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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. By law, the IRS cannot redact the information on the form.**
▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
PHILLIPS FAMILY FOUNDATION TRUST

A Employer identification number
20-2760817

Number and street (or P O box number if mail is not delivered to street address)
4750 E COUNTRY VILLA DRIVE

Room/suite

B Telephone number (see instructions)
(520) 577-7077

City or town, state or province, country, and ZIP or foreign postal code
TUCSON, AZ 85718

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)*▶$ 624,056

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))*

			(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)	120,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	6	6		
	4	Dividends and interest from securities	11,528	11,528		
	5a	Gross rents				
	b	Net rental income or (loss) ______				
	6a	Net gain or (loss) from sale of assets not on line 10	7,834			
	b	Gross sales price for all assets on line 6a 504,265				
	7	Capital gain net income (from Part IV, line 2)		7,834		
	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)				
	12	**Total.** Add lines 1 through 11	139,368	19,368		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	1,800			1,800
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	1,475			1,475
	c	Other professional fees (attach schedule)	7,379	7,379		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	249	249		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1,237			1,237
	22	Printing and publications				
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	12,140	7,628		4,512
	25	Contributions, gifts, grants paid	44,900			44,900
	26	**Total expenses and disbursements.** Add lines 24 and 25	57,040	7,628		49,412
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	82,328			
	b	**Net investment income** (if negative, enter -0-)		11,740		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	82,778	62,259	62,259
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	387,354	490,191	561,735
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	52	62	62
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	470,184	552,512	624,056
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 ▶)			
	23	**Total liabilities** (add lines 17 through 22)		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	470,184	552,512	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	470,184	552,512	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	470,184	552,512	

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	470,184
2	Enter amount from Part I, line 27a	2	82,328
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	552,512
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	552,512

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	7,834
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	48,400	424,143	0 11411
2011	55,500	426,808	0 13004
2010	54,900	328,135	0 16731
2009	60,000	227,631	0 26358
2008	61,500	210,037	0 29281

2	**Total** of line 1, column (d).	2	0 96785
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 19357
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	542,955
5	Multiply line 4 by line 3.	5	105,099
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	117
7	Add lines 5 and 6.	7	105,216
8	Enter qualifying distributions from Part XII, line 4.	8	49,412

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary–see instructions)**		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	235
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	235
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	235
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 256		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	256
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	21
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 21 **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶AZ			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	10		No

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

			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		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶RICHARD S HUDGINS Telephone no ▶(520) 577-7077

Located at ▶4750 E COUNTRY VILLA LANE TUCSON AZ ZIP+4 ▶85718

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		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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 page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 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 ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 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		No
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		**No**
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		**No**

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

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

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

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

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

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

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

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

Part IX-A **Summary of Direct Charitable Activities**

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	494,536
b	Average of monthly cash balances	1b	56,687
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	551,223
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	
3	Subtract line 2 from line 1d	3	551,223
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,268
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	542,955
6	**Minimum investment return.** Enter 5% of line 5	6	27,148

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	27,148
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 235		
b	Income tax for 2013 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	235
3	Distributable amount before adjustments Subtract line 2c from line 1	3	26,913
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	26,913
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	26,913

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	49,412
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	49,412
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	49,412

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					26,913
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only.					
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2013					
a From 2008.	50,998				
b From 2009.	48,653				
c From 2010.	39,058				
d From 2011.	34,363				
e From 2012.	27,237				
f Total of lines 3a through e.		200,309			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 49,412					
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).		0			
d Applied to 2013 distributable amount.					26,913
e Remaining amount distributed out of corpus		22,499			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		222,808			
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					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .		50,998			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a		171,810			
10 Analysis of line 9					
a Excess from 2009. . . .	48,653				
b Excess from 2010. . . .	39,058				
c Excess from 2011. . . .	34,363				
d Excess from 2012. . . .	27,237				
e Excess from 2013. . . .	22,499				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter **(1)** Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .					
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

