Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: KERMIT G. PHILLIPS II CHARITABLE TRUST

A Employer identification number: 04-6977585

Number and street (or P O box number if mail is not delivered to street address): FOUNDATION SOURCE 501 SILVERSIDE RD

Room/suite: 123

B Telephone number (see instructions): (800) 839-1754

City or town, state or province, country, and ZIP or foreign postal code: WILMINGTON, DE 19809-1377

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☒ Address change ☐ 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) ▶ $ 56,815,531.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ____________ (Part I, column (d) must be on cash basis)

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) (see instructions))

	Line	(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)	46,121,336.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,590.	19,590.		
	4 Dividends and interest from securities	704,570.	704,570.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	459,573.			
	b Gross sales price for all assets on line 6a 18,609,053.				
	7 Capital gain net income (from Part IV, line 2)		152,169.		
	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) ATCH 1	143,399.	3,283.		
	12 **Total** Add lines 1 through 11	47,448,468.	879,612.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages	33,750.			33,750.
	15 Pension plans, employee benefits	2,717.			2,717.
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	137,648.	127,648.		10,000.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 3	19,326.	9,526.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,213.			5,213.
	22 Printing and publications	2,675.			2,675.
	23 Other expenses (attach schedule) ATCH 4	93,520.	13,281.		66,832.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	294,849.	150,455.		121,187.
	25 Contributions, gifts, grants paid	600,000.			600,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	894,849.	150,455.		721,187.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	46,553,619.			
	b Net investment income (if negative, enter -0-)		729,157.		
	c Adjusted net income (if negative, enter -0-)				

*ATCH 2

918

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	251,395.		
2 Savings and temporary cash investments	2,810,188.	3,139,392.	3,139,392.
3 Accounts receivable ▶ 1,323.			
Less allowance for doubtful accounts ▶		1,323.	1,323.
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 instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less allowance for doubtful accounts ▶	16,589.		
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)	566,268.		
b Investments - corporate stock (attach schedule) ATCH 5	5,726,410.	31,901,262.	33,604,680.
c Investments - corporate bonds (attach schedule)			
11 Investments - land, buildings, and equipment basis ▶ 946,215.			ATCH 6
Less accumulated depreciation (attach schedule) ▶		946,215.	946,215.
12 Investments - mortgage loans		7,290,000.	7,290,000.
13 Investments - other (attach schedule) ATCH 7		12,629,688.	11,833,921.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	9,370,850.	55,907,880.	56,815,531.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)	1,886.		
23 **Total liabilities** (add lines 17 through 22)	1,886.	0	
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			
29 Retained earnings, accumulated income, endowment, or other funds	9,368,964.	55,907,880.	
30 **Total net assets or fund balances** (see instructions)	9,368,964.	55,907,880.	
31 **Total liabilities and net assets/fund balances** (see instructions)	9,370,850.	55,907,880.	

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	9,368,964.
2 Enter amount from Part I, line 27a	2	46,553,619.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	55,922,583.
5 Decreases not included in line 2 (itemize) ▶ ATCH 8	5	14,703.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	55,907,880.

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	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
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	152,169.
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	0

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))
2012	325,000.	9,485,282.	0.034264
2011	305,070.	6,512,059.	0.046847
2010	349,300.	5,295,157.	0.065966
2009	379,569.	4,670,713.	0.081266
2008	127,315.	4,246,796.	0.029979

2	Total of line 1, column (d)	2	0.258322
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	0.051664
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	44,472,423.
5	Multiply line 4 by line 3	5	2,297,623.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	7,292.
7	Add lines 5 and 6	7	2,304,915.
8	Enter qualifying distributions from Part XII, line 4	8	721,187.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	14,583.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	14,583.
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	14,583.
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 9,800.		
b	Exempt foreign organizations - tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 12,509.		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	22,309.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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	7,726.
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 7,726. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		X
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? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC,			
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	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* ATCH 9	10	X	

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

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

Website address ▶ N/A

14 The books are in care of ▶ C/O FOUNDATION SOURCE Telephone no ▶ 800-839-1754

Located at ▶ 501 SILVERSIDE ROAD, SUITE 123 WILMINGTON, DE ZIP+4 ▶ 19809-1377

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

			Yes	No
16	At any time during calendar year 2013, 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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?		1b		X
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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)		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 2013 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 2013)*		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 2013?		4b		X

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: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **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
ATCH 10		0	0	0

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 ▶

JSA
3E1460 1 000

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
ATCH 11		193,180.
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 NONE	
2	
All other program-related investments See instructions 3 NONE	
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	23,934,318.
b	Average of monthly cash balances	1b	8,277,260.
c	Fair market value of all other assets (see instructions)	1c	12,938,090.
d	**Total** (add lines 1a, b, and c)	1d	45,149,668.
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	45,149,668.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	677,245.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	44,472,423.
6	**Minimum investment return.** Enter 5% of line 5	6	2,223,621.

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	2,223,621.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	14,583.		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	57,263.		
c	Add lines 2a and 2b			2c	71,846.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,151,775.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,151,775.
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	2,151,775.

