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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 06-01-2012 , and ending 05-31-2013

Name of foundation
THE WAITE & GENEVIEVE PHILLIPS FDN

Number and street (or P O box number if mail is not delivered to street address) Room/suite
PO BOX 5726

City or town, state, and ZIP code
SANTA FE, NM 875025726

A Employer identification number
85-0335071

B Telephone number (see instructions)
(505) 983-4592

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 11,958,440

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	2,265	2,265	2,265	
	4	Dividends and interest from securities.	423,056	423,056	423,056	
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	656,414			
	b	Gross sales price for all assets on line 6a 4,207,434				
	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) (attach schedule)				
	11	Other income (attach schedule)	3,513	3,513	3,513	
	12	**Total.** Add lines 1 through 11	1,085,248	428,834	428,834	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	94,325	11,981	27,399	54,945
	14	Other employee salaries and wages	26,025	12,776	10,599	2,650
	15	Pension plans, employee benefits	42,542	15,008	14,132	13,402
	16a	Legal fees (attach schedule).	1,141		1,141	
	b	Accounting fees (attach schedule).	3,607		3,607	
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	13,034	1,894	6,734	4,406
	19	Depreciation (attach schedule) and depletion . . .	7,813		7,813	
	20	Occupancy	17,139	4,383	4,822	7,934
	21	Travel, conferences, and meetings	6,795		4,552	2,243
	22	Printing and publications				
	23	Other expenses (attach schedule).	6,081	3,438	999	1,644
	24	**Total operating and administrative expenses.** Add lines 13 through 23	218,502	49,480	81,798	87,224
	25	Contributions, gifts, grants paid.	481,100			481,100
	26	**Total expenses and disbursements.** Add lines 24 and 25	699,602	49,480	81,798	568,324
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	385,646			
	b	**Net investment income** (if negative, enter -0-)		379,354		
	c	**Adjusted net income** (if negative, enter -0-) . . .			347,036	

For Paperwork Reduction Act Notice, see instructions. Cat No 11289X Form **990-PF** (2012)

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1	Cash—non-interest-bearing	161,411	44,138	44,138
	2	Savings and temporary cash investments	1,134,633	1,414,069	1,406,140
	3	Accounts receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	4	Pledges receivable ▶ ______ Less allowance for doubtful accounts ▶ ______			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ ______ Less allowance for doubtful accounts ▶ ______			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	8,390	4,697	4,697
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	5,694,406	4,982,125	6,298,409
	c	Investments—corporate bonds (attach schedule)	1,000,020	600,012	580,920
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	1,928,365	3,275,993	3,293,492
	14	Land, buildings, and equipment basis ▶ 310,962 Less accumulated depreciation (attach schedule) ▶ 189,617	129,158	121,345	327,533
	15	Other assets (describe ▶ ______)	3,111	3,111	3,111
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,059,494	10,445,490	11,958,440
Liabilities	17	Accounts payable and accrued expenses	2,662	3,023	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ______)	7	3	
	23	**Total liabilities** (add lines 17 through 22)	2,669	3,026	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	6,266,409	6,266,409	
	29	Retained earnings, accumulated income, endowment, or other funds	3,790,416	4,176,055	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,056,825	10,442,464	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,059,494	10,445,490	

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	10,056,825
2	Enter amount from Part I, line 27a	2	385,646
3	Other increases not included in line 2 (itemize) ▶ ______	3	-7
4	Add lines 1, 2, and 3	4	10,442,464
5	Decreases not included in line 2 (itemize) ▶ ______	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	10,442,464

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				

	(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				
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(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	
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2**

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 . . . . } **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☐ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (col (b) divided by col (c))
2011	491,997	10,829,494	0 045431
2010	553,102	10,967,566	0 050431
2009	549,059	10,598,976	0 051803
2008	458,866	10,252,858	0 044755
2007	509,757	12,100,828	0 042126

