,943.28	0.00	85.89	0.00	0.00	0.00
29250N105		ENBRIDGE INC COM										
44.0000		08/17/2012	02/17/2012		1,750.97		1,667.56	0.00	83.41	0.00	0.00	0.00
29250N105		ENBRIDGE INC COM										
27.0000		08/20/2012	02/17/2012		1,073.34		1,023.27	0.00	50.07	0.00	0.00	0.00
722005667		PIMCO COMMODITY REALRETURN STRATEGY FUND										
5113.1400		09/05/2012	Various		35,843.10		35,000.00	0.00	843.10	0.00	0.00	0.00
05534B760		BCE INC COM NEW										
92.0000		10/02/2012	02/17/2012		4,051.01		3,669.08	0.00	381.93	0.00	0.00	0.00

This is important tax information and is being furnished to you.



2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-63942
Recipient's Tax ID Number: XX-XXX8894

Recipient's Name and Address:
SALLIE B. PHILLIPS FOUNDATION
C/O SARAH B. PHILLIPS, DIRECTOR
903 ROCKFORD RD.
HIGH POINT, NC 27262-4654

☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
749685103	RPM INC OHIO	RPM	1,695.38	1,642.79	0.00	52.59	0.00	0.00
63.0000	10/02/2012 03/28/2012							
749685103	RPM INC OHIO	RPM	894.02	842.32	0.00	51.70	0.00	0.00
33.0000	10/03/2012 Various							
464285105	MFC ISHARES GOLD TRUST	IAU	69,111.54	69,467.58	0.00	-356.04	0.00	0.00
4200.0000	11/02/2012 03/27/2012							
693390841	PIMCO FDS HIGH YIELD FD	PHIYX	79,000.00	76,487.25	0.00	2,512.75	0.00	0.00
8254.9600	11/02/2012 Various							
00206R102	AT&T INC	T	206.88	187.72	0.00	19.16	0.00	0.00
6.0000	12/12/2012 03/28/2012							
02209S103	ALTRIA GROUP INC	MO	198.90	182.72	0.00	16.18	0.00	0.00
6.0000	12/12/2012 03/28/2012							
032654105	ANALOG DEVICES INC	ADI	209.74	199.94	0.00	9.80	0.00	0.00
5.0000	12/12/2012 03/19/2012							
053015103	AUTOMATIC DATA PROCESSING INC	ADP	171.99	166.02	0.00	5.97	0.00	0.00
3.0000	12/12/2012 03/28/2012							
110122108	BRISTOL MYERS SQUIBB CO	BMJ	198.96	201.33	0.00	-2.37	0.00	0.00
6.0000	12/12/2012 03/28/2012							

This is important tax information and is being furnished to you.

2012 Tax Information Statement

Account Number: 23-63942
 Recipient's Tax ID Number: XX-XXX8894
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
 SALLIE B. PHILLIPS FOUNDATION
 C/O SARAH B. PHILLIPS, DIRECTOR
 903 ROCKFORD RD.
 HIGH POINT, NC 27262-4654

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol		Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
		Quantity Sold	Date of Sale or Exchange	Date of Acquisition					
237194105	DARDEN RESTAURANTS INC								
95.0000	12/12/2012	Various			4,363.29	0.00	-504.22	0.00	0.00
291011104	EMERSON ELECTRIC CO								
4.0000	12/12/2012	02/17/2012			206.81	0.00	0.55	0.00	0.00
372460105	GENUINE PARTS CO								
3.0000	12/12/2012	02/17/2012			189.57	0.00	-9.33	0.00	0.00
40414L109	HCP, INC								
4.0000	12/12/2012	02/17/2012			180.43	0.00	20.03	0.00	0.00
42217K106	HEALTH CARE REIT INC COM								
3.0000	12/12/2012	02/17/2012			178.31	0.00	14.56	0.00	0.00
494368103	KIMBERLY CLARK CORP								
2.0000	12/12/2012	03/28/2012			171.08	0.00	23.62	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM								
6.0000	12/12/2012	03/28/2012			201.42	0.00	-28.90	0.00	0.00
577081102	MATTEL INC								
5.0000	12/12/2012	03/28/2012			185.62	0.00	15.91	0.00	0.00
580135101	MCDONALDS CORP								
3.0000	12/12/2012	02/17/2012			267.55	0.00	-33.03	0.00	0.00

This is important tax information and is being furnished to you.