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	721,187.
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	721,187.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	721,187.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				2,151,775.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 ,20 10 ,20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 14,321.				
c From 2010 91,436.				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	105,757.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 721,187.				
a Applied to 2012, 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 2013 distributable amount				721,187.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	105,757.			105,757.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				1,324,831.
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 2008 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
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 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))

N/A

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

KEITH PHILLIPS

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 address 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*				
ATCH 12				
Total . . . . ▶ 3a				600,000.
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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19,590.	
4 Dividends and interest from securities			14	704,570.	
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	525990	307,404.	18	152,169.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 13		140,055.		3,344.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		447,459.		879,673.	

13 Total Add line 12, columns (b), (d), and (e) . . . . . 13 1,327,132.

(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)		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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

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

[signature] 11/13/14 President / Trustee

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JEFFREY D HASKELL	JEFFREY D HASKELL	11/13/2014		P01345770

Firm's name ▶ FOUNDATION SOURCE — Firm's EIN ▶ 510398347

Firm's address ▶ ONE HOLLOW LN, STE 212 LAKE SUCCESS, NY 11042 — Phone no 8008391754

JSA
3E1493 1 000

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www irs gov/form990*

OMB No 1545-0047

2013

Name of the organization	**Employer identification number**
KERMIT G. PHILLIPS II CHARITABLE TRUST	04-6977585

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization KERMIT G. PHILLIPS II CHARITABLE TRUST

Employer identification number 04-6977585

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	KERMIT G. PHILLIPS II IRREVOCABLE TRUST 220 BOY SCOUT ROAD AUGUSTA, GA 30909	$ 46,121,336.	Person [X] Payroll [ ] Noncash [X] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions)

Name of organization KERMIT G. PHILLIPS II CHARITABLE TRUST

Employer identification number 04-6977585

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	LAND - 11 ACRES - NASSAU COUNTY, FL	$ 770,000.	08/28/2013
1	LAND -(4) TRACTS, WYTHE COUNTY, VA	$ 2,155,000.	08/07/2013
1	LAND & OFFC BLDG - 2255 LEWISVILLE	$ 176,215.	08/07/2013
1	MORTGAGE REC - MARSH COVE SOMERSET, LLC	$ 5,400,000.	03/21/2013
1	51% GENERAL GREENE INVESTMENT CO INC	$ 10,168,121.	03/21/2013
		$	

Name of organization KERMIT G. PHILLIPS II CHARITABLE TRUST

Employer identification number 04-6977585

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year. (Enter this information once See instructions) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

Part I, Line 6a (990-PF) - Net Gain/(Loss) from Sales of Assets Not Included in Part IV

Name	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Book Basis	Net Gain/(Loss)
Publicly-traded Securities				$ 16,509,053	$ 16,191,797	$ 317,256
Passthrough K-1 Capital Gain/(Loss) - non UBI						$ (2,220)
Land-4 Tracts, Wythe County, VA	08/07/13	D	11/18/13	$ 2,100,000	$ 2,262,867	$ (162,867)
Total included in Part IV				$ 18,609,053	$ 18,454,664	$ 152,169
Passthrough K-1 Capital Gain/(Loss) - UBI						$ 307,404
Part I, Line 6a Total						$ 459,573

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
K-1 INC/LOSS AMERIGAS PARTNERS LP	-1,597.	54.
K-1 INC/LOSS EL PASO PIPELINE PARTNERS L	-2,403.	3.
K-1 INC/LOSS ENBRIDGE ENERGY PARTNERS LP	-10,486.	
K-1 INC/LOSS ENERGY TRANSFER EQUITY LP	-7,708.	1,221.
K-1 INC/LOSS ENERGY TRANSFER PARTNERS LP	-2,336.	565.
K-1 INC/LOSS ENTERPRISE PRODUCTS PARTNER	-30,238.	3.
K-1 INC/LOSS EQT MIDSTREAM PARTNERS LP	-287.	
K-1 INC/LOSS EV ENERGY PARTNERS, LP	-667.	24.
K-1 INC/LOSS GENERAL GREENE INVESTMENT C	274,802.	
K-1 INC/LOSS GENESIS ENERGY, L.P.	-5,672.	344.
K-1 INC/LOSS KINDER MORGAN ENERGY PARTNE	-16,354.	161.
K-1 INC/LOSS LINN ENERGY, LLC	3,489.	33.
K-1 INC/LOSS MAGELLAN MIDSTREAM PARTNERS	-2,383.	1.
K-1 INC/LOSS MARKWEST ENERGY PARTNERS L.	-15,988.	835.
K-1 INC/LOSS ONEOK PARTNERS LP	-12,742.	1.
K-1 INC/LOSS PLAINS ALL AMERICAN PIPELIN	-3,933.	18.
K-1 INC/LOSS REGENCY ENERGY PARTNERS LP	-10,039.	14.
K-1 INC/LOSS TARGA RESOURCES PARTNERS LP	-3,032.	1.
K-1 INC/LOSS WILLIAMS PARTNERS LP	-9,088.	5.
FEDERAL TAX REFUND	61.	
TOTALS	143,399.	3,283.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MANAGEMENT SERVICES	127,648.	127,648.	
PHILANTHROPIC CONSULTING SVCS	3,600.		3,600.
WEBSITE DEVELOPMENT	4,900.		4,900.
GRAPHIC DESIGN	900.		900.
PUBLIC RELATIONS	600.		600.
TOTALS	137,648.	127,648.	10,000.

