

## 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



## Department of the Treasury

## Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation undation may be able to use a copy of this return to eatisfy state reporting re

		dar year 2012 or tax year beginning MAY	7 1. 2012	, and ending	APR 30, 201	Open to public Inspection
		foundation	. 1, 2012	, and ending	A Employer identificati	
IVAI	ne oi	Touridation ,			A Employer Identificati	on number
Ð	T. 73.4	CK & PHILLIPS FOUNDATION	ON, INC.		57-092865	.7
		nd street (or P O box number if mail is not delivered to stree	<del></del>	Room/su		
		EAST MAIN STREET	. 222, 333,		864-582-8	564
		own, state, and ZIP code			C If exemption application i	
		RTANBURG, SC 29302			o if exemption application i	s pending, check here
		all that apply: Initial return	Initial return of a fo	rmer public charity	D 1. Foreign organization	one check here
u	MICON	Final return	Amended return	inition public charity	D 1. 1 ordigit organizatio	ons, encor nere
		Address change	Name change		2. Foreign organizations check here and attach	meeting the 85% test,
Н (	heck	type of organization: X Section 501(c)(3) e				,
<u> </u>	_	ction 4947(a)(1) nonexempt charitable trust	Other taxable private founda	ation	E If private foundation s under section 507(b)	
l Fá			ting method: Cash	X Accrual		
		·   —	Other (specify)		F If the foundation is in under section 507(b)	
	\$	2,466,460. (Part I, cold	umn (d) must be on cash t	basis)	_	(1)(D), GNOOK NOIG
Pa	irt l		(a) Revenue and	(b) Net investment	t (c) Adjusted net	(d) Disbursements
		(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	expenses per books	income	income	for charitable purposes (cash basis only)
	1	Contributions, gifts, grants, etc., received	1,836.		N/A	
	2	Check X If the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	50,668.	50,66	8.	STATEMENT 1
	5a	Gross rents				
	Ь	Net rental income or (loss)				
•	6a	Net gain or (loss) from sale of assets not on line 10	-2,633.			
ž	b	Gross sales price for all assets on line 6a 235,613.	_			
Revenue	7	Capital gain net income (from Part IV, line 2)			0.	
Œ	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	C	Gross profit or (loss)				
	11	Other income	-2,684.		0.	STATEMENT 2
SCANNE	12	Total. Add lines 1 through 11	47,187.	50,66		
<b>≥</b>	13	Compensation of officers, directors, trustees, etc	0.		0.	0.
吴	14	Other employee salaries and wages				
m "	15	Pension plans, employee benefits				
	16a	Legal fees	0.500	1 0=		4 2 2 2
JS GE Expenses	.  b	Accounting fees STMT 3	2,500.	1,25	00.	1,250.
		Other profession ariges EIVESTMT 4	18,827.	18,82		0.
<b>O</b> §	17		44.		4.	0.
0 9 2013 6 0 Operating and Administrative	18	Taxes STMIN 5 Depre to a factor of the facto	1,120.	13	36.	0.
<b>£107</b>	19	Depreciation and depletion 2013				
びり	20	Occupandy <u>č</u>				
Þ	21	Travel, conferences and neetings				
ā	22	Other expenses				
ţį	24	Total operating and administrative				
era	24	expenses. Add lines 13 through 23	22,491.	20,25	:7	1 250
Ö	25	Contributions, gifts, grants paid	108,130.	20,23	· · •	1,250. 108,130.
		Total expenses and disbursements.	100,100.	_		100,130.
	[20	Add lines 24 and 25	130,621.	20,25	37 J	109,380.
	27	Subtract line 26 from line 12:	150,021.	20,23	. •	100,000
		Excess of revenue over expenses and disbursements	-83,434.			
	1	Net investment income (if negative, enter -0-)	00/404.	30,41	1.	
	1	Adjusted net income (if negative, enter -0-)		20,41	N/A	
2235	01 5-12	LHA For Paperwork Reduction Act Notice, see	e instructions.			Form <b>990-PF</b> (2012)

1

For	m 99	0-PF (2012) BLACK & PHILLIPS FOUNDAT	1.45	•	0928657 Page 2		
P	art	Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of	f year (c) Fair Market Value		
			(a) Book Value	(b) Book Value			
	1	Cash - non-interest-bearing		12,185.	12,185.		
	l	Savings and temporary cash investments					
	3	Accounts receivable					
		Less: allowance for doubtful accounts		<del>  </del>			
	4	Pledges receivable ►  Less; allowance for doubtful accounts ►					
	_	Grants receivable			<del></del>		
	۱ <u>-</u>				<u></u>		
	6	Receivables due from officers, directors, trustees, and other					
	,	disqualified persons  Other notes and loans receivable					
	′	Less; allowance for doubtful accounts					
"		Inventories for sale or use					
Assets	1 -	Prepaid expenses and deferred charges					
Ass		Investments - U.S. and state government obligations		· ·			
	1	Investments - corporate stock STMT 6	1,566,489.	1,494,673.	2,448,491.		
		Investments - corporate stock	27,135.	1,474,073.	2,440,4010		
		Investments - land, buildings, and equipment basis	27,133.				
	''	Less accumulated depreciation					
	12	Investments - mortgage loans			<del></del>		
	13	Investments - other					
		Land, buildings, and equipment: basis			<del>.</del>		
	''	Less accumulated depreciation					
	15	Other assets (describe STATEMENT 7)	3,706.	5,784.	5,784.		
		,,		- 1			
	16	Total assets (to be completed by all filers)	1,597,330.	1,512,642.	2,466,460.		
		Accounts payable and accrued expenses	847.				
	18	Grants payable					
တ္	19	Deferred revenue					
Liabilities	1	Loans from officers, directors, trustees, and other disqualified persons					
api	1	Mortgages and other notes payable					
Ξ		Other liabilities (describe STATEMENT 8)	4,044.	3,637.			
	23	Total liabilities (add lines 17 through 22)	4,891.	3,637.			
		Foundations that follow SFAS 117, check here					
		and complete lines 24 through 26 and lines 30 and 31.					
ĕ	24	Unrestricted	1,592,439.	1,509,005.			
or Fund Balances	25	Temporarily restricted					
8	26	Permanently restricted					
S		Foundations that do not follow SFAS 117, check here					
ř		and complete lines 27 through 31.					
ts	27	Capital stock, trust principal, or current funds					
Net Assets	28	Paid-in or capital surplus, or land, bldg., and equipment fund					
ΪÀ	29	Retained earnings, accumulated income, endowment, or other funds	4 500 400	4 500 005			
ž	30	Total net assets or fund balances	1,592,439.	1,509,005.			
	0.4	Total link illahan and nat accepta found had a see	1,597,330.	1,512,642.			
Ξ		Total liabilities and net assets/fund balances		1,512,642.			
L	art	Analysis of Changes in Net Assets or Fund Ba	alances 				
1		I net assets or fund balances at beginning of year - Part II, column (a), line	30		4		
	•	st agree with end-of-year figure reported on prior year's return)		1	1,592,439.		
		r amount from Part I, line 27a		2	-83,434.		
		er increases not included in line 2 (itemize)		3	1 500 005		
		lines 1, 2, and 3		4	1,509,005.		
-		eases not included in line 2 (itemize)  I net assets or fund balances at end of year (line 4 minus line 5) - Part II, co	lumn (h) line 30	5 6	0. 1,509,005.		
<u>6</u>	i uta	The assets of fund balances at one of year time 4 minus inte of 11 art in, ou	ium (b), mio ob		Form <b>990-PF</b> (2012)		