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

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

PHILLIPS FAMILY FOUNDATION TRUST
4750 E COUNTRY VILLA LANE
TUCSON,AZ 85718
(520) 577-7077

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

NO SPECIFIED FORMAT

c Any submission deadlines

MAY 1 OF EACH YEAR

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

APPLICANT MUST BE A QUALIFIED 501(C)(3) ORGANIZATION

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Additional Data Table				
Total . . . . ▶ 3a				44,900
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				6	
4 Dividends and interest from securities. . . .				11,528	
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			1	7,834	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				19,368	

13 Total. Add line 12, columns (b), (d), and (e). **13** 19,368

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2014-05-03	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ Yes ☐ No
Signature of officer or trustee	Date	Title	

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Evelyn A Kleinhans				P00192397
Firm's name ▶ Camp Lowell CPAs PLLC			Firm's EIN ▶	
Firm's address ▶ 4534 East Camp Lowell Drive Tucson, AZ 85712			Phone no (520) 327-8530	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SEE ATTACHED SCHEDULE	P	2013-01-01	2013-12-15
SEE ATTACHED SCHEDULE	P	2013-01-01	2013-12-15
SEE ATTACHED SCHEDULE	P	2012-01-01	2013-12-15
SEE ATTACHED SCHEDULE	P	2012-01-01	2013-12-15
ishares silver	P	2013-01-01	2013-12-31
adjustment	P	2000-01-01	2013-12-31
Capital Gain Dividends			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
290,040		271,175	18,865
5,045		7,474	-2,429
117,810		129,202	-11,392
90,021		88,558	1,463
22		22	
138			138
			1,189

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			18,865
			-2,429
			-11,392
			1,463
			138

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
RICHARD S HUDGINS 4750 E COUNTRY VILLA LANE TUCSON, AZ 85718	Trustee 0 50	1,800		
WATSON LYMAN PHILLIPS 4750 E COUNTRY VILLA LANE TUCSON, AZ 85718	ADVISOR 0 00	0		
KATHERINE KNEZ-PHILLIPS 4750 E COUNTRY VILLA LANE TUCSON, AZ 85718	ADVISOR 0 00	0		
ALIDA VERNON PHILLIPS 4750 E COUNTRY VILLA LANE TUCSON, AZ 85718	ADVISOR 0 00	0		
JOHN WG PHILLIPS 4750 E COUNTRY VILLA LANE TUCSON, AZ 85718	ADVISOR 0 00	0		

Form 990PF Part XV Line 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*				
PARENTING NOW 86 CENTENNIAL LOOP EUGENE, OR 97401	NONE	PUBLIC	Assistance with funding programs and services and making scholarships available to families in need	6,000
INTERFAITH COMMUNITY SERVICES 2820 W Ina Road Tucson, AZ 85741	None	PUBLIC	Assist disadvantaged people, disabled individuals, and seniors to remain or become stabilized and lead independent lives	6,000
ST MICHAEL INDIAN SCHOOL PO BOX 650 ST MICHAELS, AZ 86511	NONE	SCHOOL	Provide students from local Native American communities with a quality education	5,000
GALAPAGOS CONSERVANCY 11150 FAIRFAX BLVD SUITE 308 FAIRFAX, VA 22030	NONE	PUBLIC	TO SUPPORT THE CONSERVATION OF THE UNIQUE BIODIVERSITY AND ECOSYSTEMS OF THE GALAPAGOS THROUGH DIRECTED RESEARCH, INFORMED PUBLIC POLICY AND BUILDING A SUSTAINABLE SOCIETY	7,500
TUCSON BOTANICAL GARDENS 2150 N ALVERNON WAY TUCSON, AZ 85712	NONE	PUBLIC	PROMOTES RESPONSIBLE AND APPROPRIATE USE OF PLANTS AND WATER IN A DESERT ENVIRONMENT THROUGH EDUCATION AND DEMONSTRATION AND PROVIDES A PLACE OF BEAUTY AND TRANQUILITY FOR TUCSON RESIDENTS AND VISITORS	2,500
TMM FAMILY SERVICES INC 1550 N COUNTRY CLUB RD TUCSON, AZ 85716	NONE	PUBLIC	Provides professional and supportive services to children and adults	5,400
IMAGO DEI MIDDLE SCHOOL 55 N 6TH AVENUE TUCSON, AZ 85702	NONE	SCHOOL	TUITION FREE MIDDLE SCHOOL FOR CHILDREN OF LOW-INCOME FAMILIES FROM TUCSON NEIGHBORHOODS	7,500
BIBLE SOCIETY OF MAINE 519 CONGRESS ST PORTLAND, ME 04101	NONE	PUBLIC	PROMOTE BIBLE STUDY	5,000
Total . . . . ▶ **3a**				44,900