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
990-PF EXCISE TAX FOR 2013	9,800.	
FOREIGN TAX	47.	47.
PROPERTY TAX	9,479.	9,479.
TOTALS	19,326.	9,526.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADMINISTRATIVE FEES	65,531.		65,531.
BANK CHARGES	11,824.	11,824.	
K-1 EXP EL PASO PIPELINE PARTN	15.		
K-1 EXP ENBRIDGE ENERGY PARTNE	123.	12.	
K-1 EXP ENERGY TRANSFER EQUITY	886.	792.	
K-1 EXP ENERGY TRANSFER PARTNE	110.	104.	
K-1 EXP ENTERPRISE PRODUCTS PA	11.		
K-1 EXP EV ENERGY PARTNERS, LP	1,591.		
K-1 EXP GENESIS ENERGY, L.P.	80.	66.	
K-1 EXP KINDER MORGAN ENERGY P	723.	70.	
K-1 EXP LINN ENERGY, LLC	10,854.		
K-1 EXP MAGELLAN MIDSTREAM PAR	6.		
K-1 EXP MARKWEST ENERGY PARTNE	8.		
K-1 EXP ONEOK PARTNERS LP	5.		
K-1 EXP PLAINS ALL AMERICAN PI	424.	409.	
K-1 EXP REGENCY ENERGY PARTNER	14.	1.	
K-1 EXP TARGA RESOURCES PARTNE	1.		
K-1 EXP WILLIAMS PARTNERS LP	13.	3.	
OFFICE SUPPLIES	894.		894.
PAYROLL PROCESSING FEES	407.		407.
TOTALS	93,520.	13,281.	66,832.