2	**Total** of line 1, column (d).	**2**	0 234546
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	**3**	0 046909
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	**4**	11,183,596
5	Multiply line 4 by line 3.	**5**	524,611
6	Enter 1% of net investment income (1% of Part I, line 27b).	**6**	3,794
7	Add lines 5 and 6.	**7**	528,405
8	Enter qualifying distributions from Part XII, line 4.	**8**	568,324

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ____________ **(attach copy of letter if necessary–see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b			**1**	3,794
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**	3,794
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			**4**	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			**5**	3,794
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	**6a**	5,867		
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**	5,867
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached			**8**	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			**9**	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			**10**	2,073
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	2,073	**Refunded** ▶	**11**	

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?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ____________ **(2)** On foundation managers ▶ $ ____________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ____________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	**2**		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	**5**		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● 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?	**6**	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶NM			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	**11**		**No**
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	**12**		**No**
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	**13**	**Yes**	

Website address ▶N/A

14 The books are in care of ▶THE WAITE & GENEVIEVE PHILLIPS FDN Telephone no ▶(505) 983-4592

Located at ▶525 E PALACE SANTA FE NM ZIP +4 ▶875012046

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**

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	**16**		**No**

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	**No**
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ **Yes** ☑ **No**			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. . . . . ☐ **Yes** ☑ **No**			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ **Yes** ☑ **No**			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ **Yes** ☐ **No**			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. . . . . ☐ **Yes** ☑ **No**			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). . . . . ☐ **Yes** ☑ **No**			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . .	**1b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here. . . . . ▶ ☐			
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**		**No**
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?. . . . . ☐ **Yes** ☑ **No** If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	**2b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. . . . . ☐ **Yes** ☑ **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**		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4a**		**No**
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	**4b**		**No**

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ **Yes** ☑ **No**

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ **Yes** ☑ **No**

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ **Yes** ☑ **No**

(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ **Yes** ☑ **No**

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ **Yes** ☑ **No**

b If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **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? ☐ **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** **No**

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ **Yes** ☑ **No**

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
See Additional Data Table				

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

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

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

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

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
a	Average monthly fair market value of securities.			1a	9,625,906
b	Average of monthly cash balances.			1b	1,599,651
c	Fair market value of all other assets (see instructions).			1c	128,348
d	**Total** (add lines 1a, b, and c).			1d	11,353,905
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e			
2	Acquisition indebtedness applicable to line 1 assets.			2	
3	Subtract line 2 from line 1d.			3	11,353,905
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	170,309
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	11,183,596
6	**Minimum investment return.** Enter 5% of line 5.			6	559,180

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	559,180
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	3,794		
b	Income tax for 2012 (This does not include the tax from Part VI).	2b			
c	Add lines 2a and 2b.			2c	3,794
3	Distributable amount before adjustments Subtract line 2c from line 1.			3	555,386
4	Recoveries of amounts treated as qualifying distributions.			4	
5	Add lines 3 and 4.			5	555,386
6	Deduction from distributable amount (see instructions).			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.			7	555,386

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	568,324
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	568,324
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	3,794
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	564,530

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					555,386
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				3,760	
b Total for prior years 20___ , 20___ , 20___					
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.					
c From 2009.					
d From 2010.					
e From 2011.					
f **Total** of lines 3a through e.					
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 568,324					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required—see instructions).					
c Treated as distributions out of corpus (Election required—see instructions).					
d Applied to 2012 distributable amount.					555,386
e Remaining amount distributed out of corpus		12,938			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		12,938			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				3,760	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		12,938			
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. . . .	12,938				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. . . . . . . ▶

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

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

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

1 Information Regarding Foundation Managers:

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

ALL ASSETS RECEIVED DIRECTLY OR IND

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

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

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

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

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

c Any submission deadlines

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

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE VARIOUS VARIOUS,TX 79101		GOOD	GENERAL USE	481,100
Total . . . . ▶ **3a**				481,100
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	2,265	
4 Dividends and interest from securities. . . .			14	423,056	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	656,414	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue **a**					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				1,081,735	