	CK & PHILLIPS FO					5	<u>7-0928</u>	3657	Page 3
	and Losses for Tax on II ube the kind(s) of property sold (e.ç		tincome	(b) H	low acquired - Purchase	(c) Date	acquired	(d) Dat	me sold
2-story brick wa	rehouse; or common stock, 200 sh			D	- Purchase - Donation	(mo., d		(mo., da	
1a PUBLICLY TRADE	··					_			<del></del>
b CAPITAL GAINS	DIVIDENDS				<del></del>				
<u>c                                    </u>	<del>-</del> .			╁	<del></del>	<del> </del>	+	<del></del>	
e				<del>                                     </del>		_			
(e) Gross sales price	(f) Depreciation allowed (or allowable)		st or other basis expense of sale				aın or (loss) s (f) mınus (ç	 j)	
a 234,983.	· · · · · · · · · · · · · · · · · · ·		238,24	16.	-			-3	,263.
ь 630.			•						630.
C			·						
_d									
Complete and of the constant o	a see a selumn (b) and sumed by	the femaleties	10/01/00						
(i) F.M.V. as of 12/31/69	g gain in column (h) and owned by (j) Adjusted basis	(k) E	xcess of col. (ı)			cóľ. (k), buť i	ol. (h) gain r not less than (from col. (h	-0-) or	
	as of 12/31/69	Ovei	r col. (j), if any				· ·		262
<u>a</u>		<del> </del>	_					-3	<u>,263.</u> 630.
b c			· · · · · · · · · · · · · · · · · · ·						030.
_d									
e									
2 Capital gain net income or (net ca	If gain, also ente	er in Part I, line D- in Part I. line	7 e 7	}	2			-2	,633.
3 Net short-term capital gain or (los									
If gain, also enter in Part I, line 8,		(0).		}					
If (loss), enter -0- in Part I, line 8	-d Cti 4040(-) f-	- Dadwas	d Tau an Mad		3		N/A		
	nder Section 4940(e) fo					ncome		_	
(For optional use by domestic private	e foundations subject to the section	4940(a) tax or	n net investment ir	ncome	e.)				
If section 4940(d)(2) applies, leave the	nis part blank.								
Was the foundation liable for the sec	tion 4942 tax on the distributable ar	mount of any v	ear in the hase ne	rınd?				X Yes	□No
If "Yes," the foundation does not qual			•	.,,,,					
	each column for each year; see the			entries	S.				
(a) Base period years	(b)			(c)		(d) Distribution ratio			
Calendar year (or tax year beginnii	ng in) Adjusted qualifying di	stributions	Net value of no	oncha	haritable-use assets (col. (b) divided by col. (c))				(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	r of ye	ars				
the foundation has been in exister	nce if less than 5 years					3			
4 Enter the net value of noncharitab	ole-use assets for 2012 from Part X	, line 5				4			
5 Multiply line 4 by line 3						5			
6 Enter 1% of net investment incom	ne (1% of Part I. line 27b)					6			
7 Add lines 5 and 6	, , , , , , , , , , , , , , , , , , , ,					7			
	a Part VII. lina 4						<u>-</u>		
	n Part XII, line 4 I line 7, check the box in Part VI, lin	e 1b, and com	plete that part usir	ng a 1	% tax rate.	8			
See the Part VI instructions.		_							

	1990-PF (2012) BLACK & PHILLIPS FOUNDATION, INC.		<u>092865'</u>		Page 4
Pa	irt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4	1948 -	- see instr	uctio	ns)
1a	Exempt operating foundations described in section 4940(d)(2), check here   and enter "N/A" on line 1.				
	Date of ruling or determination letter: (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here   and enter 1%	1		6	<u> 808.</u>
	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, col. (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		6	08.
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		6	<u> 808.</u>
6	Credits/Payments:				
а	2012 estimated tax payments and 2011 overpayment credited to 2012 6a 1,920	,	[		
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 6d	]			
7	Total credits and payments. Add lines 6a through 6d	7 7		1,9	<u> 20.</u>
8	Enter any <b>penalty</b> 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			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		1,3	312.
	Enter the amount of line 10 to be: Credited to 2013 estimated tax	11			72.
	art VII-A Statements Regarding Activities				
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or interven	e in		Yes	No
	any political campaign?		1a		X
Ь	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials publish	ed or			
	distributed by the foundation in connection with the activities.				
C	Did the foundation file Form 1120-POL for this year?		10		Х
	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. ► \$			1	1
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?		2		X
_	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		X
<b>4</b> a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		X
	of "Yes," has it filed a tax return on Form 990-T for this year?	N	I/A 4b		
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		X
	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:				
	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 sta	te law			
	remain in the governing instrument?		6	X	
7	Did the foundation have at least \$5,000 in assets at any time during the year?		7	X	
	If "Yes," complete Part II, col. (c), and Part XV.				
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)   NONE				
	· · · · · · · · · · · · · · · · · · ·				
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 SEE STATE	<b>MENT</b>	. 9 8P		<u> </u>
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for ca	lendar			
	year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		10		X
_					