ATTACHMENT 5

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ABB LTD.	50,473.	53,651.
ABBOTT LABS	23,506.	25,374.
ACE LTD	15,911.	18,221.
ACTIVISION BLIZZARD INC	18,285.	18,650.
ADOBE SYSTEMS, INC.	97,269.	122,155.
AETNA INC.	10,595.	14,541.
AFFILIATED MANAGERS GROUP	14,079.	19,519.
AIA GROUP LTD ADR	93,847.	105,243.
AKBANK T/A/S S/ADR	35,154.	26,625.
AKORN INC	10,763.	10,316.
AKZO NOBEL NV-ADR	120,929.	141,587.
ALBEMARLE CP	9,696.	9,952.
ALEXION PHARMACEUTICALS, INC.	24,905.	31,227.
ALLIANCE DATA SYSTEM CORP	20,399.	31,289.
ALLIANZ SE ADR	103,331.	127,454.
ALLSTATE CORP	13,271.	14,562.
AMAZON COM	59,486.	80,556.
AMBEV SA	33,978.	32,884.
AMDOCS LIMITED	16,454.	18,228.
AMER INTERNATIONAL GROUP INC	12,134.	15,009.
AMERICAN ELECTRIC POWER INC.	14,713.	14,302.
AMERICAN EXPRESS CO	22,641.	26,765.
AMERICAN TOWER REIT INC	28,983.	29,374.
AMGEN INC	94,012.	97,538.
ANADARKO PETROLEUM CORP	26,260.	23,399.
ANHEUSER BUSCH COS INC	76,635.	83,039.
AOL INC COMMON STOCK	15,779.	19,161.
APPLE INC.	45,955.	58,346.
APPLIED MATERIALS INC.	19,026.	19,024.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
AQR MANAGED FUTURES FUND CL I	1,047,820.	1,082,368.
ARCHER DANIELS MDLND	11,905.	15,060.
ARM HOLDINGS PLC	98,577.	127,028.
ASHLAND INC.	19,926.	22,804.
ASSURED GUARANTY LTD	27,279.	31,304.
ATLAS COPCO AB A SHS ADR	57,259.	59,299.
AUTOLIV INC	16,945.	21,757.
AUTONATION INC	12,751.	14,509.
AVIVA PLC	49,954.	71,023.
AXA ADS	30,721.	43,620.
BAIDU.COM - ADR	116,323.	170,765.
BALFOUR BEATTY PLC	29,935.	36,134.
BANCO BILBAO ARG SA	89,770.	110,643.
BANCO DO BRASIL S A SPONSORED	61,521.	50,395.
BANCO ITAU HOLDING FINANCIERA	103,181.	95,736.
BANCO MACRO BANSUD	20,918.	27,619.
BANKUNITED, INC.	31,181.	33,381.
BARCLAYS PLC ADR	78,910.	82,745.
BAXTER INTERNATIONAL INC.	18,578.	18,779.
BAYER A G SPONSORED ADR	54,563.	70,290.
BAYERISCHE MOTOREN WERKE	73,047.	87,416.
BB&T CP	18,018.	19,294.
BE AEROSPACE, INC.	11,521.	14,621.
BG GROUP PLC ADS	109,394.	135,888.
BIDVEST GROUP LTD	33,573.	34,532.
BIOGEN IDEC INC	88,642.	111,548.
BLACKROCK INC	32,992.	38,293.
BNP PARIBAS SPONS ADR	63,112.	86,554.
BORG WARNER INC.	22,551.	30,527.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BRISTOL-MYERS SQUIBB CO	18,467.	18,656.
BRITISH AMERICAN TOBACCO PLC	102,507.	102,479.
BROOKDALE SENIOR LVG	41,104.	41,069.
BUNGE LTD	67,017.	77,101.
CANADIAN NATL RAILWAY CO	67,182.	76,236.
CAPITAL ONE FINANCIAL CORP	27,870.	38,152.
CARNIVAL CORP	17,098.	20,366.
CARNIVAL PLC ADS	38,365.	45,761.
CARRIZO OIL & GAS, INC.	14,590.	15,580.
CASEY'S GENERAL STORES, INC.	15,235.	17,211.
CATAMARAN CORP	19,769.	19,126.
CBRE GROUP INC	18,480.	20,330.
CBS CORP CL B	23,859.	31,233.
CELGENE CORP	101,391.	128,417.
CENTURY LINK INC	20,741.	18,792.
CERNER CORPORATION	22,064.	24,693.
CHARLES SCHWAB CORP	13,925.	15,080.
CHEVRON CORP	14,053.	18,362.
CHINA CONSTRUCT UNSPON ADR	62,164.	61,388.
CHINA MOBILE HGK LTD	48,597.	48,211.
CHIPOTLE MEX GRILL	6,013.	7,459.
CIELO SA ADR	47,358.	49,700.
CIENA CORP	7,221.	7,586.
CINTAS CRP	33,185.	42,964.
CISCO SYSTEMS INC	15,323.	11,350.
CLICKS GROUP LIMITED	30,146.	29,693.
CNO FINANCIAL GROUP INC.	16,816.	23,333.
CNOOC LTD ADS	118,686.	119,352.
COACH INC	110,932.	117,592.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COCHLEAR ORD PLC	39,548.	35,639.
COGNIZANT TECHNOLOGY SOLUTIONS	19,692.	26,962.
COMCAST CORP CL A	15,868.	19,125.
COMML INTL BK S/ADR	18,255.	25,353.
CONAGRA FOODS INC	16,779.	18,434.
CONOCOPHILLIPS	15,162.	17,521.
COSTCO WHOLESALE CORPORATION	122,339.	130,922.
CREDIT AGRICOLE SA	21,883.	22,984.