13 Total. Add line 12, columns (b), (d), and (e). **13** 1,081,735

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	**1a(1)**		**No**
	(2) Other assets	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets	**1b(3)**		**No**
	(4) Reimbursement arrangements	**1b(4)**		**No**
	(5) Loans or loan guarantees	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1c**		**No**

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

****** | 2013-05-10 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
J SCOTT BROSIER	J SCOTT BROSIER			

Firm's name ▶ BROSIER AND BUCHANAN PARTNERS

Firm's EIN ▶

Firm's address ▶ PO BOX 9398
AMARILLO, TX 79105

Phone no (806) 376-4279

Form 990PF Part VIII Line 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
ELLIOTT W PHILLIPS 1615 S BRYAN PLACE 2 AMARILLO,TX 79102	CHAIRMAN EMERITUS 7 00	5,180	4,908	0
JULIE PHILLIPS PUCKETT 2810 S BONHAM AMARILLO,TX 79109	CHAIRMAN-PRESIDENT 20 00	62,605	8,783	0
TOM COKER 2389 US HWY 283 SOUTH SEYMOUR,TX 76380	DIRECTOR 3 00	4,180	2,903	0
CONNIE J WOOTTON 5476 WHITE FENCE ROAD CANYON,TX 79015	SR VICE-PRES/SEC-TRE 3 00	10,000	2,906	0
DOUGLAS CLAY HOLCOMB 620 TAYLOR ST SUITE 302 AMARILLO,TX 79101	VICE-PRESIDENT 3 00	8,360	9,292	0
LELA PHILLIPS PUCKETT 2804 S TRAVIS AMARILLO,TX 79109	DIRECTOR 3 00	4,000	0	0

TY 2012 Accounting Fees Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BROSIER & BUCHANAN PTRS ACCOUNTING	3,607			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN
EIN: 85-0335071

