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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning MAY 1, 2012, and ending APR 30, 2013

Name of foundation

A Employer identification number

BLACK & PHILLIPS FOUNDATION, INC.

57-0928657

Number and street (or P.O. box number if mail is not delivered to street address)

Room/suite

B Telephone number

864-582-8564

780 EAST MAIN STREET

City or town, state, and ZIP code

C If exemption application is pending, check here ☐

SPARTANBURG, SC 29302

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeD 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundationE If private foundation status was terminated under section 507(b)(1)(A), check here ☐☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year

J Accounting method: ☐ Cash ☒ AccrualF If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

(from Part II, col. (c), line 16)

☐ Other (specify)

\$ 2,466,460. (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

(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	1,836.		N/A	
	2	Check <input checked="" type="checkbox"/> 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.	50,668.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-2,633.			
	b	Gross sales price for all assets on line 6a	235,613.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	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	
12	Total. Add lines 1 through 11	47,187.	50,668.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees	2,500.	1,250.		1,250.
	c	Other professional fees	18,827.	18,827.		0.
	17	Interest	44.	44.		0.
	18	Taxes	1,120.	136.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses				
	24	Total operating and administrative expenses. Add lines 13 through 23	22,491.	20,257.		1,250.
	25	Contributions, gifts, grants paid	108,130.			108,130.
26	Total expenses and disbursements. Add lines 24 and 25	130,621.	20,257.		109,380.	
27	Subtract line 26 from line 12:					
a	Excess of revenue over expenses and disbursements	-83,434.				
b	Net investment income (if negative, enter -0-)		30,411.			
c	Adjusted net income (if negative, enter -0-)			N/A		

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			12,185.	12,185.
	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				
	7	Other notes and loans receivable ▶				
		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				
	b	Investments - corporate stock STMT 6		1,566,489.	1,494,673.	2,448,491.
	c	Investments - corporate bonds		27,135.		
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other				
	14	Land, buildings, and equipment; basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶ STATEMENT 7)		3,706.	5,784.	5,784.
	16	Total assets (to be completed by all filers)		1,597,330.	1,512,642.	2,466,460.
	17	Accounts payable and accrued expenses		847.		
	18	Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	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. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		1,592,439.	1,509,005.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	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				
	30	Total net assets or fund balances		1,592,439.	1,509,005.	
	31	Total liabilities and net assets/fund balances		1,597,330.	1,512,642.	

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	1,592,439.
2	Enter amount from Part I, line 27a	2	-83,434.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,509,005.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,509,005.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES			
b CAPITAL GAINS DIVIDENDS			
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 234,983.		238,246.	-3,263.
b 630.			630.
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			-3,263.
b			630.
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	-2,633.
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). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☒ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
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 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.	8	

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	608.
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	608.
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	608.
6 Credits/Payments:			
a 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		
7 Total credits and payments. Add lines 6a through 6d	7	1,920.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,312.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 640. Refunded <input type="checkbox"/>	11	672.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

SEE STATEMENT 9

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► MARIANNA HABISTEUTINGER Telephone no. ► 864-582-8564 Located at ► 780 E. MAIN STREET, SPARTANBURG, SC ZIP+4 ► 29302			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here ► N/A	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	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 2011, 2010, 2008, <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b****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 shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
MARIANNA HABISREUTINGER	TRUSTEE			
780 E. MAIN STREET				
SPARTANBURG, SC 29302	0.00	0.	0.	0.
PAULA B. BAKER	TRUSTEE			
780 E. MAIN STREET				
SPARTANBURG, SC 29302	0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000**0**

Part 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	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.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	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.

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	113,990.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	608.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
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.

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	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:		
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	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 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				113,382.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			109,720.	
b Total for prior years: 2010, 2008, _____		909.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 109,380.				
a Applied to 2011, but not more than line 2a			109,380.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		909.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		909.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			340.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				113,382.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
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	0.			
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				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CANCER ASSOCIATION	NONE	501 (C) 3	UNRESTRICTED	9,400.
CHARLES LEA FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	3,500.
CHILDREN'S ADVOCACY CENTER	NONE	501 (C) 3	UNRESTRICTED	4,710.
CONVERSE COLLEGE	NONE	501 (C) 3	UNRESTRICTED	2,500.
ELLEN SMITH HINES GIRLS HOME	NONE	501 (C) 3	UNRESTRICTED	2,500.
Total	SEE CONTINUATION SHEET(S)			3a 108,130.
b Approved for future payment				
NONE				
Total			3b	0.