orm	990-PF (2012) BLACK & PHILLIPS FOUNDATION, INC. 57-092	<u>8657</u>		Page 5
Pa	art 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?	13	X	<u> </u>
	Website address ► N/A			
14	The books are in care of ► MARIANNA HABISTEUTINGER Telephone no. ► 864-5	82-8	<u> 564</u>	
	Located at ► 780 E. MAIN STREET, SPARTANBURG, SC ZIP+4 ►2	<u>9302</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	N	/A	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	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	<u> </u>		
Pa	art 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?			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)			
	a disqualified person? Yes X No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?			
	(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)?			
	(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.)			
t	o If any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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)? N/A	1b		<u> </u>
	Organizations relying on a current notice regarding disaster assistance check here			
•	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		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)):			
ŧ	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? X Yes No			
	If "Yes," list the years ▶ 2011 , 2010 , 2008 ,			
t	Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect			
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach			
	statement - see instructions.)	2b	Х	ļ
(	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
	<u> </u>			
38	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	during the year?			
t	o If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after			
	May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose			
	of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C,			
_	Form 4720, to determine if the foundation had excess business holdings in 2012)  N/A	3b	<b> </b>	v
	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	ļ	X
t	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?	4.		v
	HAGI HOLDERH FEHIOVED HOLLI RODALDV DEIDLE HIE HISLDAV OF HIE BAX VEAL DEUHHIMO III ZUTZ'	4b	ı	ıΛ

orm 990-PF (2012) BLACK & PHILLIPS FOUNDAT			<u>57-09286</u>	<u>57 Page 6</u>
Part VII-B Statements Regarding Activities for Which I	orm 4720 May Be F	Required (contin	ued)	
5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section	1 4945(e))?	Y€	es 🗶 No	
(2) Influence the outcome of any specific public election (see section 4955); o	r to carry on, directly or indire			
any voter registration drive?			es 🔀 No	
(3) Provide a grant to an individual for travel, study, or other similar purposes	?	Y6	es 🗶 No	1
(4) Provide a grant to an organization other than a charitable, etc., organizatio	n described in section			
509(a)(1), (2), or (3), or section 4940(d)(2)?		Ye	s X No	
(5) Provide for any purpose other than religious, charitable, scientific, literary,	or educational purposes, or t			
the prevention of cruelty to children or animals?		Y6	es X No	
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und	der the exceptions described	ın Regulations		1 1
section 53.4945 or in a current notice regarding disaster assistance (see instru	ctions)?		N/A	5b
Organizations relying on a current notice regarding disaster assistance check h	ere			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fi	rom the tax because it mainta	ined		
expenditure responsibility for the grant?		I/A 🗌 Ye	es 🔲 No	
If "Yes," attach the statement required by Regulations section 53 494				
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to	• •			
a personal benefit contract?		T Y	es X No	
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a p	ersonal benefit contract?		1	6b X
If "Yes" to 6b, file Form 8870			-	
7a At any time during the tax year, was the foundation a party to a prohibited tax s	shelter transaction?	□ v <sub>4</sub>	es X No	
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attribu				7b
Information About Officers Directors Trust		nagers, Highly		
Part VIII Paid Employees, and Contractors			,	
1 List all officers, directors, trustees, foundation managers and their	compensation.			
	(b) Title, and average	(c) Compensation	(d) Contributions to employee benefit plans	(e) Expense account, other
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	and deferred compensation	account, other allowances
MARIANNA HABISREUTINGER	TRUSTEE			
780 E. MAIN STREET				
SPARTANBURG, SC 29302	0.00	0.	0.	0.
PAULA B. BAKER	TRUSTEE			<del></del>
780 E. MAIN STREET				
SPARTANBURG, SC 29302	0.00	0.	0.	0.
	0.00	<del></del>		
				- <del></del>
2 Compensation of five highest-paid employees (other than those inc	luded on line 1). If none,	enter "NONE."		
(-) Name and address of each ampleuse and more than PEC 200	(b) Title, and average	(.) Company	(d) Contributions to employee benefit plans and deferred	(e) Expense
(a) Name and address of each employee paid more than \$50,000	hours per week devoted to position	(c) Compensation	and deferred compensation	account, other allowances
NONE				
	1			
	1			
	_	<del> </del>		<u>.</u>
<u> </u>	1			
Total number of other employees paid over \$50,000	·	•	<b></b>	0

	<u>7-0928</u>	657 Page 7
Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)		
3 Five highest-paid independent contractors for professional services. 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	<b>•</b>	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		
		0.
2		
3	$\dashv$	
	$\dashv$	
	_	
4	$\dashv$	
Part IX-B Summary of Program-Related Investments		
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 construction of the discontinuous forms of the construction of the construct		
All other program-related investments. See instructions.		
3	$\dashv$	
	$\dashv$	
Total. Add lines 1 through 3	<b></b>	0.
	For	m <b>990-PF</b> (2012)

P	art X Minimum Investment Return (All domestic foundations must complete this part Foreign four	dations	s, see instructions.)
<del>_</del> 1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:	ļ	<u>-</u>
а	Average monthly fair market value of securities	1a	2,286,882.
b	Average of monthly cash balances	1b	27,626.
C	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,314,508.
	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	2,314,508.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	34,718.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,279,790.
6	Minimum investment return Enter 5% of line 5	6	113,990.
P	<b>Distributable Amount</b> (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and foreign organizations check here and do not complete this part.)	d certain	l
1	Minimum investment return from Part X, line 6	1	113,990.
2a	Tax on investment income for 2012 from Part VI, line 5		
b	Income tax for 2012. (This does not include the tax from Part VI.)		
C	Add lines 2a and 2b	2c	608.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	113,382.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	113,382.
6	Deduction from distributable amount (see instructions)	6	0.
7_	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	113,382.
P	art XII Qualifying Distributions (see instructions)		
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
а	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	109,380.
b	Program-related investments - total from Part IX-B	1b	0.
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:		
а	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	109,380.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	109,380.
	Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	qualifies t	for the section

Form **990-PF** (2012)