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
200,000 UNITS CREDIT SUISSE MEDIUM TS INDEX AND THE RUSSELL 2000 INDEX	2012-08	Purchased	2013-01		200,000	200,000	Cost			
2,300 SHS AT&T INC COM	2004-06	Purchased	2013-04		84,003	45,224	Cost		38,779	
200 SHS COCA COLA COMPANY	2009-06	Purchased	2013-04		8,404	5,018	Cost		3,386	
200 SHS COCA COLA COMPANY	2009-06	Purchased	2013-04		8,404	5,018	Cost		3,386	
1,000 SHS COCA COLA COMPANY	2009-06	Purchased	2013-04		42,019	25,090	Cost		16,929	
200 SHS COCA COLA COMPANY	2009-06	Purchased	2013-04		8,404	5,018	Cost		3,386	
200 SHS COCA COLA COMPANY	2009-06	Purchased	2013-04		8,404	5,018	Cost		3,386	
200 SHS COCA COLA COMPANY	2009-06	Purchased	2013-04		8,404	5,018	Cost		3,386	
200 SHS COCA COLA COMPANY	2009-06	Purchased	2013-04		8,404	5,018	Cost		3,386	
200 SHS COCA COLA COMPANY	2009-06	Purchased	2013-04		8,404	5,018	Cost		3,386	
2,000 SHS GENERAL MILLS INC CO	1998-11	Purchased	2013-04		98,591	36,664	Cost		61,927	
1,400 SHS JOHNSON & JOHNSON CO	1989-05	Purchased	2013-04		117,791	8,778	Cost		109,013	
100 SHS JOHNSON & JOHNSON CO	2009-06	Purchased	2013-04		8,414	5,692	Cost		2,722	
1,200 SHS MERCK & CO INC NEW	1994-04	Purchased	2013-04		57,350	16,626	Cost		40,724	
1,000 SHS MERCK & CO INC NEW	2009-06	Purchased	2013-04		47,791	28,032	Cost		19,759	
100 SHS MERCK & CO INC NEW	2009-06	Purchased	2013-04		4,779	2,804	Cost		1,975	
100 SHS MERCK & CO INC NEW	2009-06	Purchased	2013-04		4,779	2,804	Cost		1,975	
100 SHS MERCK & CO INC NEW	2009-06	Purchased	2013-04		4,779	2,804	Cost		1,975	
100 SHS MERCK & CO INC NEW	2009-06	Purchased	2013-04		4,779	2,804	Cost		1,975	
100 SHS MERCK & CO INC NEW	2009-06	Purchased	2013-04		4,779	2,804	Cost		1,975	
100 SHS MERCK & CO INC NEW	2009-06	Purchased	2013-04		4,779	2,804	Cost		1,975	
800 UNITS HARRIS CAP PFD EXCH 5% CALLABLE	2007-04	Purchased	2013-04		20,000	20,398	Cost		-398	
2,000 UNITS HARRIS CAP PFD EXCH 5% CALLABLE	2007-04	Purchased	2013-04		50,000	50,987	Cost		-987	
400 UNITS HARRIS CAP PFD EXCH 5% CALLABLE	2007-04	Purchased	2013-04		10,000	10,197	Cost		-197	
200 UNITS HARRIS CAP PFD EXCH 5% CALLABLE	2007-04	Purchased	2013-04		5,000	5,099	Cost		-99	
1,600 UNITS HARRIS CAP PFD EXCH 5% CALLABLE	2007-04	Purchased	2013-04		40,000	40,789	Cost		-789	
19,000 UNITS AMERICAN RLTY CAP PP M	2012-03	Purchased	2013-05		308,121	200,000	Cost		108,121	
5,000 UNITS HEALTHCARE TR AMER I	2011-02	Purchased	2013-05		61,897	50,000	Cost		11,897	
5,000 UNITS HEALTHCARE TR AMER I	2011-02	Purchased	2013-05		61,897	50,000	Cost		11,897	
3,500 SHS HEINZ H J COMPANY	2000-05	Purchased	2013-05		251,995	122,061	Cost		129,934	
100 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		7,200	3,953	Cost		3,247	
100 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		7,200	3,949	Cost		3,251	
100 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		7,200	3,949	Cost		3,251	
100 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		7,200	3,949	Cost		3,251	
100 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		7,200	3,949	Cost		3,251	
82 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		5,904	3,239	Cost		2,665	
190 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		13,680	7,504	Cost		6,176	
100 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		7,200	3,949	Cost		3,251	
28 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		2,016	1,106	Cost		910	
100 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		7,200	3,949	Cost		3,251	
1,500 SHS HEINZ H J COMPANY	2009-08	Purchased	2013-05		107,998	59,242	Cost		48,756	