CROWN CASTLE INTL	110,357.	109,411.
CROWN HOLDINGS INC	33,619.	35,923.
CSL LTD UNSP ADR	64,840.	64,309.
CULLEN FROST BANKERS INC	12,772.	14,812.
CVS CAREMARK CORP.	153,886.	187,871.
DAIMLER AG SPONSORED ADR	67,387.	96,860.
DANA HOLDING CP	12,599.	10,791.
DANAHER CORP	67,769.	82,527.
DARLING INTERNATIONAL INC	33,751.	38,628.
DASSAULT SYS SA SPN ADR	117,203.	126,537.
DBS GROUP HLDGS SPON ADR	54,501.	57,309.
DELTA AIR LINES INC	11,204.	14,339.
DIAMOND HILL LONG SHORT FUND C	1,766,398.	1,795,903.
DILLARD'S INC	9,974.	12,054.
DOLBY LABORATORIES	9,858.	11,607.
DOLLAR GENERAL CORP	30,321.	34,081.
DOVER CORP	14,060.	17,956.
DOW CHEMICAL PV	14,862.	20,424.
EBAY INC.	146,744.	155,556.
ECOLAB INC	21,730.	25,233.
ELI LILLY & CO	13,641.	14,637.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
EMC CORP-MASS	147,581.	156,433.
ENERSYS	7,876.	12,126.
ENSCO PLC	14,175.	13,780.
ENTEGRIS INC MINNESOTA	9,538.	11,683.
ENTERGY CORP	15,894.	14,615.
ESTEE LAUDER COMPANIES INC	132,367.	147,175.
EVERCORE PARTNERS INC	8,053.	12,434.
EXPEDIA INC	25,274.	28,421.
EXPRESS SCRIPTS HOLDING CO.	122,268.	143,641.
EXXON MOBIL CORP	12,656.	15,382.
F5 NETWORKS, INC.	10,591.	11,721.
FACEBOOK INC	26,840.	38,255.
FANUC LIMITED UNSPONSORED	100,445.	117,466.
FEI CO.	11,138.	14,387.
FIFTH THIRD BANCORP	12,005.	15,015.
FINISAR CORPORATION	7,221.	7,511.
FIRST REPUBLIC BANK	14,892.	18,532.
FLEETCOR TECHNOLGIES INC	17,143.	23,903.
FLUOR CORP NEW	31,030.	40,868.
FORD MOTOR COMPANY	22,028.	23,315.
FOREST OIL CORP	13,669.	10,090.
FREEPORT-MCMORAN COPPER &	11,947.	15,700.
FRESENIUS MED CAR AG	66,369.	69,737.
GARTNER INC	17,104.	21,244.
GEN DYNAMICS CP	14,911.	19,014.
GENOMIC HEALTH INC	7,789.	7,230.
GENTEX CORPORATION	10,760.	11,972.
GENWORTH FINANCIAL INC CL A	37,532.	53,796.
GILEAD SCIENCES INC	82,444.	107,693.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GIVAUDAN SA UNSP/ADR	51,189.	55,666.
GNC CORP	17,573.	18,236.
GOLDMAN SACHS GROUP	13,081.	15,067.
GOOGLE INC	83,077.	109,830.
GRUPO TELEVISA (ADR)	22,336.	25,993.
HALLIBURTON COMPANY	13,650.	17,763.
HANGER INC	2,908.	3,934.
HARTFORD FINANCIALSERVICES GRO	11,673.	14,564.
HEARTLAND PYMT SYS	11,843.	16,946.
HELMERICH PAYNE	11,286.	15,555.
HERTZ GLOBAL HOLDINGS INC	41,884.	50,686.
HILSHIRE BRANDS CO	29,685.	28,658.
HILTON HOTELS CORP	35,704.	36,268.
HITACHI LTD	52,377.	60,670.
HONEYWELL INTERNATIONAL INC.	15,337.	18,914.
HONG KONG EX&CL UNSP/ADR	43,212.	44,112.
HSBC HOLDINGS PLC	89,872.	94,493.
IAC/INTERACTIVE CORP	17,515.	25,812.
ICICI BK LTD ADS	68,262.	62,966.
IMPERIAL HOLDINGS LTD (IPL) AD	33,232.	29,335.
IMPERIAL OIL LMT	130,105.	141,536.
INCYTE CORPORATION	3,689.	7,848.
INFORMATICA CORPORATION	9,787.	11,620.
INGREDION INC.	31,421.	31,492.
INTEL CORP	13,472.	15,654.
INTERACTIVE BROKERS GROUP, INC	7,022.	7,545.
INTERNATIONAL GAME TECHNOLOGY	14,917.	14,964.
INTERXION HOLDING N.V.	7,741.	7,791.
INTL CONSOLIDATED AIRLINES GRO	56,587.	80,084.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
INVESCO BALANCED RISK ALLOCATI	2,100,708.	1,973,492.
IRON MOUNTAIN	32,070.	31,352.
ISIS PHARMACEUTICALS, INC.	14,353.	14,741.
JANUS CAPITAL GROUP INC.	9,148.	12,580.
JAZZ PHARMACEUTICALS INC	11,061.	18,604.
JGC CORP ADR	135,179.	150,264.
JOHNSON & JOHNSON	118,814.	125,661.
JP MORGAN CHASE & CO	40,086.	44,737.
KANSAS CITY SOUTHERN	10,222.	11,021.
KAPSTONE PAPER AND PACKAGING C	9,037.	15,864.
KBC GROUP SA UNSP ADR	35,644.	41,080.
KBR INC	15,600.	17,221.
KDDI CP UNSP ADR	86,233.	110,628.
KERYX BIOPHARMACEUTICALS	7,107.	6,941.
KEYCORP	30,312.	37,469.
KIMBERLY CLARK	56,020.	48,248.
KIMBERLY CLARK CORP	13,717.	14,311.