4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

1 Distributable amount for 2012 from Part XI, Inne 7  2 Undashbuded income, if ery, as of the end of 2012 at Enter amount for 2011 only b 101al for prior years: 2 0.10 · 2.00.8		(a) Corpus	(b) Years prior to 2011	(c) 2011	( <b>d)</b> 2012
113,382.2	1 Distributable amount for 2012 from Part XI.	<u>'</u>			
2 Linear amount for 2011 only 5 Total for prior years: 2010 . 2008 2010 . 2008 5 Excess distributions carryover, if any, to 2012: a From 2009 6 From 2009 6 From 2010 7 Total of lines 32 through 6 4 Qualitying distributions to 2012 from 24 Popular of 2011, but not more than the 2a Applied to 2011, but not more than the 2a Applied to 2011, but not more than the 2a Applied to 2011, but not more than the 2a Applied to 2011, but not more than the 2a Applied to 2011, but not more than the 2a Applied to 2011 distributible amount 6 Peramany amount distributed on of corpus 5 Excess distributions out of corpus 6 Peramany amount distributed out of corpus 5 Excess distributions are prover applied to 0 19 18 if an enough a explain a resident (5) the second of the corpus of t					113,382.
Enter amount for 2011 only Total for prior years: 2010 . 2008 .  \$ Excess distributions carryowtr, if any, to 2012: afrom 2007 bfrom 2008 efrom 2010 efrom 2010 efrom 2011  1 Total of lines 3s through e					
State   Stat	- ' ' ' 1			109,720.	
2010 . 2008 . 3 Excess distributions carryover, if any, to 2012: a From 2007 b From 2008 c From 2010 c From 2011					
3 Excess distributions carryover, if any, to 2012; a From 2007 From 2008 From 2010 From 2010 From 2011 Total of lines 3a through e  4. Qualifying distribution for 2012 from Part XII, line 41: Ps. 3 Applied to 2011, but not more than line 2a Applied to 2011, but not more than line 2a Applied to 2011, but not more than line 2a Applied to 2012 distributable amount e Remaining amount distributed out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributed out of corpus Elective than the second of th			909.		
a From 2007 b From 2019 c From 2019 c From 2010 c From 2010 c From 2010 c From 2010 c From 2011 c Fro					
6 From 2009 d From 2010 eFrom 2011 f Total of lines 3a through e  1 Cualifying distributions for 2012 from Part XII, line 41 ► S  109,380.  a Applied to 2011, but not more than line 2a  Applied to 2011, but not more than line 2a  Applied to 1 undistributed more of prior years (Election required - see instructions)  C Treated as distributions out of corpus (Election required - see instructions)  C Applied 2012 distributable amount  R Romaning amount distributed out of corpus  C Executed distributions carryower agricles to 2012  Executed distributions carryower agricles to 2012  C Execute the net total of each column as indicated below:  C Express Add lines 21, 4c, and 4o Subtract line 6  D Prior years' undistributed mocine. Subtract line 4b from line 2b  C Extinct the amount of prior years' undistributed income for 2011. Subtract line 4b from line 2b  C Extinct the amount of prior years' undistributed income for 2011. Subtract line 4a from line 6b. Taxable amount - see instructions  909.  Undistributed income for 2011. Subtract line 4a from line 6b. Taxable amount - see instructions  909.  Undistributed income for 2011. Subtract line 4a from line 6b. Taxable amount - see instructions  909.  Undistributed income for 2011. Subtract line 4a from line 6b. Taxable amount - see instructions  909.  1133,382.  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(1/4) (1/4) or - 494(2)(1/4)  8 Excess distributions carryover from 2007 on clapped on line 5 or line 7  9 Excess distributions carryover for 2013. Subtract lines 7 and 8 from line 6a  1 Analysis of line 9:  2 Excess from 2009  Excess strom 2009  Excess strom 2010  Excess from 2010  Excess from 2012  Excess from 2011  Excess from 2012	1 1				
d From 2010 e From 2011  1 Total of lines 3a through e  0 . 4 Qualifying distributions for 2012 from Part XII, line 4 ≥ ≥ 1.09 , 380 .  a Applied to 2011, but not more than line 2a  b Applied to 2011, but not more than line 2a  b Applied to 2011, but not more diprior years (Election required - see instructions)  d Applied to 2012 distributable amount e Remaining amount distributed out of corpus  (Election required - see instructions)  d Applied to 2012 distributable amount e Remaining amount distributed out of corpus  Excess destinence acrayover applies to 2012  or in amount appears in obtaining the same amount in the section of the same amount in the same amount distributed amount of prory years' undistributed income for which a notice of detenoring his been insued, or on which the section 494(2a) tax has been previously assessed  3 Subtract line 6c from line 6b. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2012, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2012, Subtract lines 4 from line 6a. I Amounts treated as distributions carryover from 2007 not applied on line 5 or line 7 I Decess from 2009  a Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. I Analys of line 9: I Excess from 2019  a Excess from 2010  d Excess from 2011  d Excess from 2012	<b>b</b> From 2008				
d From 2010 e From 2011  1 Total of lines 3a through e  0 . 4 Qualifying distributions for 2012 from Part XII, line 4 ≥ ≥ 1.09 , 380 .  a Applied to 2011, but not more than line 2a  b Applied to 2011, but not more than line 2a  b Applied to 2011, but not more diprior years (Election required - see instructions)  d Applied to 2012 distributable amount e Remaining amount distributed out of corpus  (Election required - see instructions)  d Applied to 2012 distributable amount e Remaining amount distributed out of corpus  Excess destinence acrayover applies to 2012  or in amount appears in obtaining the same amount in the section of the same amount in the same amount distributed amount of prory years' undistributed income for which a notice of detenoring his been insued, or on which the section 494(2a) tax has been previously assessed  3 Subtract line 6c from line 6b. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2012, Subtract line 4 from line 2a. Taxable amount - see instr. I Undistributed income for 2012, Subtract lines 4 from line 6a. I Amounts treated as distributions carryover from 2007 not applied on line 5 or line 7 I Decess from 2009  a Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. I Analys of line 9: I Excess from 2019  a Excess from 2010  d Excess from 2011  d Excess from 2012	c From 2009				
1 Total of lines 3a through e 4 Qualifying distributions for 2012 from Part XII, line 4 № \$ 109,380.  4 Applied to 2011, but not more than line 2a 4 Applied to Indistributed income of prior years (Election required - see instructions) 6 Treated as distributions out of corpus (Election required - see instructions) 6 Applied to 2012 distributable amount e Remaining amount distributed out of corpus 7 Excess distributions carryover applies to 2012 8 Excess distributions carryover applies to 2012 9 Corpus Add lines 3f, 4c, and 4c Substrate to 5 9 Drior years' undistributed microme. Subtract line 4b from line 2b e Enter the amount of prior years' undistributed microme for which a notice of deficiency has been issued, or on which the section 494(2a) tax has been previously assessed 9 Subtract line 6 from line 6b. Taxable amount rese instructions 9 Undistributed microme for 2011. Subtract line 4a from line 2a. Taxable amount rise instructions 9 Undistributed microme for 2012. Subtract line 4a from line 2a. Taxable amount rise instructions 9 Undistributed microme for 2012. Subtract line 4a from line 2 Taxable amount rise instructions 9 Undistributed microme for 2012. Subtract lines 4a fand 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (f) or 494(2(a)) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 10 Analysis of line 5: 10 Analysis of line 6: 10 Analysis of line 6: 10 Excess from 2008 10 Excess from 2010 11 Excess from 2010 12 Excess from 2011 12 Excess from 2011 13 Excess from 2011 14 Excess from 2011					
1 Total of lines 3a through e 4 Qualifying distributions for 2012 from Part XII, line 4 № \$ 109,380.  4 Applied to 2011, but not more than line 2a 4 Applied to Indistributed income of prior years (Election required - see instructions) 6 Treated as distributions out of corpus (Election required - see instructions) 6 Applied to 2012 distributable amount e Remaining amount distributed out of corpus 7 Excess distributions carryover applies to 2012 8 Excess distributions carryover applies to 2012 9 Corpus Add lines 3f, 4c, and 4c Substrate to 5 9 Drior years' undistributed microme. Subtract line 4b from line 2b e Enter the amount of prior years' undistributed microme for which a notice of deficiency has been issued, or on which the section 494(2a) tax has been previously assessed 9 Subtract line 6 from line 6b. Taxable amount rese instructions 9 Undistributed microme for 2011. Subtract line 4a from line 2a. Taxable amount rise instructions 9 Undistributed microme for 2012. Subtract line 4a from line 2a. Taxable amount rise instructions 9 Undistributed microme for 2012. Subtract line 4a from line 2 Taxable amount rise instructions 9 Undistributed microme for 2012. Subtract lines 4a fand 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b) (f) or 494(2(a)) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover from 2007 10 Analysis of line 5: 10 Analysis of line 6: 10 Analysis of line 6: 10 Excess from 2008 10 Excess from 2010 11 Excess from 2010 12 Excess from 2011 12 Excess from 2011 13 Excess from 2011 14 Excess from 2011	e From 2011				
