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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn 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 JUL 1, 2012, and ending JUN 30, 2013

Name of foundation A.P. PHILLIPS FOUNDATION, INC.		A Employer identification number 59-6165157
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 560126	Room/suite	B Telephone number 407-841-1200
City or town, state, and ZIP code ORLANDO, FL 32856-0126		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 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 foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,028,920.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		39.	39.		STATEMENT 1
4 Dividends and interest from securities		111,432.	111,432.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		55,989.			
b Gross sales price for all assets on line 6a		954,368.			
7 Capital gain net income (from Part IV, line 2)			55,989.		
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		32,149.	32,149.		STATEMENT 3
12 Total. Add lines 1 through 11		199,609.	199,609.		
13 Compensation of officers, directors, trustees, etc.		91,910.	59,741.		32,169.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		6,445.	4,189.		2,256.
c Other professional fees STMT 5		20,365.	20,365.		0.
17 Interest					
18 Taxes STMT 6		5,776.	3,762.		2,014.
19 Depreciation and depletion		175.	0.		
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		1,184.	824.		360.
24 Total operating and administrative expenses. Add lines 13 through 23		125,855.	88,881.		36,799.
25 Contributions, gifts, grants paid		143,837.			143,837.
26 Total expenses and disbursements. Add lines 24 and 25		269,692.	88,881.		180,636.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<70,083.>			
b Net investment income (if negative, enter -0-)			110,728.		
c Adjusted net income (if negative, enter -0-)				N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

SCANNED FEB 24 2014
Revenue

Operating and Administrative Expenses

30-14 1

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			13,317.	17,496.	17,496.
	2 Savings and temporary cash investments			47,334.	44,739.	44,739.
	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	STMT 8	8,369.	5,184.	5,651.	
	b Investments - corporate stock	STMT 9	2,565,492.	2,501,267.	2,579,358.	
	c Investments - corporate bonds	STMT 10	149,938.	149,938.	157,246.	
Liabilities	11 Investments - land, buildings, and equipment basis					
	Less: accumulated depreciation					
	12 Investments - mortgage loans	STMT 11	226,807.	224,430.	224,430.	
	13 Investments - other					
	14 Land, buildings, and equipment basis	1,612.				
	Less: accumulated depreciation	STMT 12	1,612.	175.	0.	0.
	15 Other assets (describe)					
	16 Total assets (to be completed by all filers)		3,011,432.	2,943,054.	3,028,920.	
	17 Accounts payable and accrued expenses					
	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 13)	2,382.	4,087.		
23 Total liabilities (add lines 17 through 22)		2,382.	4,087.			
Foundations that follow SFAS 117, check here ☐	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ☒					
	27 Capital stock, trust principal, or current funds		0.	0.		
	28 Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.		
	29 Retained earnings, accumulated income, endowment, or other funds		3,009,050.	2,938,967.		
	30 Total net assets or fund balances		3,009,050.	2,938,967.		
31 Total liabilities and net assets/fund balances		3,011,432.	2,943,054.			

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	3,009,050.
2 Enter amount from Part I, line 27a	2	<70,083.>
3 Other increases not included in line 2 (itemize)	3	0.
4 Add lines 1, 2, and 3	4	2,938,967.
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	2,938,967.

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	P		
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 946,769.		898,379.	48,390.
b 7,599.			7,599.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			48,390.
b			7,599.
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	55,989.
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	195,850.	3,030,746.	.064621
2010	113,032.	3,200,562.	.035316
2009	150,735.	3,015,927.	.049980
2008	293,267.	2,789,439.	.105135
2007	356,653.	3,972,099.	.089790

2 Total of line 1, column (d).	2	.344842
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	.068968
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,073,061.
5 Multiply line 4 by line 3	5	211,943.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,107.
7 Add lines 5 and 6	7	213,050.
8 Enter qualifying distributions from Part XII, line 4	8	180,636.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,215.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	2,215.
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	2,215.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,543.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,680.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	5,223.	
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	3,008.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 3,008. Refunded ☐	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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) ☐ FL		
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

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 ► <u>BAKER, HYATT, HOMRICH & ZOKVIC, P.A.</u> Telephone no ► <u>407-425-5200</u> Located at ► <u>2203 EAST MICHIGAN STREET, ORLANDO, FL</u> ZIP+4 ► <u>32806</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
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? ☐ Yes ☒ No If "Yes," list the years ►		
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.) N/A	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 ►		
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.) N/A	3b	
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