KLA TENCOR CORP	25,863.	29,523.
KOC HOLDINGS AS UNSP/ADR	47,740.	36,603.
KOHLS CORP	13,716.	14,925.
KOOKMIN BK ADS	37,685.	46,749.
KOREA ELECTRIC PW CP	40,567.	43,535.
L'AIR LIQUIDE ADR OTC	102,563.	116,771.
L'OREAL ADR	90,428.	98,104.
LIBERTY GLOBAL INC	24,193.	26,522.
LINDE AG SPONSORED ADR	34,188.	38,178.
LINKEDIN CORPORATION	18,376.	16,913.
LIVE NATION INC COM	26,745.	33,790.
LLOYDS TSB GROUP PLC	65,713.	86,631.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
LOWES COMPANIES INC.	26,031.	26,807.
LUKOIL HOLDING CO SP/ADR	24,520.	25,437.
LVMH MOET HENN UNSP	39,760.	43,664.
MANHATTAN ASSOCIATES INC	6,866.	7,401.
MANPOWER GROUP INC.	15,699.	22,925.
MARATHON OIL CORP COM	15,252.	17,368.
MARKETAXESS HOLDINGS, INC.	7,422.	7,496.
MARKETFIELD FUND	1,740,560.	1,813,396.
MASTERCARD INC	27,569.	39,267.
MATTHEWS JAPAN FUND	1,085,619.	1,085,618.
MCKESSON CORP	17,831.	21,628.
MEADWESTVACO CORP	28,560.	30,209.
MEDIVATION, INC.	7,207.	7,212.
MERCADOLIBRE, INC.	16,965.	18,755.
MERCK & CO INC.	41,077.	43,493.
METLIFE INC.	27,081.	37,528.
MICRON TECHNOLOGY	7,388.	10,766.
MICROSOFT CORPORATION	13,664.	17,396.
MITSUBISHI ESTATE CO ADR	57,208.	59,677.
MOBILE TELSYS OJSC	48,292.	53,015.
MONDELEZ INTERNATIONAL INC	100,349.	115,678.
MONOTARO CO., LTD	19,059.	17,514.
MONSANTO CO	60,305.	66,900.
MORGAN STANLEY	28,641.	32,458.
MTN GROUP LTD SPON ADR	32,008.	36,645.
MURPHY OIL CP HLDG	11,748.	14,403.
NATL OILWELL VARCO	28,879.	34,675.
NEDBANK GROUP LTD S/ADR	36,432.	36,668.
NESTLE S.A.	132,659.	140,042.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NETEASE.COM INC COM STK	32,971.	44,488.
NEUSTAR, INC. CL A	10,752.	10,919.
NIKE INC-CL B	126,854.	149,809.
NIKON CORP ADR	68,477.	69,495.
NOBLE ENERGY INC.	22,208.	24,179.
NOKIAN TYRES OYJ ADR	53,396.	58,487.
NORDSON CP	14,533.	15,529.
NORDSTROM INC	107,607.	115,504.
NORFOLK SOUTHERN CORP	15,244.	19,030.
NOVARTIS AG ADR	131,438.	143,559.
NOVO NORDISK A S	41,225.	44,897.
NUCOR CP	9,165.	11,210.
NXP SEMICONDUCTORS	23,830.	34,172.
OAO GAZPROM	72,420.	78,750.
OIL STATES INTL INC	17,461.	21,259.
OLD DOMINION FREIGHT LINES	10,736.	11,028.
OMEGA HEALTHCARE INV	25,507.	23,572.
ONEOK INC	19,103.	25,432.
ORACLE CORP	125,061.	144,546.
ORIFLAME COSMETICS SA	29,813.	28,802.
OWENS ILLINOIS	39,587.	53,169.
PAREXEL INTERNATIONAL CORPORAT	7,596.	7,726.
PETROLEO BRASILEIRO	26,846.	24,708.
PETSMART INC. COM	20,279.	21,607.
PEUGEOT S A SPON ADR	20,172.	17,490.
PHILIPPINE LONG DISTANCE ADR	39,631.	34,846.
PIMCO ALL ASSET ALL AUTHORITY	3,408,090.	3,079,781.
PIMCO COMMODITY REAL RETURN ST	770,292.	696,324.
POLARIS INDUSTRIES	15,079.	23,302.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
POSTNL N.V.	27,600.	37,318.
PRECISION CASTPARTS	28,688.	37,702.
PRETORIA PORTLAND ADR	16,942.	14,517.
PRICELINE.COM INCORPORATED	57,110.	80,206.
PROCTER GAMBLE CO	17,220.	17,585.
PT ASTRA INTL ADR	22,107.	19,211.
PT BK MANDIR PRS UNSP/ADR	56,396.	41,538.
PT SEMEN GRESIK PERSERO	22,218.	15,782.
PT TELEKOM. IND. TBK ADR	45,744.	36,137.
PTT EXPLORATION & PROD SPO	14,948.	16,027.
PUBLIC SVC ENTERPRISE GROUP IN	15,039.	14,066.
QUALCOMM INC	130,730.	148,723.
QUESTAR CP	21,336.	22,185.
RALPH LAUREN CORP	21,348.	21,718.
RANGE RESOURCES CORP DEL	22,059.	23,860.
REDWOOD TR INC.	26,966.	26,576.
REED ELSEVIER N VSPONSORED ADR	111,588.	132,064.
REGIONS FINANCIAL CORP	16,023.	18,267.
REXAM PLC ADR	49,222.	55,705.
RIO TINTO PLC SPONSORED ADR	30,547.	37,752.
ROBERT HALF INTL INC.	19,586.	22,045.
ROCHE HOLDING LTD ADR	183,096.	204,493.
ROLLS ROYCE GRP PLC S/ADR	42,553.	50,258.
ROSS STORES, INC.	19,094.	22,254.