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

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 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
PHILLIPS FAMILY FOUNDATION TRUST	20-2760817

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 for 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 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 990PF, 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
PHILLIPS FAMILY FOUNDATION TRUST

Employer identification number
20-2760817

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	LYMAN PHILLIPS CHARITABLE LEAD 6710 N SCOTTSDALE RD 235 SCOTTSDALE, AZ 85253	$ 120,000	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)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II for noncash contributions)

Name of organization
PHILLIPS FAMILY FOUNDATION TRUST

Employer identification number
20-2760817

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
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
PHILLIPS FAMILY FOUNDATION TRUST	20-2760817

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

TY 2013 Accounting Fees Schedule

Name: PHILLIPS FAMILY FOUNDATION TRUST

EIN: 20-2760817

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	1,475	0	0	1,475

TY 2013 Investments Corporate Stock Schedule

Name: PHILLIPS FAMILY FOUNDATION TRUST

EIN: 20-2760817

Software ID: 13000170

Software Version: 2013v3.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
STOCKS	490,191	561,735

TY 2013 Other Assets Schedule

Name: PHILLIPS FAMILY FOUNDATION TRUST

EIN: 20-2760817

Software ID: 13000170

Software Version: 2013v3.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Dividend Receivable	52	62	62

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TY 2013 Other Professional Fees Schedule

Name: PHILLIPS FAMILY FOUNDATION TRUST

EIN: 20-2760817

Software ID: 13000170

Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	7,379	7,379	0	0

TY 2013 Taxes Schedule

Name: PHILLIPS FAMILY FOUNDATION TRUST
EIN: 20-2760817
Software ID: 13000170
Software Version: 2013v3.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	249	249		

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WEALTH MANAGEMENT

2013 ENHANCED 1099

PHILLIPS FAM FOUNDATION TRUST
RICHARD S HUDGINS TTEE
U A DTD 01 26/2005
4750 E COUNTRY VILLA DR
TUCSON AZ 85704

Your Financial Advisor ·
PRESIDIO GROUP WEALTH MANAGEMENT
1795 EAST SKYLINE DRIVE
SUITE 141
TUCSON, AZ 85718
(866) 219-1880

Account Number. 1892-7654
Your Federal Identification Number: 20-2760817

Reportable Tax Information

The information provided below is in accordance with Federal tax regulations and the IRS instructions that govern our reporting requirements provided additional information for courtesy purposes that is not provided to the IRS You should review this information carefully when completing D There may be instances where our reporting requirements will not be consistent with your particular tax accounting position or elections For the to provide you with this reminder TAXPAYERS ARE ULTIMATELY RESPONSIBLE FOR THE ACCURACY OF THEIR TAX RETURNS

The 1099-B data shown is reported to the IRS Individual tax lots for each trade where applicable, have been broken out and shown in italics reported to the IRS but may be helpful in completing Form 8949 of Schedule D of your tax return

SHORT TERM GAINS/LOSSES (COVERED)-BASIS REPORTED TO THE IRS. REPORT ON FORM 8949 WITH BOX A CHECKED
1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