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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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

N/A

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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
CARLA W. ADAMS 3021 GREENMOUNT ROAD ORLANDO, FL 32806	PRESIDENT 35.00	76,910.	0.	0.
THOMAS L. ADAMS 3021 GREENMOUNT ROAD ORLANDO, FL 32806	TREASURER 4.00	5,000.	0.	0.
HARVEY H. HARPER, IV 3337 FLORENE DR. ORLANDO, FL 32806	VICE-PRESIDENT 4.00	5,000.	0.	0.
KIMBERLY M HARPER 3337 FLORENE DR. ORLANDO, FL 32806	SECRETARY 4.00	5,000.	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

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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	2,827,425.
b	Average of monthly cash balances	1b	66,883.
c	Fair market value of all other assets	1c	225,551.
d	Total (add lines 1a, b, and c)	1d	3,119,859.
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	3,119,859.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	46,798.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,073,061.
6	Minimum investment return. Enter 5% of line 5	6	153,653.

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	153,653.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,215.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,215.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	151,438.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	151,438.
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	151,438.

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	180,636.
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	180,636.
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	180,636.

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				151,438.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years.		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	26,884.			
b From 2008	156,131.			
c From 2009	3,151.			
d From 2010				
e From 2011	46,410.			
f Total of lines 3a through e	232,576.			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$	180,636.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				151,438.
e Remaining amount distributed out of corpus	29,198.			
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:	261,774.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	26,884.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	234,890.			
10 Analysis of line 9:				
a Excess from 2008	156,131.			
b Excess from 2009	3,151.			
c Excess from 2010				
d Excess from 2011	46,410.			
e Excess from 2012	29,198.			

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

N/A

- 1 a** 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 foundation is a private operating foundation described in section

☐ 4942(i)(3) or ☐ 4942(i)(5)

- 2 a** 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(i)(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 foundation 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))

NONE

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 or e-mail of the person to whom applications should be addressed

SEE STATEMENT 14

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				
BREAD OF LIFE FELLOWSHIP, INC. PO BOX 770451 WINTER GARDEN, FL 34777	NONE	501(C)(3)	TO SUPPORT FOOD PANTRY AND FAMILIES IN NEED	5,000.
BOY SCOUTS OF AMERICA, CENTRAL FL COUNCIL 1951 S ORANGE BLOSSOM TRAIL SUITE 102 APOPKA, FL 32703	NONE	501(C)(3)	TO SUPPORT EDUCATIONAL/YOUTH ENRICHMENT PROGRAMS	4,000.
FALLIN PINES CRITTER RESCUE, INC. 23643 CHRISTMAS CEMETERY RD CHRISTMAS, FL 32709	NONE	501(C)(3)	TO BENEFIT TREATMENT & SUPPORT OF HANDICAPPED OR DISPLACED EXOTICS, FARM ANIMALS AND REPTILES.	5,800.
FREEDOM RIDE INC 1905 LEE ROAD ORLANDO, FL 32810	NONE	501(C)(3)	TO SUPPORT THERAPEUTIC HORSEBACK RIDING PROGRAM FOR INDIVIDUALS WITH DISABILITIES	12,000.
GIRL SCOUTS OF CITRUS COUNCIL, INC. 341 N MILLS AVE ORLANDO, FL 32804	NONE	501(C)(3)	FOR THE BENEFIT OF 'GIRL SCOUT HOUSE' & DAY CAMP EXPERIENCE FOR GIRL SCOUTS	10,000.
Total	SEE CONTINUATION SHEET(S)			143,837.
b Approved for future payment				
NONE				
Total				0.

Part XVII

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

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

[illegible]

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

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**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) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

2-6-2014
Date

PRESIDENT
Title

May the IRS discuss this return with the preparer shown below (see Instr)?

☒ X	Yes	☐	No
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**Paid
Preparer
Use Only**

Print/Type preparer's name
WILLIAM J. HYATT,
CPA

Preparer's signature
WILLIAM J. HYATT

Date
2/06/14

Check ☐
self-employed

PTIN

P00597048

Firm's name ▶ BAKER, HYATT, HOMRICH & ZOKVIC, P.A.