ROVI CORP.	9,891.	8,093.
ROYAL DUTCH SHELL PLC	84,636.	92,865.
RYANAIR HOLDINGS PLC-ADR COM	17,501.	18,209.
SALESFORCE.COM	48,628.	60,543.
SALIX PHARMACEUTICALS	9,837.	12,861.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SALLY BEAUTY HLDG	7,533.	7,739.
SANLAM LTD SPONSORED ADR (SOUT	30,034.	30,912.
SANOFI-AVENTIS SPONSORED ADR	126,738.	130,857.
SAP AKTIENGESELL ADS	182,523.	204,430.
SASOL LTD	29,098.	33,478.
SBA COMMUNICATIONS	54,703.	63,966.
SBERBANK SPONSORED ADR	57,483.	60,499.
SCHLUMBERGER LTD	105,130.	118,044.
SCHNEIDER ELEC UNSP/ADR	78,980.	94,226.
SERVICE NOW	9,798.	11,594.
SHIN-ETSU CHEMICAL C	81,458.	77,964.
SHINHAN FINL GROUP CO LTD	33,299.	41,816.
SHOPRITE HOLDINGS LTD	28,153.	24,602.
SIEMENS A G ADR OLD	98,872.	124,105.
SIGNET GROUP PLC SPONS ADR NAS	22,488.	25,971.
SILGAN HOLDINGS, INC.	15,231.	15,078.
SK TELECOM ADS ADS	69,126.	78,735.
SLM CORP	21,273.	25,097.
SONOVA HOLDING AG AD	37,821.	43,363.
SPDR S&P 500 ETF TRUST	2,075,719.	2,367,909.
ST. JUDE MED INC.	13,793.	18,771.
STANDARD BANK GROUP SPON ADR	24,258.	25,609.
STANLEY BLACK & DECKER INC	31,897.	32,760.
STAPLES INC.	9,881.	10,948.
STARBUCKS CORP COM	50,160.	56,049.
STATE STREET CORPORATION	12,985.	18,421.
SUMITOMO MITSUI FINCL GRP	46,552.	53,688.
SUPERIOR ENERGY SV	17,223.	18,574.
SVENSKA HANDELSBK UNS ADR	37,116.	42,894.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SWATCH GROUP AG	49,277.	56,340.
SYMANTEC CORP	26,195.	26,410.
SYSMEX CORP UNSP ASDR	82,383.	73,869.
TAIWAN SEMICONDUCTOR MFG CO LT	147,680.	149,182.
TARGET CORPORATION	26,919.	25,308.
TECHNIP ADS	78,313.	73,738.
TEMPLETON GLOBAL BD	1,083,950.	1,067,996.
TESCO PLC S ADR	96,569.	95,651.
THE JM SMUCKER COMPANY	14,590.	14,196.
TIBCO SOFTWARE	15,008.	16,006.
TIDEWATER INC.	16,819.	18,492.
TIGER BRANDS LTD S/ADR	25,433.	21,554.
TJX COMPANIES INC	113,593.	117,454.
TOTAL FINA ELF S.A.	62,521.	74,933.
TOTAL SYSTEMS SERVICES INC.	17,791.	23,363.
TOYOTA MTR CORP	76,716.	81,321.
TRAVELERS COMPANIES INC	10,197.	10,865.
TURKCELL ILETISIM HIZMETLERI A	32,765.	28,916.
TURKIYE GARANTI BANK	70,972.	48,259.
TWENTY-FIRST CENTURY, FOX INC	35,875.	41,817.
UBS AG	91,735.	103,758.
ULTA SALON, COSMETICS & FR	19,266.	19,111.
UNICHARM CORP - SPN ADR	88,683.	80,078.
UNILEVER N V N Y	38,633.	40,874.
UNILEVER PLC AMER	40,820.	40,747.
UNION PACIFIC	70,381.	81,648.
UNITED RENTALS INC	20,682.	29,699.
UNITED TECHNOLOGIES CORP	26,416.	30,157.
UNITED THERAPEUTICS CORP	5,700.	8,707.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
UNITED TRACTORS UNSPON ADR	25,113.	22,092.
UNITEDHEALTH GROUP INC.	16,767.	18,223.
UNIVERSAL HLTH SVC B	16,824.	21,940.
V F CORP	11,513.	15,460.
VALE SA PREFERENCE A ADR	26,122.	25,722.
VALERO ENERGY CORP	20,562.	27,670.
VALMONT INDUSTRIES INC	14,063.	14,763.
VANTIV INC - CLASS A	16,288.	19,338.
VERISK ANALYTICS, INC	44,291.	48,041.
VIRTUS EMERGING MARKETS OPPTS	1,690,835.	1,592,360.
VISA INC	68,185.	86,845.
VISTEON CP	17,413.	18,917.
VODACOM GROUP LIMITE	18,056.	20,158.
VODAFONE GROUP PLC	78,107.	95,641.
WABTEC	17,119.	23,915.
WALT DISNEY HOLDINGS CO.	126,197.	153,106.
WATSON WYATT & CO. HOLDING	12,637.	20,162.
WEICHAI POWER CO LTD	26,255.	30,093.
WHITING PETROLEUM CORP	14,233.	18,190.
WHOLE FOODS MARKET, INC.	85,694.	98,889.
WILLIAMS COS	29,210.	31,435.
WILLIAMS SONOMA INC.	17,041.	18,766.
WILLIS GROUP HOLDINGS LTD	12,930.	14,474.
WISDOMTREE INVTS INC	10,887.	11,104.
WOOLWORTHS HOLDINGS LTD	30,004.	29,390.
WORKDAY INC	3,688.	3,742.
WPP GROUP PLC	105,209.	136,339.
WPX ENERGY INC	33,437.	39,109.
WUXI PHARMATECH CAYMAN INC	12,008.	14,584.