4 Qualifying distributions for 2012 from Part XII, line 4 № \$ 109,380. 4 Applied to 2011, but not more than line 2a		0.			
Part XII, lim 4: IN 5 1.09 , 380 .  a Applied to 2011, but not more than line 2a b Applied to undistributed income of prior years (Election required - see instructions) 6 Applied to 2012 distributable amount 8 Femaning amount distributed out of corpus 5 Excess distributions carryover applied to 2012 6 Enter the net total of each eolumn as indicated below:  2 Corpus Ada lines 31, 4c, and 4e Subtract line 5 b Prior years' undistributed income of which a notice of deficiency has been issued, or on which the section 494/2(a) tax has been previously assessed 4 Subtract line 6c from line 6b. Taxable amount - see instructions 8 Undistributed income for 2011, Subtract line 4 from line 2a. Taxable amount - see instruc- tine 4 for from line 3. Taxable amount - see instructions 9 Undistributed income for 2012. Subtract line 4 do from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess from 2008 8 Excess from 2009 9 Excess from 2009 9 Excess from 2010 9 Excess from 2010 9 Excess from 2011	-				
a Applied to 2011, but not more than line 2a b Applied to undistributed moome of prior years (Election required - see instructions)					
b Appled to undistributed income of prior years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Appled to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 c				109,380.	
years (Election required - see instructions) c Treated as distributions out of corpus (Election required - see instructions) d Applied to 2012 distributable amount e Remaining amount distributable amount 5 Excess distributions carryover applied to 2012 (or an amount appears in column (of), the seams amount is entire the net total of each column as indicated below: a Corpus Add lines 31, 4c, and 4e Subtract line 5 b Priory years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of defliciency has been issued, or or which it essection 494(2) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed moceme for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed moceme for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions Undistributed from fine for 2013. Subtract lines 4d and 5 from line 1. This amount must be distribution active for 2013. Subtract lines 7 and 8 from line 1. This amount must be distributions carryover from 2007 not applied on line 5 or line 7 9. Excess distributions carryover from 2007 not applied on line 5 or line 7 9. Excess from 2008  Excess from 2008  Excess from 2010  Excess from 2010  Excess from 2010  Excess from 2011  Excess from 2011  Excess from 2012  Excess from 2011  Excess from 2012					
c Treated as distributions out of corpus (Election required - see instructions) 4 Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover applied to 2012 6 Enter the net total of each column as indicated below: 8 Corpus Add innes 91, 4c, and 46 Subtract line 8 9 Prory years' undistributed income. Subtract line 40 from line 20. 6 Enter the amount of prior years' undistributed income. Subtract line 40 from line 20. 6 Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 494/2(a) tax has been previously assessed 4 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 1 Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess from 2008  Excess from 2009  Excess from 2010  Excess from 2010  Excess from 2010  Excess from 2010  Excess from 2011  Excess from 2012			0.		
(Election required - see instructions) d Applied to 2012 distributable amount e Remaming amount distributed out of corpus 5	· · · · · · · · · · · · · · · · · · ·				
d Applied to 2012 distributable amount e Remaining amount distributed out of corpus 5 Excess distributions carryover to 2013.  Subtract line 5 or line 7  Excess distributions carryover to 2013.  Subtract line 5 or line 7  Excess distributions carryover to 2013.  Subtract line 6 or line 7  Excess distributions carryover to 2013.  Subtract line 6 or line 7  Excess from 2019  Excess from 2019  Excess from 2019  Excess from 2019  Excess from 2010  Excess from 2012		0.			
e Remaining amount distributed out of corpus 5	` · · · · · · · · · · · · · · · · · · ·				0.
5 Excess distributions carryover applied to 2012 (from amount appears in column (pt. the same amount must be shown in column (a).  6 Enter the net total of each column as indicated below:  a Corpus Add lines 31, et., and 48 Subtract line 5 b Prior years' undistributed mcome. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deflicency has been issued, or on which the section 4942(a) tax has been previously assessed undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount see instructions undistributed income for 2012. Subtract lines 4 and 6 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2009 c Excess from 2009 c Excess from 2010 d Excess from 2011 d Excess from 2011 e Excess from 2011 e Excess from 2011 e Excess from 2012	· ·	0.			
(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 31, 4c, and 4e Subtract line 5 b Pror 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 instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(a)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 0. 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 d Excess from 2011 e Excess from 2011 e Excess from 2011 e Excess from 2011 e Excess from 2012	•				0.
indicated below:  8 Corpus Add lines 3f, 4c, and 4e Subtract line 5 b Prior years' undistributed income. Subtract line 4b from line 2b c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed d Subtract line 6c from line 6b. Taxable amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2011	(If an amount appears in column (d), the same amount				·····
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 instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2011					
Inne 4b from line 2b   909.	a Corpus Add lines 3f, 4c, and 4e Subtract line 5	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  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 instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract line 7  Analysis of line 9: a Excess from 2008 b Excess from 2008 b Excess from 2009 c Excess from 2011 e Excess from 2012	b Prior years' undistributed income. Subtract				
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 instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	line 4b from line 2b		909.		
amount - see instructions e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr. f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	d Subtract line 6c from line 6b. Taxable				
4a from line 2a. Taxable amount - see instr.  f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	amount - see instructions		909.		
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013  7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	e Undistributed income for 2011. Subtract line				
lines 4d and 5 from line 1. This amount must be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	4a from line 2a. Taxable amount - see instr.			340.	
be distributed in 2013 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a 10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	f Undistributed income for 2012. Subtract				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	lines 4d and 5 from line 1. This amount must				
corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)  8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	be distributed in 2013				113,382.
section 170(b)(1)(F) or 4942(g)(3)  8	7 Amounts treated as distributions out of				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	corpus to satisfy requirements imposed by				
not applied on line 5 or line 7  9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2010 c Excess from 2011 e Excess from 2012	section 170(b)(1)(F) or 4942(g)(3)	0.			· · · · · · · · · · · · · · · · ·
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a  10 Analysis of line 9: a Excess from 2008 b Excess from 2010 c Excess from 2011 e Excess from 2012	8 Excess distributions carryover from 2007				
Subtract lines 7 and 8 from line 6a  10 Analysis of line 9:  a Excess from 2008  b Excess from 2010 d Excess from 2011 e Excess from 2012	not applied on line 5 or line 7	0.			
10 Analysis of line 9:  a Excess from 2008  b Excess from 2010  d Excess from 2011  e Excess from 2012	9 Excess distributions carryover to 2013.				
a Excess from 2008 b Excess from 2010 c Excess from 2011 e Excess from 2012	Subtract lines 7 and 8 from line 6a	0.			
b Excess from 2009 c Excess from 2010 d Excess from 2011 e Excess from 2012	10 Analysis of line 9:				
c Excess from 2010 d Excess from 2011 e Excess from 2012	a Excess from 2008				
d Excess from 2011 e Excess from 2012	<b>b</b> Excess from 2009				
e Excess from 2012	c Excess from 2010				
	d Excess from 2011				
	e Excess from 2012				<u> </u>