Firm's EIN ► 59-3096580

Firm's address ► 2203 EAST MICHIGAN STREET
ORLANDO, FL 32806-4944

Phone no (407) 425-5200

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
HARBOR HOUSE OF CENTRAL FLORIDA INC. PO BOX 680748 ORLANDO, FL 32868	NONE	501(C)(3)	FOR THE BENEFIT OF DOMESTIC ABUSE VICTIMS	5,308.
KIWANIS CLUB OF NORTH ORLANDO, INC. PO BOX 641 ORLANDO, FL 32802	NONE	501(C)(3)	FOR THE BENEFIT OF COMMUNITY DEVELOPMENT/YOUTH ATHLETICS	2,000.
PERSHING ELEMENTARY SCHOOL PTA 1800 PERSHING AVE ORLANDO, FL 32806	NONE	501(C)(3)	FOR THE BENEFIT OF ANY AND ALL STUDENTS AT PERSHING ELEMENTARY SCHOOL	12,729.
RUSSELL HOME FOR ATYPICAL CHILDREN INC 510 HOLDEN AVE ORLANDO, FL 32839	NONE	501(C)(3)	FOR THE BENEFIT OF SPECIAL NEEDS CHILDREN	35,000.
SERVANTS HEART INTERNATIONAL MINISTRY, INC. 925 ANDY ST ORLANDO, FL 32809	NONE	501(C)(3)	TO SUPPORT FOOD PANTRY AND SERVING SINGLE MOMS AND THEIR CHILDREN	5,000.
SOUTH ORLANDO SOCCER CLUB, INC 4409 HOFFNER AVE, #122 ORLANDO, FL 32812	NONE	501(C)(3)	FOR THE BENEFIT OF YOUTH ATHLETICS	2,000.
UNIVERSITY OF FL FOUNDATION, INC. P.O. BOX 118400 GAINESVILLE, FL 32611	NONE	501(C)(3)	FOR THE BENEFIT OF STUDENTS AT THE UNIVERSITY OF FLORIDA	25,000.
CF BAMBINO BUDDY BALL, INC 846 BAY BRIDGE LANE ALTAMONTE SPRINGS, FL 32714	NONE	501(C)(3)	BASEBALL PROGRAM THAT SERVES SPECIAL NEEDS PLAYERS.	5,000.
PRIMROSE CENTER INC 2733 S FERNCREEK AVE ORLANDO, FL 32806	NONE	501(C)(3)	PROGRAM OFFERS HANDS-ON TRAINING AND SUPPORT TO ADULTS WITH DEVELOPMENTAL DISABILITIES	5,000.
THE BOONE SPORTS LEGACY BOARD, INC 200 S MILLS AVENUE ORLANDO, FL 32806	NONE	501(C)(3)	FOR THE BENEFIT OF STUDENT ATHLETES AT BOONE HIGH SCHOOL	5,000.
Total from continuation sheets				107,037.

3 Grants and Contributions Paid During the Year (Continuation)

[illegible]

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST - M&S BANK	4.
INTEREST - WELLS FARGO ADVISORS ACCTS MM FUNDS	35.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	39.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS - WELLS FARGO ADVISORS ACCTS	90,998.	0.	90,998.
DIVIDENDS - WELLS FARGO ADVISORS ACCTS	7,599.	7,599.	0.
INTEREST - GMNA SECURITIES	347.	0.	347.
INTEREST - WELLS FARGO ADVISORS ACCTS	20,087.	0.	20,087.
TOTAL TO FM 990-PF, PART I, LN 4	119,031.	7,599.	111,432.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST - MORTGAGE LOANS BLACKSTONE GROUP LP	31,529. 620.	31,529. 620.	
TOTAL TO FORM 990-PF, PART I, LINE 11	32,149.	32,149.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	6,445.	4,189.		2,256.
TO FORM 990-PF, PG 1, LN 16B	6,445.	4,189.		2,256.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISOR FEES	20,365.	20,365.		0.
TO FORM 990-PF, PG 1, LN 16C	20,365.	20,365.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	5,755.	3,741.		2,014.
FOREIGN TAX PAID	21.	21.		0.
TO FORM 990-PF, PG 1, LN 18	5,776.	3,762.		2,014.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	95.	95.		0.
OFFICE SUPPLIES	1,028.	668.		360.
TAXES & LICENSES	61.	61.		0.
TO FORM 990-PF, PG 1, LN 23	1,184.	824.		360.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-US/STATE GOV OBLIGATIONS; SCHEDULE 1	X		5,184.	5,651.
TOTAL U.S. GOVERNMENT OBLIGATIONS			5,184.	5,651.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,184.	5,651.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORP STOCK/UNIT INVESTMENT TRUSTS; SCHEDULE 2	2,501,267.	2,579,358.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,501,267.	2,579,358.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS-CORP BONDS; SCHEDULE 3	149,938.	157,246.
TOTAL TO FORM 990-PF, PART II, LINE 10C	149,938.	157,246.