8-Description CUSIP / 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price	3-Cost or Other Basis	Supplemental Information not reported to the IRS: Gain or Loss Amount	Additional Information
AMERICAN INTL GROUP INC 026874784						
07/30/13	105 0000	02/26/13	4 822 69	3,945 89	876 80	SALE
AMERICAN TOWER CORP 03027X100 REIT						
08/12/13	86 0000	02/26/13	5,982.40	6,495 58	-513 18	SALE
BAXTER INTERNATIONAL INC 071813109						
05/24/13	67 0000	02/26/13	4,806 06	4 492 06	314 00	SALE
CLIFFS NATURAL RESOURCES 18683K101						
01/10/13	130 0000	04/27 12	4 921 69	8,075 24	-3,153 55	SALE
	200.0000	*01/30/12*	*7 571 43*	*14,414 00*	*-6,842 57*	
	70.0000	*04 27/12*	*2,650 01*	*4 348 22*	*-1,698 21*	
01/10/13	270 0000	Various	10,221 44	18 762 22	-8,540 78	SALE
CMS ENERGY CORP 125896100						
06/10/13	105 0000	02/26/13	2,830 65	2,761 03	69 62	SALE

THIS IS YOUR FORM 1099 (COPY B FOR RECIPIENT) - PLEASE RETAIN FOR TAX PREPARATION PURPO
The above is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required penalty or other sanction may be imposed on you if the income is taxable and the IRS determines that it has not been reported.

2013 ENHANCED 1099

PHILLIPS FAM FOUNDATION TRUST
RICHARD S HUDGINS TTEE
U A DTD 01 26 2005
4750 E COUNTRY VILLA DR
TUCSON, AZ 85704

Your Financial Advisor :
PRESIDIO GROUP WEALTH MANAGEMENT
1795 EAST SKYLINE DRIVE
SUITE 141
TUCSON AZ 85718
(866) 219-1880

Account Number: 1892-7654
Your Federal Identification Number: 20-2760817

Reportable Tax Information

SHORT TERM GAINS/LOSSES (COVERED)-BASIS REPORTED TO THE IRS. REPORT ON FORM 8949 WITH BOX A CHECKED
1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

Supplemental Information not reported to the IRS

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
CONSOL ENERGY INC 20854P109 COM						
	100 0000	*03 06 12*	*3 129 43*	*3 277 90*	*-148 47*	
	100 0000	*03 06 12*	*3 129 43*	*3 277 60*	*-148 17*	
02/26 13	200 0000	03/06/12	6,258 86	6,555 50	-296 64	SALE
DEERE & CO 244199105						
02 26 13	200 0000	05 31 12	17,318 11	14 822 20	2 495 91	SALE
E M C CORP MASS 268648102						
05 24 13	262 0000	02 26 13	6 197 50	6,005 01	192 49	SALE
EASTMAN CHEMICAL CO 277432100						
05 24 13	24 0000	02/26/13	1 721 49	1,633 92	87 57	SALE
EXPRESS SCRIPTS HLDG CO 30219G108						
08/12/13	91 0000	02 26 13	5 941 13	5 015 01	926 12	SALE
HCA HOLDINGS INC 40412C101						
11 25 13	135 0000	05/24/13	5 981 14	5 065 78	915 36	SALE
HEINZ H J CO COMMON 423074103						
06 10 13	65 0000	02/26/13	4,712 50	4,711 85	0 65	MERGER
HUNTINGTON BANCSHRES INC 446150104						
07 30 13	660 0000	02/26/13	5,576 90	4 497 90	1 079 00	SALE
ISHARES MSCI BRAZIL ET 464286400 CAPPED						
06/10/13	92 0000	02/26 13	4,513 81	4 994 68	-480 87	SALE

THIS IS YOUR FORM 1099 (COPY B FOR RECIPIENT) - PLEASE RETAIN FOR TAX PREPARATION PURPOS
The above is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required t
penalty or other sanction may be imposed on you if the income is taxable and the IRS determines that it has not been reported.