3,000 SHS HONEYWELL INTL INC	2011-02	Purchased	2013-05		217,868	173,226	Cost		44,642	
51 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		1,275	1,275	Cost			
200 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		5,000	5,000	Cost			
500 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		12,500	12,490	Cost		10	
100 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		2,500	2,500	Cost			
100 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		2,500	2,488	Cost		12	
200 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		5,000	5,000	Cost			
300 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		7,500	7,500	Cost			
100 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		2,500	2,500	Cost			
100 UNITS BANK ONE CAP VI PFD	2009-08	Purchased	2013-05		2,500	2,500	Cost			
200,000 UNITS CREDIT SUISSE MEDIUM TERM BK NTS LINKED	2011-12	Purchased	2012-08		200,000	200,004	Cost		-4	
200,000 UNITS CREDIT SUISSE MEDIUM TERM BK NTS LKD TO	2011-11	Purchased	2012-09		200,000	200,004	Cost		-4	
200,000 UNITS CREDIT SUISSE MTN HIGH LOW CPN YIELD	2012-06	Purchased	2012-09		200,000	200,004	Cost		-4	
200,000 UNITS CREDIT SUISSE MEDIUM TERM BK NTS	2012-05	Purchased	2012-11		200,000	200,004	Cost		-4	
200,000 UNITS BNP PARIBAS US MTN NT PROGRAM LLC	2012-03	Purchased	2012-12		200,000	200,004	Cost		-4	
200,000 UNITS CREDIT SUISSE MED TRM NTS LKD PERF	2011-07	Purchased	2012-07		118,114	200,004	Cost		-81,890	
5,000 UNITS FLEET TR VIII PFD SECS 7 2%	2007-04	Purchased	2012-07		125,000	127,304	Cost		-2,304	
1,000 SHS VERIZON COMMUNICATIONS COM	2006-03	Purchased	2012-08		43,898	31,134	Cost		12,764	
4,800 SHS VERIZON COMMUNICATIONS COM	2006-03	Purchased	2012-08		210,711	149,430	Cost		61,281	
1,000 SHS VERIZON COMMUNICATIONS COM	2007-11	Purchased	2012-08		43,898	39,049	Cost		4,849	
1,500 SHS VERIZON COMMUNICATIONS COM	2007-11	Purchased	2012-08		65,847	58,569	Cost		7,278	
100 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		2,500	2,627	Cost		-127	
100 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		2,500	2,623	Cost		-123	
200 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		5,000	5,246	Cost		-246	
100 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		2,500	2,623	Cost		-123	
500 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		12,500	13,115	Cost		-615	
400 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		10,000	10,492	Cost		-492	
1,100 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		27,500	28,750	Cost		-1,250	
400 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		10,000	10,453	Cost		-453	
100 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		2,500	2,612	Cost		-112	
1,000 SHS NEXTERA ENERGY CAP HLDGS INC	2008-03	Purchased	2012-09		25,000	26,123	Cost		-1,123	
5,000 UNITS BAC CAP TR I GTD CAP SECS PFD 7 00%	2007-04	Purchased	2012-11		125,000	127,454	Cost		-2,454	
400 UNITS BAC CAP TR II GTD CAP SECS 7 00%	2006-09	Purchased	2012-11		10,000	10,228	Cost		-228	
1,000 UNITS BAC CAP TR II GTD CAP SECS 7 00%	2006-09	Purchased	2012-11		25,000	25,560	Cost		-560	
400 UNITS BAC CAP TR II GTD CAP SECS 7 00%	2006-09	Purchased	2012-11		10,000	10,224	Cost		-224	
2,200 UNITS BAC CAP TR II GTD CAP SECS 7 00%	2006-09	Purchased	2012-11		55,000	56,166	Cost		-1,166	
5,000 UNITS BAC CAP TR XII 6 875% GTD CAP SEC	2007-05	Purchased	2012-11		125,000	130,554	Cost		-5,554	
20,319 UNITS FT UNIT 2647 BICK PORT SER 4 MONTHLY	2010-11	Purchased	2012-11		158,454	199,856	Cost		-41,402	