ATTACHMENT 5 (CONT'D)

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WYNDHAM WORLDWIDE	13,299.	18,275.
WYNN MACAU	35,388.	53,257.
WYNN RESORTS LIMITED	17,006.	22,917.
XINYI GLASS HLDG ADR	23,849.	26,987.
XL GROUP PLC	18,048.	18,531.
XYLEM INC	23,598.	29,618.
YPF SOCIEDAD ANONIMA	32,909.	59,625.
YUE YUEN INDUSTRIAL	18,441.	18,878.
ZOETIS INC	25,418.	26,283.
ZURICH INS GROU ADR	57,173.	62,570.
TOTALS	31,901,262.	33,604,680.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 6

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LAND & OFFC BLDG	L		176,215.		176,215				
LAND - 11 ACRES	L		770,000.		770,000.				
TOTALS					946,215.				

ATTACHMENT 7

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ACCESS MIDSTREAM PARTNERS LP	21,274.	23,198.
AMERIGAS PARTNERS LP	18,408.	21,349.
EL PASO PIPELINE PARTNERS LP	75,410.	69,624.
ENBRIDGE ENERGY PARTNERS LP	42,350.	55,558.
ENERGY TRANSFER EQUITY LP	171,762.	250,206.
ENERGY TRANSFER PARTNERS LP	71,043.	89,825.
ENTERPRISE PRODUCTS PARTNERS L	382,926.	462,176.
EQT MIDSTREAM PARTNERS LP	21,123.	27,161.
EV ENERGY PARTNERS, LP	25,694.	22,021.
GENERAL GREENE INVESTMENT CO I	10,750,330.	9,627,102.
GENESIS ENERGY, L.P.	116,460.	139,416.
KINDER MORGAN ENERGY PARTNERS	140,289.	151,238.
LINN ENERGY, LLC	78,184.	79,253.
MAGELLAN MIDSTREAM PARTNERS LP	123,882.	152,924.
MARKWEST ENERGY PARTNERS L.P.	115,184.	142,180.
ONEOK PARTNERS LP	109,655.	125,570.
PLAINS ALL AMERICAN PIPELINE L	180,035.	176,950.
REGENCY ENERGY PARTNERS LP	52,249.	65,466.
TARGA RESOURCES PARTNERS LP	41,804.	50,679.
WILLIAMS PARTNERS LP	91,626.	102,025.
TOTALS	12,629,688.	11,833,921.

ATTACHMENT 8

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TO ADJUST TO CASH BASIS OF ACCOUNTING	14,703.
TOTAL	14,703.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		PUBLICLY-TRADED SECURITIES						
16509053.		16191797.					317,256.	
		PASSTHROUGH K1 CAPITAL LOSS						
							-2,220.	
		LAND-(4) TRACTS, WYTHE COUNTY, VA				D	08/07/2013	11/18/2013
2,100,000.		2,262,867.					-162,867.	
TOTAL GAIN(LOSS)							152,169.	

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 9

NAME AND ADDRESS

KERMIT G. PHILLIPS II IRREVOCABLE TRUST
220 BOY SCOUT ROAD
AUGUSTA, GA 30909

Part VII-A, Line 11 (990-PF) – Controlled Entity

Name of Controlled Entity General Greene Investment Co , Inc
EIN 56-6029430
Street Address 1400 Battleground Ave, Ste 201, Greensboro, NC 27408
This entity is not an excess business holding
No transfers were made during 2013 from the Foundation to this entity or from this entity to the Foundation

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
WADE DOGGETT FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0	0	0
KEITH PHILLIPS FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0	0	0
KERT PHILLIPS FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	TRUSTEE 1.00	0	0	0
KEVIN PHILLIPS FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	BOARD PRES / TRUSTEE 1.00	0	0	0
PETER GILCHRIST FOUNDATION SOURCE 501 SILVERSIDE RD 123 WILMINGTON, DE 19809-1377	PROTECTOR 1.00	0	0	0
	GRAND TOTALS	0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 11

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
MORGAN STANLEY SMITH BARNEY PWM 333 W. SAN CARLOS ST., SUITE 1100 SAN JOSE, CA 95110	INVESTMENT MGMT	127,649.
FOUNDATION SOURCE 55 WALLS DRIVE, 3RD FLOOR FAIRFIELD, CT 06824	ADMINISTRATIVE	65,531.
TOTAL COMPENSATION		193,180.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CANTERBURY SCHOOL 5400 OLD LAKE JEANETTE RD GREENSBORO, NC 27455	N/A PC	PHILLIPS CHAPEL ENDOWMENT FUND	200,000
UNITED WAY OF GREATER GREENSBORO INC 1500 YANCEYVILLE ST GREENSBORO, NC 27405	N/A PC	PARTNERS ENDING HOMELESSNESS	250,000.
YOUNG MENS CHRISTIAN ASSOCIATION OF GREENSBORO INC 620 GREEN VALLEY RD STE 210 GREENSBORO, NC 27408	N/A PC	HAYES-TAYLOR MEMORIAL YMCA CAMPAIGN	150,000
		TOTAL CONTRIBUTIONS PAID	600,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 13

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
K-1 INC/LOSS	525990	140,055.	14	3,283.	
FEDERAL TAX REFUND			01	61.	
TOTALS		140,055.		3,344.	