Part XIV Private Operating Fo	PHILLIPS F		LNC.	5/-09	28657 Page 10
	<del></del> -		-A, question 9)	N/A	
1 a If the foundation has received a ruling or		-			
foundation, and the ruling is effective for	•	-		4040()(0) == 40	140(-)(5)
<b>b</b> Check box to indicate whether the found		ig toundation described		4942(j)(3) or49	942(j)(5)
2 a Enter the lesser of the adjusted net	Tax year (a) 2012	<b>(b)</b> 2011	Prior 3 years (c) 2010	(d) 2009	(e) Total
income from Part I or the minimum	(8) 2012	(0) 2011	(6) 2010	(0) 2009	(e) rotar
investment return from Part X for					
each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII,					
line 4 for each year listed				<del>                                       </del>	
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>b</b> "Endowment" alternative test - enter		İ			
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 Info			if the foundation	n had \$5,000 or m	ore in assets
at any time during t	he year-see inst	ructions.)			
1 Information Regarding Foundation	n Managers:				
a List any managers of the foundation who			tributions received by the	e foundation before the clo	se of any tax
year (but only if they have contributed m	nore than \$5,000). (See s	section 507(d)(2).)			
NONE	_ <del>.</del>				
<b>b</b> List any managers of the foundation who			(or an equally large ports	on of the ownership of a p	artnership or
other entity) of which the foundation has	s a 10% or greater intere	St.			
NONE					
2 Information Regarding Contribution					
Check here ► X if the foundation of					
the foundation makes gifts, grants, etc. (	(see instructions) to indi	viduals or organizations	under other conditions, c	omplete items 2a, b, c, an	d d.
a The name, address, and telephone numb	ber or e-mail of the perso	on to whom applications	should be addressed:		
				~ <del></del>	
<b>b</b> The form in which applications should be	e submitted and informa	tion and materials they s	should include:		
					·
c Any submission deadlines:					
d Any restrictions or limitations on awards	s, such as by geographic	al areas, charitable fields	, kınds of ınstıtutıons, or	other factors:	

Total

BLACK & PHILLIPS FOUNDATION, INC.

Enter gross amounts unless otherwise indicated.	Unrelated	business income		section 512, 513, or 514	(e)
•	(a) Business	(b) Amount	(C) Exclu- sion	(d) Amount	Related or exempt function income
1 Program service revenue:	code	741104111	code	Amount	
a	_		<del>  </del>		
b	_				
<u> </u>		<del></del>			
d		<del> </del>	-		
e			<del>  </del> -		
1 <u></u>		<u> </u>			<u> </u>
g Fees and contracts from government agencies					<del></del>
2 Membership dues and assessments					<del></del>
3 Interest on savings and temporary cash					
investments			1.4	FO CCO	
4 Dividends and interest from securities	-		14	50,668.	
5 Net rental income or (loss) from real estate:	<u> </u>		1		<del></del>
a Debt-financed property				-	
b Not debt-financed property					
6 Net rental income or (loss) from personal					
property	-		<del>  </del>		
7 Other investment income			<del>                                     </del>		
8 Gain or (loss) from sales of assets other			1 1 1	630	2 262
than inventory		·	14	630.	-3,263
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a KINDER MORGAN- PASSIVE	_	-2,864.			<u> </u>
b <u>ACTIVITY LOSS</u> c CHESAPEAKE GRANITE	_	- <u>2,864</u> .		180.	<del></del> -
	_   _		1 1 2	100.	
d					
e 12 Subtotal. Add columns (b), (d), and (e)		-2,864.	<del>  -  </del>	51,478.	-3,263
13 <b>Total</b> . Add line 12, columns (b), (d), and (e)		-2,004.	<u> </u>	13	45,351
	ıe \			10	
(See worksheet in line 13 instructions to verify calculation				·	
Part XVI-B Relationship of Activitie	es to the Accor	nplishment of E	xempt P	ırposes	
Line No. Explain below how each activity for which	uncome is reported in	column (e) of Part XVI-A	A contributed	importantly to the accomp	Jishment of
the foundation's exempt purposes (other				importantly to the decomp	
N/A	,, <u> </u>				
					···
***					
	<del></del>	<del></del>			<u> </u>
	-		· · ·		
		-			