PRESIDIO
· GROUP ·
WEALTH MANAGEMENT

2013 ENHANCED 1099

PHILLIPS FAM FOUNDATION TRUST
RICHARD S HUDGINS TTEE
U A DTD 01/26/2005
4750 E COUNTRY VILLA DR
TUCSON AZ 85704

Your Financial Advisor :
PRESIDIO GROUP WEALTH MANAGEMENT
1795 EAST SKYLINE DRIVE
SUITE 141
TUCSON, AZ 85718
(866) 219-1880

Account Number: 1892-7654
Your Federal Identification Number: 20-2760817

Reportable Tax Information

SHORT TERM GAINS/LOSSES (COVERED)-BASIS REPORTED TO THE IRS. REPORT ON FORM 8949 WITH BOX A CHECKED

1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

Supplemental Information not reported to the IRS

8-Description, CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
JOHNSON CONTROLS INC , 478366107						
04/04/13	146 0000	02 26 13	4,855 09	4 513 77	341.32	SALE
JOY GLOBAL INC , 481165108						
	200 0000	*03/20/12*	*11 980 69*	*15 137 00*	*-3,156 31*	
	200 0000	*05/17/12*	*11,980 69*	*11 912 80*	*67 89*	
02/26/13	400.0000	Various	23,961.38	27,049 80	-3,088 42	SALE
MARKET VECTORS STEEL 57060U308 INDEX FUND						
	100 0000	*05 23 12*	*4,495 91*	*4 239.00*	*256 91*	
	100 0000	*05/23/12*	*4,495 91*	*4,240.00*	*255 91*	
02/26/13	200 0000	05/23/12	8,991 82	8,479 00	512 82	SALE
MICROSOFT CORP / 594918104						
07/30/13	159 0000	02/26/13	5,077.24	4,355 35	721 89	SALE
MONDELEZ INTL INC , 609207105						
05/24/13	168 0000	02/26/13	5 188 76	4,482 83	705 93	SALE
OCCIDENTAL PETE CORP 674599105						
02/26/13	200 0000	04/13/12	16,402 77	17,852 92	-1,450 15	SALE
OMNICOM GROUP , 681919106						
08/12/13	79 0000	02/26/13	4,968 08	4 488 39	479 69	SALE
ORACLE CORPORATION / 68389X105						
08/12/13	52 0000	02/26/13	1,729 96	1,787 24	-57 28	SALE
PAN AMERICAN SILVER 697900108 CORP						
	600 0000	*03 16/12*	*10,382 58*	*12,958 20*	*-2,575 62*	

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2013 ENHANCED 1099

PHILLIPS FAM FOUNDATION TRUST
RICHARD S HUDGINS TTEE
U A DTD 01 26 2005
4750 E COUNTRY VILLA DR
TUCSON AZ 85704

Your Financial Advisor
PRESIDIO GROUP WEALTH MANAGEMENT
1795 EAST SKYLINE DRIVE
SUITE 141
TUCSON, AZ 85718
(866) 219-1880