TY 2012 Investments Corporate Bonds Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Name of Bond	End of Year Book Value	End of Year Fair Market Value
CREDIT SUISSE MEDIUM TERM BK NTS 6/12/14 B/E DTD 12/12/12	200,004	194,900
CREDIT SUISSE MTN HIGH/LOW CPN CLB YLD 4/23/14 B/E DTD 10/23/12	200,004	195,460
CREDIT SUISSE MEDIUM TERM BK NTS 3/27/18 B/E DTD 3/27/13	200,004	190,560

TY 2012 Investments Corporate Stock Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Name of Stock	End of Year Book Value	End of Year Fair Market Value
4400 SHS AFLAC INC COM	205,194	245,036
6600 SHS AT&T	177,044	230,934
600 SHS APPLE INC COM	307,003	269,841
2500 SHS CATERPILLAR INC COM	208,923	214,500
2900 SHS CHEVRON TEXACO	205,531	355,975
8000 SHS COCA COLA	240,196	319,920
6000 SHS CONOCO PHILLIPS	235,820	368,040
2200 SHS CUMMINS INC	206,995	263,186
3700 SHS EXXON MOBIL	219,209	334,739
7000 SHS GENERAL MILLS	168,415	329,560
5000 SHS JOHNSON & JOHNSON	298,711	420,900
4000 SHS KELLOGG CO	254,843	248,200
2100 SHS MCDONALD CORP	204,084	202,797
9000 SHS MERCK & CO	295,213	420,300
4000 NATIONAL OILWELL VARCO INC	262,450	281,200
3000 SHS NORFOLK SOUTHERN CORP	199,086	229,770
9000 SHS PFIZER INC COM	201,518	245,070
3000 SHS PHILLIPS 66 COM	70,082	199,710
2900 SHS PROCTOR & GAMBLE	156,945	222,604
4000 SHS WASTE MANAGEMENT	153,074	167,720
1590 SHS AXIS CAPITAL HOLDINGS	40,625	40,227
5000 SHS ASSURED GTY MUN HLDGS	125,654	124,550
4000 SHS ENTERGY MISS 1ST	101,545	102,760
5000 SHS MERRILL LYNCH CAP V	129,351	127,450
5000 SHS MORGAN STANLEY CAP TR VI CAP	128,754	126,300
8000 SHS NAT WEST ADR	185,860	207,120

TY 2012 Investments - Other Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
10000 HEALTHCARE TRUST OF AMERICA		100,000	114,900
20000 UNITS CARTER VALIDUS MISSION CRITICAL REIT		288,790	300,000
10000 UNITS UNITED DEVELOPMENT FUNDING IV		300,000	300,000
20000 UNITS AMERICAN REALTY CAPITAL TRUST III REIT		189,118	200,000
20000 UNITS KBS REIT III		289,381	300,000
20000 UNITS PHILLIPS EDISON-ARC		186,902	200,000
20199 UNITS FT UNIT 3440 GLOBAL EQUITY INC CLOSED		200,003	195,930
18519 UNITS FS INVESTMENT CORP		200,000	200,000
19804 UNITS FS INVESTMENT CORP 2		202,000	207,941
30000 UNITS SIERRA INCOME CORP		300,000	312,000
20000 UNITS FT UNIT 3702 BICK PORT SER 8 SEMI		208,370	202,600
20184 UNITS FT UNIT 3857 GLOBAL BD INCOME		199,018	178,023
19350 UNITS FT UNIT 3872 DIVERSIFIED HIGH		206,422	200,273
19145 UNITS FT UNIT 3904 HIGH YIELD INCOME CLOSED		200,010	187,812
20750 UNITS FT UNIT 4123 HIGH YIELD INCOME CLOSED		205,979	194,013

TY 2012 Land, Etc. Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
OFFICE BUILDING SITE	55,370		55,370	
OFFICE BUILDING	245,906	180,106	65,800	
OFFICE FURNITURE & EQUIPMENT	9,686	9,511	175	

TY 2012 Other Assets Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
STATE PAYROLL TAX BOND	3,111	3,111	3,111

TY 2012 Other Assets Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
STATE PAYROLL TAX BOND	3,111	3,111	3,111

TY 2012 Other Assets Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
STATE PAYROLL TAX BOND	3,111	3,111	3,111

TY 2012 Other Expenses Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PROFESSIONAL MEMBERSHIPS	2,529	2,529		
DIRECTORS AND OFFICERS LIAB INS	1,575	403	443	729
OFFICE EXP, POSTAGE & MISC	1,220	312	343	565
WORKERS COMP PREMIUM	757	194	213	350

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TY 2012 Other Income Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
REIMBURSEMENT			
CLASS ACTION SETTLEMENT	3,513	3,513	3,513

TY 2012 Other Increases Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Description	Amount
ROUNDING	-7

TY 2012 Taxes Schedule

Name: THE WAITE & GENEVIEVE PHILLIPS FDN

EIN: 85-0335071

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX FOR THE YEAR ENDED MAY 31, 2012	3,793		3,793	
PAYROLL EXPENSES	9,241	1,894	2,941	4,406