	_	· Exempt Organ	izations				•			
1 [	Did the or	ganization directly or indir	ectly engage in any o	of the followin	g with any other organization	on described in section	on 501(c) of		Yes	No
					7, relating to political organ					
		from the reporting founda								
	(1) Cash	gg		no onompton	ga			1a(1)		X
		nnata						1a(2)		X
	( <b>2</b> ) Other							18(2)		
	Other tran							1		7.5
	• •	of assets to a noncharital	· -					1b(1)		X
(	( <b>2)</b> Purch	nases of assets from a noi	ncharitable exempt o	rganization				1b(2)		_X_
(	(3) Renta	I of facilities, equipment,	or other assets					1b(3)		X
(	(4) Reimi	bursement arrangements						1b(4)		X
(	(5) Loans	s or loan guarantees						1b(5)		_X_
		rmance of services or me	mbership or fundrais	ing solicitatio	ons			1b(6)		X
		f facilities, equipment, ma						1c		Х
					edule. Column ( <b>b)</b> should al	wave show the fair m	arket value of the goods of		sets	
					ed less than fair market valu				5010,	
		i) the value of the goods,			ou 1035 than fall market vall	be in any transaction	or sharing arrangement, c			
(a)Lin	<del></del>	(b) Amount involved			e exempt organization	(d) Description	of transfers, transactions, and	ob oring or		
(a) Lin	ie no	(b) Amount involved	(c) Name of		compt organization	(u) Description	or transfers, transactions, and	Sitaling a	rangeme	
				N/A	·	+				
		,			<del></del>					
		, ···								
							<del></del>			
					<u> </u>					
							<del></del> .			
	<del>- 1</del>						<del></del>			
				· .						
								· · · · · · · · · · · · · · · · · · ·		
			<u> </u>							
		···	<u> </u>							
					or more tax-exempt organ	izations described	_	_		_
	ın section	501(c) of the Code (other	r than section 501(c)	(3)) or in sect	tion 527?		L	Yes	LX	∐ No
_b_	If "Yes," co	omplete the following sch	edule.							
		(a) Name of org	janization		(b) Type of organization	(	<ul><li>c) Description of relations</li></ul>	hip		
		N/A								
			•							
	Under	penalties of periury. I declare	that I have examined this	s return, includir	ng accompanying schedules and	statements, and to the b	best of my knowledge			
Sig					n taxpayer) is based on all inforr		IMa	y the IRS arn with th	discuss re prepai	this rer
Her		20.	- Bod - 1		11.9-3-13	mprramn	sho	wn below	(see ins	str )?
		ryanna	KA HAW	ween	unger	TRUSTE	i <u>e</u>	X Yes	: L	J No
	Sign	nature of officer or trustee			Date	Title	0 1 5			
		Print/Type preparer's na	ame	Preparer's s	ignature	Date	Check if PTIN			
				Oma	On a vie		self- employed			
Pai		JAMES F. J	OYNER	417	-44 Y	BO A-82013	P0	<u>0084</u>	917	·
	parer	Firm's name ► SWA	IMBROWN P	$\lambda$	$\cup$ $\cup$	_	Firm's EIN ► 57 – 0	7837	95	
Use	e Only									
		Firm's address ▶ P .	O. BOX 64	04						
			ARTANBURG		9304		Phone no. (864	) 585	-01	76
				<u>, ~ ~ ~ ~</u>	<del> </del>			rm <b>99</b> 0		

BLACK & PHILLIPS FOUNDATION, INC. 57-0928657

Part XV | Supplementary Information

Part XV Supplementary Information				<del>,</del>
3 Grants and Contributions Paid During the				
* Recipient	If recipient is an individual, show any relationship to	Foundation	Purpose of grant or	_
Name and address (home or business)	any foundation manager or substantial contributor	status of recipient	contribution	Amount
FIRST PRESBYTERIAN CHURCH	NONE	501 (C) 3	UNRESTRICTED	14 000
HEALTHY SMILES	NONE	501 (C) 3	UNRESTRICTED	14,098,
MOBILE MEALS	NONE	501 (C) 3	UNRESTRICTED	4,488.
				2,000.
SPARTANBURG COUNTY FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	1,000.
SPARTANBURG DAY SCHOOL	NONE	501 (C) 3	UNRESTRICTED	3,200.
THE WALKER FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	1,000.
UNITED WAY	NONE	501 (C) 3	UNRESTRICTED	1,650.
UPSTATE FOREVER	NONE	501 (C) 3	UNRESTRICTED	2,500.
USC UPSTATE FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	2,500.
WOFFORD COLLEGE	NONE	501 (C) 3	UNRESTRICTED	26,785.
Total from continuation sheets				85 520

Part XV Supplementary Informati	& PHILLIPS FOUNI			28657
3 Grants and Contributions Paid During the			<u> </u>	
Recipient	If recipient is an individual,	Foundation	Durnoca of grant or	
Name and address (home or business)	show any relationship to any foundation manager	status of	Purpose of grant or contribution	Amount
wante and address (none of business)	any foundation manager or substantial contributor	recipient		-
SPARTANBURG HUMANE SOCIETY	NONE	501 (C) 3	UNRESTRICTED	
				2,00
THE MUSIC FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	5,34
THE ARTS PARTNERSHIP	NONE	501 (C) 3	UNRESTRICTED	1.00
ST. LUKE'S FREE MEDICAL CLINIC	NONE	501 (C) 3	UNRESTRICTED	2,00
				2,00
THE GROUP OF 100	NONE	501 (C) 3	UNRESTRICTED	3,00
WOMENS GIVING	NONE	501 (C) 3	UNRESTRICTED	2.20
				2,20
SALVATION ARMY	NONE	501 (C) 3	UNRESTRICTED	1,50
SPARTANBURG COMMUNITY COLLEGE	NONE	501 (C) 3	UNRESTRICTED	1,00
SPARTANBURG METHODIST COLLEGE	NONE	501 (C) 3	UNRESTRICTED	2,00
SAM	NONE	501 (C) 3	UNRESTRICTED	1,00

Part XV Supplementary Informati	& PHILLIPS FOUNI	DALLON, IN	C. 57-09	28657
3 Grants and Contributions Paid During the				T
Recipient	If recipient is an individual,	F	Dung see of a d	
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
	or substantial contributor	recipient		
THE TYGER RIVER FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	2,00
GOVERNER'S SCHOOL FOR THE ARTS	NONE	501 (C) 3	UNRESTRICTED	75
FOUNDATION FOR REFORMED THEOLOGY	NONE	501 (C) 3	UNRESTRICTED	
OUNDATION FOR REFORMED INECLOSI	NONE	501 (6) 3	ONRESTRICTED	1,00
ACCESS HEALTH	NONE	501 (C) 3	UNRESTRICTED	1,00
YMCA	NONE	501 (C) 3	UNRESTRICTED	50
Total from continuation sheets				<u></u>