FORM 990-PF	MORTGAGE LOANS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORTGAGE LOAN-MOOREHEAD	191,000.	191,000.
MORTGAGE LOAN-MESSEGUER	33,430.	33,430.
TOTAL TO FORM 990-PF, PART II, LINE 12	224,430.	224,430.

AP PHILLIPS FOUNDATION, INC.

59-6165157

Form 990-PF
Schedule 1

	Fiscal year ending June 30, 2012	Fiscal year ending June 30, 2013	Fiscal year ending June 30, 2013
	Book Value	Book Value	Market Value
Investments- US/State Gov Obligations			
Government/Mortgage Backed Securities			
GNMA POOL 3829	8,368.89	5,184.11	5,651.42
TOTAL US AND STATE GOV OBLIGATIONS	8,368.89	5,184.11	5,651.42

Form 990-PF
Schedule 2

	Fiscal year ending June 30, 2012	Fiscal year ending June 30, 2013	Fiscal year ending June 30, 2013
	Book Value	Book Value	Market Value
Investments- Corporate Stock			
Stocks			
Wachovia- # 1000- 8644			
Altria Group Inc	14,740.65	14,740.65	20,994.00
Bank of America	29,559.38	29,559.38	38,580.00
Barclays Bk Pref fixd cap	37,921.75	22,770.27	22,509.00
Blackstone Group LP	14,382.40	0.00	0.00
Citigroup CAP	22,725.16	0.00	0.00
Citigroup Inc	31,926.56	31,926.56	33,579.00
Conocophillips	23,016.60	23,016.60	24,200.00
Deutsche Bank 6.625%	19,186.88	19,186.88	20,024.00
General Electric Co	37,949.79	37,949.79	46,380.00
Hartford Fin Pref fixd cap	30,235.79	0.00	0.00
Herbalife	20,517.06	0.00	0.00
HSBC Holding PLC	25,282.74	25,282.74	25,360.00
ING Clarion Global	23,293.92	0.00	0.00
ING Group	45,981.49	45,981.49	49,720.00
JP Morgan Chase & Co	16,051.70	16,051.70	18,476.50
LINN Co	0.00	21,264.49	18,635.00
Merrill Lynch	65,946.14	45,419.04	49,859.58
Morgan Stanley	100,005.25	75,003.92	74,760.00
Weingarten Realty	68,218.37	0.00	0.00
Wachovia- # 3259- 7618			
Agnico-Eagle Mines LTD	24,542.37	0.00	0.00
American Capital Agency	20,247.44	23,683.09	17,349.47
Apple Inc	49,565.75	116,203.39	80,899.25
Chesapeake Energy corp	52,555.33	53,457.19	53,098.64
Horizon Tech Fin Corp	20,999.88	23,044.25	18,814.11
Lowes Co	50,406.72	0.00	0.00
Market Vector Gold	24,208.00	24,393.34	9,925.20
Newmont Mining Corp	25,807.01	0.00	0.00
Pennantpark Investment Corp	20,357.86	22,629.32	23,840.68
Sodastream Intl LTD	14,820.36	14,820.36	14,530.00
SPDR Gold Trust	24,850.90	24,850.90	16,675.40