The Waite and Genevieve Phillips Foundation
Gifts for FYE 5/31/2013

Grantee	Address 1	City	State	ZIP	Gift 12/13
Amarillo Area CASA	P.O. Box 691	Amarillo	TX	79105	15,000
Amarillo College Foundation	P.O. Box 447	Amarillo	TX	79178-0001	1,000
Amarillo Habitat for Humanity	2700 S. Wilson	Amarillo	TX	79103	10,000
Amarillo Museum of Art	P.O. Box 447	Amarillo	TX	79178	1,000
American Foundation for the Blind	2 Penn Plaza Ste. 1102	New York	NY	10121	5,000
Bainbridge Schools Foundation	8489 Madison Ave. NE	Bainbridge Is.	WA	98110	2,000
Boy Scouts-Golden Spread Council	401 Tascoa Rd.	Amarillo	TX	79124	5,000
Cate School	P.O. Box 5005	Carpinteria	CA	93013	16,000
Cimarron Maverick Club	c/o Steve Zimmer	Cimarron	NM	87714	35,000
Conference of SW Foundations	3102 Maple Ave. Ste.260	Dallas	TX	75201	1,000
Culver Educational Foundation	Culver Military School	Culver	IN	46511	10,000
Don and Sybil Harrington Regional Medical Center	P.O. Box 51794	Amarillo	TX	79159-1794	2,500
Harrington Discovery Center	1200 Streit Dr.	Amarillo	TX	79106	10,000
Haven Health Clinics	1501 S. Taylor	Amarillo	TX	79101-4307	18,000
High Plains Food Bank	P.O. Box 31803	Amarillo	TX	79120-1803	20,000
Juvenile Diabetes Research Foundation	3611 Soncy Rd. Ste 6-A	Amarillo	TX	79119	2,500
KACV-TV	P.O. Box 447	Amarillo	TX	79178	5,000
KNME-TV	1130 University Blvd. NE	Albuquerque	NM	87102-1798	1,000
Lone Star Ballet	3218 Hobbs Road	Amarillo	TX	79109	2,500
Menlo College	1000 El Camino Real	Atherton	CA	94027-4301	1,000
Music From Angel Fire	P.O. Box 502	Angel Fire	NM	87710	6,000
National Association of Episcopal Schools	815 Second Ave. Ste.819	New York	NY	10017	5,000
National Multiple Sclerosis Society/Panhandle Chapter	P.O. Box 30489	Amarillo	TX	79120-0489	5,000
New Mexico Museum of Natural History Foundation	P.O. Box 25446	Albuquerque	NM	87125-5446	15,000
Opportunity School	1100 S. Harrison	Amarillo	TX	79101	10,000
Panhandle Plains Historical Museum	P.O. Box 60967	Canyon	TX	79016	11,000
Philbrook Museum of Art	P.O. Box 52510	Tulsa	OK	74152-9905	155,300
Philmont Scout Ranch	17 Deer Run Rd.	Cimarron	NM	87714	300
Philmont Staff Association	17 Deer Run Rd.	Cimarron	NM	87714	1,000
Presbyterian Home for Children	3400 South Bowie	Amarillo	TX	79109	5,000
Salvation Army	P.O. Box 2490	Amarillo	TX	79105	10,000
Second Chance Foundation	1600 Wallace Blvd.	Amarillo	TX	79106	500
Seymour Hospital Fndtn.	200 Stadium Drive	Seymour	TX	76380	20,000
St. Andrews Episcopal School	1515 S. Georgia	Amarillo	TX	79102	56,000
Swan School	2345 Kuhn St.	Port Townsend	WA	98368	1,000
Texas Tech University Health Sciences Center	1400 S. Coulter	Amarillo	TX	79106	2,500
University of Texas Fndtn./M.D. Anderson Cancer Center	P.O. Box 250	Austin	TX	78767-0250	5,000
West Texas A & M University Fndtn.	WTAMU Box 5533	Canyon	TX	79016-0001	10,000
TOTAL GIFTS FYE 5/31/2013					461,100