2012 Tax Information Statement

Account Number: 23-63942
Recipient's Tax ID Number: XX-XXX8894
Recipient's Name and Address:
 SALLIE B. PHILLIPS FOUNDATION
 C/O SARAH B. PHILLIPS, DIRECTOR
 903 ROCKFORD RD.
 HIGH POINT, NC 27262-4654

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098	NVS	3.0000	12/12/2012	02/17/2012	189.82	169.77	0.00	20.05	0.00	0.00
682680103	ONEOK INC NEW	OKE	4.0000	12/12/2012	02/17/2012	174.12	164.46	0.00	9.66	0.00	0.00
74005P104	PRAXAIR INC	PX	2.0000	12/12/2012	03/28/2012	212.99	226.75	0.00	-13.76	0.00	0.00
742718109	PROCTER & GAMBLE CO	PG	3.0000	12/12/2012	03/28/2012	212.19	201.16	0.00	11.03	0.00	0.00
842587107	SOUTHERN CO	SO	5.0000	12/12/2012	03/28/2012	216.70	222.89	0.00	-6.19	0.00	0.00
94106L109	WASTE MGMT INC DEL	WM	184.0000	12/12/2012	Various	6,189.66	6,431.53	0.00	-241.87	0.00	0.00
237194105	DARDEN RESTAURANTS INC	DRI	98.0000	12/13/2012	Various	4,481.76	4,954.40	0.00	-472.64	0.00	0.00
94106L109	WASTE MGMT INC DEL	WM	125.0000	12/13/2012	02/17/2012	4,203.25	4,330.61	0.00	-127.36	0.00	0.00
237194105	DARDEN RESTAURANTS INC	DRI	61.0000	12/14/2012	03/28/2012	2,822.48	3,060.62	0.00	-238.14	0.00	0.00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-63942
Recipient's Tax ID Number: XX-XXX8894

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
SALLIE B. PHILLIPS FOUNDATION
C/O SARAH B. PHILLIPS, DIRECTOR
903 ROCKFORD RD.
HIGH POINT, NC 27262-4654

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	Cost or Other Basis				
94106L109	WASTE MGMT INC DEL			WM					
31.0000	12/14/2012	02/17/2012		1,040.68	1,073.99	0.00	-33.31	0.00	0.00
Total Short Term Sales				731,905.33	727,411.26	0.00	4,494.07	0.00	0.00


This is important tax information and is being furnished to you.



Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
UNIVERSITY OF NC N/A N/A N/A CHAPEL HILL,NC 27599	N/A	CHARITY	ANNUAL FUND	2,500
PRESERVATION FOUNDATION N/A OF PALM BEACH FL N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	10,500
HIGH POINT COMMUNITY N/A FOUNDATION N/A HIGH POINT,NC 27262	N/A	CHARITY	PUBLICLY-SUPPORTED COMMUNITY FUND	21,000
NC MUSEUM OF HISTORY ASSN N/A N/A N/A RALEIGH,NC 27611	N/A	CHARITY	ANNUAL FUND	3,400
HIGH POINT REGIONAL N/A HOSPITAL FOUNDATION N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	1,000
NIDO QUBEIN ASSOC N/A SCHOLARSHIP FUND N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	1,000
UNC LAW FOUNDATION N/A N/A N/A CHAPEL HILL,NC 27599	N/A	CHARITY	ANNUAL FUND	2,000
THE EPISCOPAL CHURCH OF N/A BETHESDA BY THE SEA N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	1,000
NATIONAL SOCIETY OF THE N/A COLONIAL DAMES OF AMERICA N/A WASHINGTON,DC 20007	N/A	CHARITY	ANNUAL FUND	250
HIGH POINT UNIVERSITY N/A N/A N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	2,500
HOSPICE OF THE PIEDMONT N/A N/A N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	10,000
LINVILLE FOUNDATION N/A N/A N/A LINVILLE,NC 28646	N/A	CHARITY	SCHOLARSHIP FUND	250
CAROLINAS HEALTHCARE FOUNDATION N/A N/A N/A CHARLOTTE,NC 28232	N/A	CHARITY	ANNUAL FUND	30,000
FLAGLER MUSEUM N/A N/A N/A PALM BEACH,FL 33480	N/A	CHARITY	ANNUAL FUND	1,000
WESLEY MEMORIAL UMC N/A N/A N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
OPEN DOOR MINISTRIES OF HIGH POINT N/A N/A N/A HIGH POINT,NC 27261	N/A	CHARITY	ANNUAL FUND	500
REYNOLDA HOUSE MUSEUM N/A N/A N/A WINSTONSALEM,NC 27109	N/A	CHARITY	ANNUAL FUND	1,000
VICTORY JUNCTION GANG N/A N/A N/A RANDLEMAN,NC 27317	N/A	CHARITY	ANNUAL FUND	200
NORTON MUSEUM OF ART N/A N/A N/A WEST PALM BEACH,FL 33401	N/A	CHARITY	ANNUAL FUND	250
FAMILY SERVICE N/A N/A N/A HIGH POINT,NC 27262	N/A	CHARITY	ANNUAL FUND	1,000
Total  3a				90,350