FORM 990-PF DIVIDEND	S AND	INTER	EST	FROM	SECU	JRITIES	ST	ATEMENT	1
SOURCE		GROSS	AMO	UNT		PITAL GAINS DIVIDENDS	C	COLUMN (A)	)
FROM K-1 - CHESAPEAKE GRANITE FROM K-1 - KINDER MORGAN MORGAN STANLEY	- :		51,	211. 63. 024.	0. 0. 630.		211 63 50,394		53.
TOTAL TO FM 990-PF, PART I, I	-N 4 =		51,	298.		630.		50,66	8.
FORM 990-PF	O'.	THER II	NCOL	Œ			SI	ATEMENT	2
DESCRIPTION		1	REV	(A) ENUE BOOKS		(B) NET INVEST- MENT INCOME		(C) ADJUSTEI NET INCOM	
KINDER MORGAN- PASSIVE ACTIVI LOSS CHESAPEAKE GRANITE	TY		_		864. 180.				
TOTAL TO FORM 990-PF, PART I,	LINE	11		-2,	684.	0	 - = =		
FORM 990-PF	AC	COUNTI	NG 1	FEES			SI	PATEMENT	3
DESCRIPTION	EXPE	A) NSES BOOKS		(B) INV T IN				(D) CHARITAI PURPOSI	
ACCOUNTING		2,500.		1	,250	•		1,2	50.
TO FORM 990-PF, PG 1, LN 16B		2,500.		1	,250	•		1,2	50.

FORM 990-PF C	THER PROFES	SIONAL FEE	STATEMENT 4			
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		
MANAGEMENT FEES	18,827.	18,8	27.			0.
TO FORM 990-PF, PG 1, LN 16C	18,827.	18,8	27.			0.
FORM 990-PF	TAX	ES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVES MENT INCO		(C) ADJUSTED NET INCOM		
FEDERAL EXCISE TAX ON UNDISTRIBUTED INCOME FOREIGN TAX FEDERAL EXCISE TAX ON NET	375. 136.		0.36.			0.
INVESTMENT INCOME	609.		0.			0.
TO FORM 990-PF, PG 1, LN 18	1,120.	1	36.			0.
FORM 990-PF	CORPORAT	E STOCK			STATEMENT	6
DESCRIPTION			вос	K VALUE	FAIR MARK	ET
ABBOTT LABORATORIES AIR PRODUCTS & CHEM APPLE INC C R BARD INC CATERPILLAR INC CISCO SYSTEMS CLEAN HARBORS COCA COLA CO COLGATE PALMOLIVE DEERE & CO DIAGEO PLC SPSC ADR WALTM DISNEY DUKE ENERGY EXXON MOBIL FLOWSERVE CORP FMC CORP NEW FREEPORT MCMORAN				5,952. 24,998. 22,198. 21,157. 20,580. 12,140. 15,311. 26,524. 23,199. 18,283. 32,266. 21,669. 36,333. 43,117. 29,160. 19,581. 13,564.	56, 66, 24, 42, 20, 34, 42, 59, 31, 61, 62, 79, 42,	230. 524. 417. 840. 335. 920. 182. 330. 705. 255. 100. 840. 060.

BLACK & PHILLIPS FOUNDATION, INC.		57-0928657
GENERAL ELECTRIC	21,012.	44,580.
ISHARE MSCI EMERGING MKTS FD	52,740.	54,113.
ISHARE SILVER TRUST	20,801.	11,730.
ISHARES TR RUSSELL 2000 INDEX FD	60,992.	80,550.
ISHARES TRUST S&P MIDCAP 400 INDEX FD	116,632.	
JOHNSON & JOHNSON		175,492.
JP MORGAN CHASE & CO	29,920.	42,615.
	22,046.	29,406.
KIMBERLY CLARK CORP	30,308.	61,914.
MCDONALD'S CORP	24,545.	25,535.
MICROSOFT	6,628.	49,650.
NIKE INC.	25,230.	38,160.
NORDSTROM INC.	14,889.	16,977.
NORFOLK SOUTHERN CORP	21,720.	27,097.
OCCIDENTAL PETROLEUM CORP.	15,815.	13,389.
ORACLE CORP	13,531.	16,390.
PEPSICO	27,766.	61,853.
PLUM CREEK TIMBER CO INC	27,091.	38,655.
PNC FIN SVCS	15,373.	16,970.
POTASH CP OF SASKATCHEWAN	21,368.	18,945.
PROCTER & GAMBLE	34,572.	57,578.
SCHLUMBERGER LTD	21,553.	74,430.
SEMPRA ENERGY	24,820.	41,425.
SMUCKER JM CO COM	29,839.	51,615.
SOUTHERN CO.	19,885.	24,115.
SPDR GOLD TR GOLD SHS	61,048.	71,385.
STRYKER CORP	18,397.	19,674.
UNION PACIFIC CORP	19,987.	51,786.
UNITED TECHS CORP	29,256.	45,645.
VANGUARD INTL EQUITY INDEX FD	43,608.	48,100.
VERIZON COMMUNICATIONS	21,194.	40,433.
VISA INC CL A	22,273.	50,538.
WAL-MART	21,164.	31,088.
WALGREEN CO	21,202.	37,133.
YUM BRANDS	23,511.	68,120.
ACCENTURE PLC IRELAND CL A	14,160.	16,288.
COSTCO WHOLESALE CORP NEW	10,944.	10,843.
EXPRESS SCRIPTS HLDG CO COM	42,396.	44,528.
GENERAL MILLS INC	16,713.	20,168.
QUALCOMM INC	19,438.	18,480.
ALERIAN MLP ETF	24,274.	26,700.
ADDITAR FOR EIL	44,4/4.	20,700.

TOTAL TO FORM 990-PF, PART II, LINE 10B

2,448,491.

1,494,673.

FORM 990-PF	OTHER ASSETS		STATEMENT 7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS ACCRUED INTEREST PREPAID FEDERAL TAX	3,280. 426. 0.	4,473. 0. 1,311.	4,473. 0. 1,311.
TO FORM 990-PF, PART II, LINE 15	3,706.	5,784.	5,784.
FORM 990-PF OT	HER LIABILITIES		STATEMENT 8
DESCRIPTION		BOY AMOUNT	EOY AMOUNT
BANK OVERDRAFT DUE TO MORGAN STANLEY ACCRUED FEDERAL EXCISE TAX		4,044.	0. 3,262. 375.
TOTAL TO FORM 990-PF, PART II, LI	NE 22	4,044.	3,637.
FORM 990-PF EXPLANATION CONCER	NING PART VII-A,	LINE 8B	STATEMENT 9

## **EXPLANATION**

BLACK & PHILLIPS FOUNDATION, INC. DOES NOT SOLICIT CONTRIBUTIONS FROM THE PUBLIC AND IS EXEMPT FROM FILING A COPY OF FORM 990-PF TO THE SECRETARY OF STATE.