Form 990-PF
Schedule 2

	Fiscal year ending June 30, 2011	Fiscal year ending June 30, 2012	Fiscal year ending June 30, 2012
	Book Value	Book Value	Market Value
<i>Mutual Funds</i>			
Wachovia- # 1000- 8644			
Investment Mgrs Focus Fund CI A	0.00	123,158.08	119,437.35
Calamos Growth Fund	56,666.83	0.00	0.00
Columbia Growth Fund	35,932.30	36,821.91	38,579.22
Fidelity Advisor Mid Cap	0.00	83,307.68	81,190.74
Forward FDS Tactical Growth	81,981.93	99,575.60	102,724.70
Goldman Sachs Trust	8,165.15	10,413.46	10,413.46
Hartford Mutual FDS	66,435.23	0.00	0.00
Hartford Mutual FDS	0.00	73,033.31	70,988.79
IVY FDS Inc	112,400.77	120,004.26	150,403.52
Kinetics Mut FDS	37,519.89	34,551.92	51,968.48
American FDS Inc	57,096.42	61,027.95	70,231.87
Arrow Invst	40,825.76	44,222.37	51,431.07
Oppenheimer Global Fd	148,559.85	136,094.73	152,725.87
Pimco Equity	49,553.26	55,337.72	61,229.62
Principal Invst Funds Pfd CI A	31,355.15	33,812.78	42,560.83
Third Ave Tr Value Tr	39,898.23	37,799.50	40,947.25
Thornburg Invtr Tr	103,482.12	95,190.61	100,989.99
Unified Series Trust	57,156.07	59,928.30	70,989.27
Wachovia- # 3259- 7618			
Doubleline FDS	42,529.06	44,872.79	43,968.91
Hotckis and Wiley 4/25/11	66,075.79	70,942.07	70,657.61
Artio Global Invst FDS	84,240.75	0.00	0.00
Blackrock Resources	20,720.00	22,531.38	18,176.47
Pimco High Yield FD	82,035.07	87,505.92	87,105.30
Pimco All Asset FND CI	54,194.10	78,523.78	76,126.26
PIMCO Dynamic	0.00	26,186.57	23,347.46
<i>Equity Trusts</i>			
Wachovia- # 1000- 8644			
First Trust Port LP Glb DVD	52,885.88	55,620.18	57,894.04
First Trust Port LP Target Global	0.00	102,223.26	106,177.28
First Trust Port LP 5/09/11	106,587.02	0.00	0.00
First Trust Port LP Dow Global	95,465.70	0.00	0.00
First Trust Port LP Dow Target	78,426.21	0.00	0.00
First Trust Port LP Dow Target	0.00	89,227.80	94,948.89
First Trust Port LP Target DVD	0.00	108,117.90	105,933.70
TOTAL CORPORATE STOCKS	2,565,491.79	2,501,267.18	2,579,357.78

Form 990-PF
Schedule 3

	Fiscal year ending June 30, 2011	Fiscal year ending June 30, 2012	Fiscal year ending June 30, 2012
	Book Value	Book Value	Market Value
Bonds			
Wachovia- # 1000- 8644			
Bank of America	100,000.00	100,000.00	103,512.00
GTE Florida Inc	49,937.50	49,937.50	53,734.00
TOTAL CORPORATE BONDS	149,937.50	149,937.50	157,246 00

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 12

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,046.	1,046.	0.
SOFTWARE	566.	566.	0.
TOTAL TO FM 990-PF, PART II, LN 14	1,612.	1,612.	0.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
MESSEGUER ESCROW ACCOUNT	780.	2,485.
PAYROLL TAX DUE	1,602.	1,602.
TOTAL TO FORM 990-PF, PART II, LINE 22	2,382.	4,087.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 14

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CARLA ADAMS
PO BOX 560126
ORLANDO, FL 32856

TELEPHONE NUMBER

(407)428-5121

FORM AND CONTENT OF APPLICATIONS

APPLICANT NAME, IRS 501(C)(3) (OR SIMILAR STATUS) DETERMINATION LETTER,
ORGANIZATIONS' PURPOSE AND DIRECT NEED/PLANNED USE OF FUNDS.

ANY SUBMISSION DEADLINES

MARCH 1

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONLY 501(C)(3) (OR SIMILAR NON-PROFIT STATUS) ORGANIZATIONS FOCUSED ON
EDUCATION, HEALTH AND YOUTH PROGRAMS WILL BE CONSIDERED.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No.	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	COMPUTER	05/03/08	SL	5.00		16	1,046.				1,046.	871.		175.	1,046.
2	SOFTWARE	05/28/08	SL	3.00		16	566.				566.	566.		0.	566.
	* TOTAL 990-PF PG 1 DEPR						1,612.				1,612.	1,437.		175.	1,612.