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Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
FIRST PRESBYTERIAN CHURCH	NONE	501 (C) 3	UNRESTRICTED	14,098.
HEALTHY SMILES	NONE	501 (C) 3	UNRESTRICTED	4,488.
MOBILE MEALS	NONE	501 (C) 3	UNRESTRICTED	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 Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SPARTANBURG HUMANE SOCIETY	NONE	501 (C) 3	UNRESTRICTED	2,000.
THE MUSIC FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	5,349.
THE ARTS PARTNERSHIP	NONE	501 (C) 3	UNRESTRICTED	1,000.
ST. LUKE'S FREE MEDICAL CLINIC	NONE	501 (C) 3	UNRESTRICTED	2,000.
THE GROUP OF 100	NONE	501 (C) 3	UNRESTRICTED	3,000.
WOMENS GIVING	NONE	501 (C) 3	UNRESTRICTED	2,200.
SALVATION ARMY	NONE	501 (C) 3	UNRESTRICTED	1,500.
SPARTANBURG COMMUNITY COLLEGE FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	1,000.
SPARTANBURG METHODIST COLLEGE	NONE	501 (C) 3	UNRESTRICTED	2,000.
SAM	NONE	501 (C) 3	UNRESTRICTED	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE TYGER RIVER FOUNDATION	NONE	501 (C) 3	UNRESTRICTED	2,000.
GOVERNOR'S SCHOOL FOR THE ARTS	NONE	501 (C) 3	UNRESTRICTED	750.
FOUNDATION FOR REFORMED THEOLOGY	NONE	501 (C) 3	UNRESTRICTED	1,000.
ACCESS HEALTH	NONE	501 (C) 3	UNRESTRICTED	1,000.
YMCA	NONE	501 (C) 3	UNRESTRICTED	500.
Total from continuation sheets				

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM K-1 - CHESAPEAKE GRANITE	211.	0.	211.
FROM K-1 - KINDER MORGAN	63.	0.	63.
MORGAN STANLEY	51,024.	630.	50,394.
TOTAL TO FM 990-PF, PART I, LN 4	51,298.	630.	50,668.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KINDER MORGAN- PASSIVE ACTIVITY LOSS	-2,864.	0.	
CHESAPEAKE GRANITE	180.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-2,684.	0.	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	2,500.	1,250.		1,250.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,250.		1,250.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
MANAGEMENT FEES	18,827.	18,827.		0.	
TO FORM 990-PF, PG 1, LN 16C	18,827.	18,827.		0.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FEDERAL EXCISE TAX ON UNDISTRIBUTED INCOME	375.	0.		0.	
FOREIGN TAX	136.	136.		0.	
FEDERAL EXCISE TAX ON NET INVESTMENT INCOME	609.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	1,120.	136.		0.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
ABBOTT LABORATORIES	5,952.	9,230.		
AIR PRODUCTS & CHEM	24,998.	56,524.		
APPLE INC	22,198.	66,417.		
C R BARD INC	21,157.	24,840.		
CATERPILLAR INC	20,580.	42,335.		
CISCO SYSTEMS	12,140.	20,920.		
CLEAN HARBORS	15,311.	34,182.		
COCA COLA CO	26,524.	42,330.		
COLGATE PALMOLIVE	23,199.	59,705.		
DEERE & CO	18,283.	31,255.		
DIAGEO PLC SPSC ADR	32,266.	61,100.		
WALTM DISNEY	21,669.	62,840.		
DUKE ENERGY	36,333.	50,083.		
EXXON MOBIL	43,117.	66,743.		
FLOWERVE CORP	29,160.	79,060.		
FMC CORP NEW	19,581.	42,490.		
FREEMPORT MCMORAN	13,564.	24,344.		

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.	175,492.
JOHNSON & JOHNSON	29,920.	42,615.
JP MORGAN CHASE & CO	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.

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

1,494,673.

2,448,491.

FORM 990-PF	OTHER ASSETS		STATEMENT	7
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ACCRUED DIVIDENDS	3,280.	4,473.	4,473.	
ACCRUED INTEREST	426.	0.	0.	
PREPAID FEDERAL TAX	0.	1,311.	1,311.	
TOTAL TO FORM 990-PF, PART II, LINE 15	3,706.	5,784.	5,784.	

FORM 990-PF	OTHER LIABILITIES		STATEMENT	8
DESCRIPTION	BOY AMOUNT	EOY AMOUNT		
BANK OVERDRAFT	4,044.	0.		
DUE TO MORGAN STANLEY	0.	3,262.		
ACCRUED FEDERAL EXCISE TAX	0.	375.		
TOTAL TO FORM 990-PF, PART II, LINE 22	4,044.	3,637.		

FORM 990-PF	EXPLANATION CONCERNING PART VII-A, LINE 8B	STATEMENT	9
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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.