Account Number: 1892-7654
Your Federal Identification Number: 20-2760817

Reportable Tax Information

SHORT TERM GAINS/LOSSES (COVERED)-BASIS REPORTED TO THE IRS. REPORT ON FORM 8949 WITH BOX A CHECKED

1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

Supplemental Information not reported to the IRS

8-Description / CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
	100 0000	*03 16 12*	*1 730 44*	*2,159 96*	*-429 52*	
02 26 13	700 0000	03 16 12	12 113 02	15,118 16	-3 005 14	SALE
RAYONIER INC 754907103						
02 26 13	400 0000	02 28 12	21,769 47	17 794 24	3,975 23	SALE
SPDR S&P BIOTECH ET 78464A870						
08 12 13	2 0000	02 26 13	238 64	183 58	55 06	SALE
SPDR S&P 500 TRUST ET 78462F103						
06 10 13	22 0000	02 26 13	3 622 57	3,294 94	327 63	SALE
STAPLES INC 855030102						
	176 0000	*07 30 13*	*2 499 78*	*2 971 76*	*-471 98*	
	211 0000	*08 12 13*	*2,996 90*	*3 638 74*	*-641 84*	
09 09/13	387 0000	Various	5 496 68	6,610 50	-1 113 82	SALE
TIME WARNER INC NEW 887317303						
05/24 13	57 0000	02 26 13	3,389 68	2 974 58	415 10	SALE
07 30 13	115 0000	02 26 13	7 176 19	6,001 33	1,174 86	SALE
TJX COS INC NEW 872540109						
08 12 13	109 0000	02 26 13	5 716 15	4 775 97	940 18	SALE
UNITEDHEALTH GROUP 91324P102 INC						
05 24 13	85 0000	02 26 13	5 283 66	4 505 00	778 66	SALE
US BANCORP NEW 902973304						
05 24 13	126 0000	02 26 13	4,470 81	4 254 46	216 35	SALE

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1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

8-Description CUSIP / 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount (Supplemental Information not reported to the IRS)	Additional Information
06/10/13	140 0000	02/26/13	4 994.38	4,727 16	267 22	SALE
WHIRLPOOL CORP / 963320106						
	200 0000	05 08/12	21,114 98	12,238 38	8,876 60	
	100 0000	05/08/12	10,557 49	6,120 19	4,437 30	
	200 0000	06 15/12	21,115.00	11,733 50	9,381 50	
01/10/13	500 0000	Various	52,787 47	30,092 07	22,695.40	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR BASIS REPORTED TO IRS			290,040.19	271,175.16	18,865.03	

SHORT TERM GAINS/LOSSES (NONCOVERED)-BASIS NOT REPORTED TO THE IRS. REPORT ON FORM 8949 WITH BOX B

1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

8-Description CUSIP / 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount (Supplemental Information not reported to the IRS)	Additional Information
I SHARES SILVER TRUST / 46428Q109						
11/26/13	264 0000	02/26/13	5,044 97	7,473 97	-2,429 00	SALE
TOTAL SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			5,044.97	7,473.97	-2,429.00	

LONG TERM GAINS/LOSSES (COVERED)-BASIS REPORTED TO THE IRS. REPORT ON FORM 8949 WITH BOX D CHECKED

1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

8-Description CUSIP / 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Gain or Loss Amount (Supplemental Information not reported to the IRS)	Additional Information
BUNGE LTD G16962105						
02/26/13	300 0000	01 24/12	21,710 96	17,494 56	4,216 40	SALE

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Reportable Tax Information

LONG TERM GAINS/LOSSES (COVERED)-BASIS REPORTED TO THE IRS. REPORT ON FORM 8949 WITH BOX D CHECKED
1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

Supplemental Information not reported to the IRS

8-Description, CUSIP / 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
CLIFFS NATURAL RESOURCES 18683K101						
	200 0000	*03 10 11*	*7,571 43*	*17 520 00*	*-9,948 57*	
	100 0000	*04 29 11*	*3 785 71*	*9,464 93*	*-5,679 22*	
01 10 13	300 0000	Various	11,357 14	26 984 93	-15 627 79	SALE
CONSOL ENERGY INC 20854P109 COM						
02 26 13	100 0000	03 08/11	3 129 43	5,139 64	-2 010 21	SALE
CUMMINS INC 231021106						
	150 0000	*07 25 11*	*16 920 29*	*15 928 50*	*991 79*	
	50 0000	*10 18 11*	*5 640 10*	*4 674 00*	*966 10*	
	100 0000	*10 25 11*	*11,280 20*	*9,345 00*	*1 935 20*	
02 26/13	300 0000	Various	33 840 59	29 947 50	3 893 09	SALE
ISHARES ET 464287184 CHINA LARGE CAP						
02 26 13	300 0000	01 11 12	11 407 21	10 990 77	416 44	SALE
LEGG MASON INC 524901105						
02 26 13	500 0000	10 12 11	13,825 89	13,498 00	327 89	SALE
OIL STATES INTL INC 678026105						
	200 0000	*07 25 11*	*15,025 66*	*17 127 10*	*-2,101 44*	
	100 0000	*01 27 12*	*7,512 84*	*8,019 70*	*-506 86*	
02 26 13	300 0000	Various	22 538 50	25 146 80	-2,608 30	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR BASIS REPORTED TO IRS			**117,809 72**	**129,202 20**	**-11,392.48**	

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2013 ENHANCED 1099

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Reportable Tax Information

LONG TERM GAINS LOSSES (NONCOVERED)-BASIS NOT REPORTED TO THE IRS. REPORT ON FORM 8949 WITH BOX E CH

1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

8-Description CUSIP / 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date of Acquisition	2a-Sales Price*	3-Cost or Other Basis	Supplemental Information not reported to the IRS: Gain or Loss Amount	Additional Information
AT & T INC 00206R102						
02/26/13	133 0000	07/24/08	4,736 67	4,283 93	452 74	SALE
07/30/13	112 0000	07/24/08	3 983 04	3,607.52	375 52	SALE
CATERPILLAR INC 149123101						
	100 0000	*11 06/06*	*8,964 25*	*5,981 00*	*2,983.25*	
	100 0000	*01/07 09*	*8 964 25*	*4,484 56*	*4,479.69*	
02/26 13	200 0000	Various	17,928 50	10,465 56	7,462.94	SALE
CVS CAREMARK CORP 126650100						
02/26/13	200 0000	10/07/09	10,101 79	7,131 50	2,970 29	SALE
JOHNSON & JOHNSON 478160104						
02/26/13	100.0000	02/01/06	7,585 28	5,817 00	1,768 28	SALE
MARKET VECTORS STEEL / 57060U308 INDEX FUND						
02/26/13	300.0000	04/22 10	13,487 73	19,817 82	-6,330 09	SALE
MOSAIC COMPANY 61945C103						
02/26/13	300 0000	11 24/09	16,916 65	16 192 80	723.85	SALE
SPDR METALS & MINING ET / 78464A755						
02/26/13	250 0000	11/30/10	10,134 52	15,340 10	-5,205 58	SALE
TRANSOCEAN LTD / H8817H100 ORDINARY SHARES						
02/26/13	100 0000	05/21/10	5,146 89	5 901 90	-755 01	SALE
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			**90,021.07**	**88,558.13**	**1,462 94**	

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Reportable Tax Information

UNKNOWN TERM GAINS OR LOSSES# - BASIS NOT REPORTED TO THE IRS.
REPORT ON FORM 8949, WITH BOX B OR E CHECKED AS APPLICABLE**

1099-B Proceeds from Broker and Barter Exchange Transactions for 2013 OMB NO. 1545-0715

Supplemental Information not reported to the IRS

8-Description, CUSIP 1a-Date of Sale or Exchange	1e-Quantity Sold	1b-Date Acquired	2a-Sales Price	3-Cost or Other Basis	Gain or Loss Amount	Additional Information
I SHARES SILVER TRUST 46428Q109						
03 31 13	264 0000	N A	3 11	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
04 30 13	264 0000	N A	2 59	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
05 31 13	264 0000	N A	2 58	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
06 30 13	264 0000	N A	2 24	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
07 31 13	264 0000	N A	2 08	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
08 31 13	264 0000	N A	2 34	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
09 30 13	264 0000	N A	2 35	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
10 31 13	264 0000	N A	2 36	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
11 30 13	264 0000	N A	2 21	N A	N A	PRINCIPAL PAYMENT Cost Basis Allocation
TOTAL UNKNOWN TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES			21.96	0.00	0.00	

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